

NATIONAL SEEDS CORPORATION LIMITED

(A Government of India Undertaking-
Miniratna Company)
(CIN: U74899DL1963PLC003913)

"An ISO 9001:2008 & 14001:2004 Company"

**BEEJ BHAWAN, PUSA COMPLEX
NEW DELHI-110 012 (INDIA)**

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No. 1(51)/2014-CS/NSC

Dated: the 19th Sept., 2014

" NOTICE "

NOTICE IS HEREBY GIVEN THAT the 51st Annual General Meeting of the Members of National Seeds Corporation Limited will be held on 26.09.2014 at 10.00 AM at Registered Office of National Seeds Corporation Limited, (NSC) Beej Bhavan, Pusa Complex, New Delhi-110012 to transact the following business:-

ORDINARY BUSINESS:

To consider and if thought fit to pass, the following resolutions as Ordinary Resolutions:-

1. **"RESOLVED THAT** Audited statement of Profit & Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date, together with the Report of the Board of Directors and the Auditors thereon be and the same are hereby adopted".
2. **"RESOLVED THAT** a dividend @ 20% of the Paid Equity Share Capital on prorata basis for the Financial Year 2013-14 be and is hereby declared."
3. **"RESOLVED THAT** in view of representations of Branch Auditors and Statutory Auditors of NSC for increase in their remuneration from the financial year 2013-2014 and recommendations of the Board of Directors at their 255th Meeting held on 31.07.2017 and pursuant to the provisions of Section 224(8)(aa) and other applicable provisions, if any, of the Companies Act, 1956/ Section 142 of the Companies Act, 2013, the approval of Board of Directors be and is hereby accorded for increase in the existing remuneration by 40% plus usual TA/DA in accordance with the Rules of the Corporation for the Financial Year 2013-14 and 2014-15, as per details below:-
 - i) Statutory Auditors from existing Rs. 1.50 lakhs to Rs. 2.10 lakhs;
 - ii) Branch Auditors of Regional Office, Bangaluru from Rs. 20,000/- to Rs. 28,000/- ;
 - iii) Branch Auditor Regional office, Hyderabad from Rs. 20,000/- to Rs. 28,000/- ;

- iv) Branch Auditor Regional Office, Pune from Rs. 20,000/- to Rs. 28,000/- ;
- v) Branch Auditor Regional Office, Kolkata from Rs. 20,000/ to Rs.28,000/- ;
- vi) Branch Auditor Regional office, Patna from Rs. 20,000/ to Rs.28,000/- ;
- vii) Branch Auditor Regional Office, Chennai from Rs. 20,000/- to Rs.28,000/-;
- viii) Branch Auditor Regional Office, Chandigarh from Rs. 25,000/- to Rs. 35,000/-;
- ix) Branch Auditor Regional Office, Lucknow from Rs. 25,000/- to Rs.35,000/;
- x) Branch Auditor Regional Office, Bhopal from Rs. 25,000/ to Rs.35,000/- ;
- xi) Branch Auditor Regional Office, Jaipur from Rs. 25,000/- to Rs.35,000/-

Total financial implications of the increase will be Rs 1.48 lakhs per annum.”

SPECIAL BUSINESS:

4. **“RESOLVED THAT** the Audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date together with the Reports of Auditors and Directors of erstwhile State Farms Corporation of India Limited (SFCI) thereon be and the same are hereby adopted.”
5. **“RESOLVED THAT** a dividend @ 7.50 % of the paid up Equity Share Capital for the Financial Year 2013-14 be and is hereby declared on behalf of erstwhile SFCI.”
6. **“RESOLVED THAT** in view of representations of Statutory Auditors, Branch Auditors and Tax Auditors of the erstwhile SFCI for increase in their remuneration for the financial year 2013-2014 and recommendations of the Board of Directors of NSC at their 255th Meeting held on 31.07.2014 and pursuant to the provisions of Section 224(8) (aa) and other applicable provisions, if any, of the Companies Act, 1956/ Section 142 of Companies Act, 2013, the approval of the Shareholders of N.S.C. be and is hereby accorded for increase in the existing remuneration by 40% plus usual TA/DA as per Rules of the then Corporation with a minimum fee of Rs. 25,000/- for each Regional Office and Farm as per details below:-
 - (a) Statutory Auditors from existing fees of Rs. 1.25 lakhs plus taxes to Rs. 1.75 lakhs plus taxes;

(b) Tax Auditors from existing fees of Rs. 75,000/- plus taxes plus TA/DA to Rs. 1.05 lakhs plus taxes plus TA/DA;

7. "**RESOLVED** that pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 and Rule 14(a) (ii) and other applicable Rules, if any of the Companies (Audit and Auditors) Rules, 2014, the actions of the Board of Directors in appointing M/s Anika Sabharwal & Associates as Cost Auditors at a remuneration of Rs. 2.00 Lacs + Service Tax and out of pocket expenses for the Financial Year 2014-15, vide their Circular Resolution dated 27.06.2014 be and the same are hereby ratified".

By the order of Board of Directors
National Seeds Corporation Limited

Sd/-
(Mohd. Raquim)
Company Secretary

Place: New Delhi

NOTES:-

1. A copy each of Annual Accounts for the year ending 31st March, 2014 along with Reports of Directors and Auditors thereon in respect of both the Corporations accompanies this Notice.
 2. The Audited Annual Accounts for the year 2013-14 have been forwarded to the Comptroller and Auditor General of India (CAG) U/s 619(4) of the Companies Act, 1956. The comments, if any of the CAG will be placed before the Shareholders at the Annual General Meeting.
 3. A member entitled to attend the Vote at this meeting is entitled to appoint a Proxy to attend and Vote in his/her place and the Proxy need not be a member of the Company.
 4. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956/142 of Companies Act, 2013 accompanies this Notice, in respect of items of special business.
 5. Consent of the Shareholders for convening the AGM at shorter Notice have been received pursuant to Section 101 of the Companies Act, 2013.
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To,

1. All the Members, NSC Ltd., New Delhi.
 - i. Hon'ble President of India through Authorised Representative Shri Ram Kumar, Under Secretary (Seeds), Ministry of Agriculture, New Delhi.
 - ii. Shri V.K. Gaur, Chairman-cum-Managing Director, National Seeds Corporation Limited, New Delhi.
 - iii. Shri Ram Kumar, Under Secretary (Seeds), GOI, MOA, Krishi Bhavan, New Delhi.
2. Shri R.K. Mishra, Addl. Commissioner (Seeds), GOI, MOA, Krishi Bhavan, New Delhi & Director NSC.
3. Shri Dinesh Arora, Dy. Secretary (Fin.), GOI, MOA, Krishi Bhavan, New Delhi & Director NSC.
4. Shri M.M. Sharma, Director (F), National Seeds Corporation Ltd., New Delhi.
5. Shri Sanjay Khatal, Director (C), National Seeds Corporation Ltd., New Delhi.
6. M/s K.C. Khanna & Co., Chartered Accountants, Cannaught Place, New Delhi.
7. M/s Lunawat & Co., Chartered Accountants, 54, Daria Ganj, New Delhi-2.
8. Shri Kaushik Rakshit, General Manager (F), NSC Ltd., New Delhi.

Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956/Section 102 of the Companies Act, 2013 relating to Special Business is given as under:-

- Item No. 3 Pursuant to the Provisions of Section 391-394 read with Section 396 of the Companies Act, 1956 the Petitions for Amalgamation of SFCI with NSC were moved by both the Corporations on 22.1.2014 before the Ministry of Corporate Affairs (MCA) after receipt of the approval of the Union Cabinet under Section 396 of the Companies Act, 1956 from the Administrative Ministry. After issuing several instructions for compliance by NSC & SFCI and making several hearings, the MCA vide order dated 30.04.2014 conveyed under their letter dated 05.05.2014 approved the Scheme of Amalgamation of SFCI with NSC to take effect from 01.04.2014. Amalgamation has been ordered for dissolution of SFCI without winding up. Consequently the Board of Directors and General Body of Shareholders have become defunct. Therefore, for the purpose of getting the adoption of Annual Accounts of erstwhile SFCI, the same are being placed before the General Body of the Shareholders of NSC for adoption. None of the Directors of NSC is interested in the Resolution.
- Item No.4 In view of the facts reported in the preceding para, dividend @ 7.5 % of the paid up Equity Share Capital is also being declared on behalf of erstwhile SFCI for which the approval of the Shareholders of NSC is required. None of the Directors of NSC is interested in the Resolution.
- Item No.5 The Statutory Auditors and Branch Auditors are representing for increase in their remuneration due to increased volume of their Business/ transaction/ workload particularly after amalgamation of SFCI with NSC. Considering their request the Board of Directors of NSC in their meeting held on 31.07.2014 have recommended for increase over their remuneration by 40% plus usual TA/DA. None of the Directors of NSC is interested in the resolution.
- Item No.6 In order to comply with statutory Provisions, the Board of Directors of your Corporation have approved the appointment of Cost Auditors for the Financial Year 2014-15 at a fees of Rs. 2.00 lacs + Service Tax and out of Pocket expenses for which ratification of the actions of the Board is solicited. None of the Directors is interested in the resolution.

**By Order of the Board of Directors
National Seeds Corporation Limited**

(Mohd. Raquim)
Company Secretary

Place: New Delhi
Dated: 19.09.2014