

PRIMA AGRO LTD



32nd ANNUAL REPORT

2018-19

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IMPORTANT COMMUNICATION TO MEMBERS

Sending notices and documents to shareholders

As a part of "Green Initiative" in Corporate Governance, and to facilitate e-voting system, the Ministry of Corporate Affairs has allowed sending communication to the shareholders through electronic mode. Accordingly, we propose to send documents like notices convening general meetings, Annual Reports, etc to the email addresses of the shareholders. For this purpose, shareholders holding shares in physical form are requested to register their email addresses and any changes therein from time to time with the Share Transfer Agents of the Company M/s. Venture Capital And Corporate Investments Pvt. Limited at their postal / email address given above. Please give the details for registering your email ID. Those holding shares in demat form are requested to register their email IDs with their Depository Participants.

CIN: L15331KL1987PLC004833

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri. S K Gupta	:	Chairman & Managing Director
Smt. Swati Gupta	:	Non-Executive Director
Shri. Ladhu Singh	:	Independent Director
Mrs. Vanshika Rathi	:	Independent Director
Miss. Vedika Agarwala	:	Independent Director

AUDITORS

M/s VBV& Associate, Chartered Accountants, Ernakulam

BANKERS

ICICI Bank
Indian Overseas Bank

REGISTERED OFFICE

Door No: V/679-C
Industrial Development Area
Muppathadam P O, Edayar
Cochin – 683 110

SHARE TRANSFER AGENTS

M/s. Venture Capital and Corporate Investments Pvt Ltd.
(Category - 1, Registrars) 12-10-167,
Bharat Nagar, Hyderabad - 500 018,
Tel: 040-23818475, Fax: 040-2386024,
E-mail: info@vccilindia.com.

MANUFACTURING SITES

Edayar Unit (Kochi)

Industrial Development Area
Muppathadam P.O., Edayar
Cochin- 683 110

Trivandrum Unit

Industrial Development Area
Plot No. 71, Kochuveli
Trivandrum - 695 021

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Second (32nd) Annual General Meeting of Prima Agro Limited will be held on Thursday, 26th September, 2019 at 11.00 AM. at the Regd. Office of the Company at Door No: V/679-C, Industrial Development Area, Muppathadam P. O., Edayar, Cochin – 683 110 to transact the following business:

ORDINARY BUSINESS

Item No. 1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2019 including the audited Balance Sheet as on 31st March, 2019 and the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

Item No. 2. To ratify appointment M/s. VBV & Associate, Chartered Accountant, (Firm Registration No. 013524S) as Statutory Auditors.

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof for the time being in force and pursuant to the resolution passed by the members of the Company at its 30th Annual General Meeting held on 16th September, 2017 in respect of the appointment of M/s. VBV & Associate, Chartered Accountant, (Firm Registration No. 013524S) till the conclusion of the 35th Annual General Meeting of the Company hereby ratifies the appointment of M/s. VBV & Associate, Chartered Accountant, (Firm Registration No. 013524S) as the Statutory Auditors of the Company, to hold office from the conclusion of the 32nd Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors or the Audit Committee thereof, be and are hereby authorized to decide and finalize the terms and conditions of appointment, including remuneration of the Statutory Auditors.”

SPECIAL BUSINESS

Item No. 3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that Miss. Vedika Agarwala (DIN:0008448433), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th May, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of

the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Miss. Vedika Agarwala who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 30th May, 2019 to 29th May, 2024, be and is hereby approved.”

Item No. 4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution to appoint a Director in place of Mr.Ladhu Singh (P.L.Singh (DIN 02320113), who retires by rotation and being eligible , offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article 107 and any other applicable Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr.Ladhu Singh (P.L.Singh (DIN 02320113) as a director who is to retire by rotation and being eligible offers himself for re-appointment , as a non Executive Director of the Company to hold office for a term of 3 consecutive years with effect from 26th September, 2019. “

Item No. 5. Revision in the terms of payment of remuneration to Mr. S.K.Gupta, Chairman & Managing Director (DIN: 00248760).

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT in partial modification to the resolution passed at the 31st Annual General Meeting held on 19th November, 2018 for the re-appointment and for remuneration payable to Mr. S.K.Gupta, Chairman & Managing Director (DIN:00248760), and subject to the applicable provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the Company be and is hereby accorded for revision of the remuneration payable to Mr. S.K.Gupta, Chairman & Managing Director (DIN:00248760) effective 1st April, 2019 till the remaining period of his tenure, as stated in the Explanatory Statement annexed to the Notice and details thereof contained in the Supplementary Agreement to be executed between the Company and

Mr. S.K.Gupta, Chairman & Managing Director (DIN: 00248760), a draft of which is placed before the Meeting and initiated by the Chairman, for the purposes of identification.”

Item No. 6.Change of designation of Mrs. Swati Gupta, (DIN:00249036).

From Deputy Managing Director to CFO & Director of the Company with effect from 30th May, 2019.

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT consent of the members of the Company be and is hereby accorded to change the designation of Mrs. Swati Gupta, (DIN: 00249036) from Deputy Managing Director to CFO Cum Non Executive Director of the Company with effect from 30th May, 2019.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

Item No. 7. Revision in the remuneration of Mrs. Swati Gupta, (DIN:00249036), CFO& Director of the Company.

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT in partial modification to the resolution passed at the 31st Annual General Meeting held on 19th November, 2018 for the re-appointment and for remuneration payable to Mrs. Swati Gupta, (DIN:00249036), and subject to the applicable provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the Company be and is hereby accorded for revision of the remuneration payable to Mrs. Swati Gupta, (DIN:00249036) effective 1st April,2019 till the remaining period of her tenure, as stated in the Explanatory Statement annexed to the Notice and details thereof contained in the Supplementary Agreement to be executed between the Company and Mrs. Swati Gupta, (DIN:00249036), a draft of which is placed before the Meeting and initiated by the Chairman, for the purposes of identification. ”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

Item No 8. To Ratify &approve the material related party transactions with Associate Companies.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED FURTHER THAT pursuant to the provisions of revised Clause 49 of the Listing Agreement (effective from October 1, 2014), the members of the Company be and is hereby ratify the following contracts/arrangements/transactions entered in to by the Board for the FY 2018-19 with the related parties and as decided by the Board of Directors in its meeting held on 30.05.2019

(i)	M/s Prima Credits Ltd	-	Rs. 6,600.00
(ii)	M/s Prima Industries Ltd	-	Rs. 7,01,364.00
(iii)	M/s Ayyappa Roller Flour Mills Ltd	-	Rs 10,01,770.00

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No 9. To approve the Related Party Transaction for FY-2019-20

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or reenactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board for entering into any contracts and / or arrangements with the following Parties for an amount not exceeding the limits as detailed below for the F.Y. 2019-2020.

Name of the Related Party	Nature of Transaction	Monitory Limit
M/s Ayyappa Roller Flour Mills Ltd	Inter corporate Lending /Borrowing	Rs.150 Lakhs
M/s Prima Beverage Pvt Ltd	Inter corporate Lending /Borrowing	Rs.50 Lakhs
M/s Prima Industries Ltd	Inter corporate Lending /Borrowing	Rs. 50 Lakhs

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

By order of the Board
For Prima Agro Limited

Place : Ernakulam
Date : 12.08.2019

S.K.Gupta
Chairman & MD

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF / ITSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy form has been provided in the Annual Report. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or member. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to item nos. 3 to 9 of the Notice is annexed hereto and forms part of this Notice.
3. The Register of Members of the Company shall remain closed from the 20th September, 2019 to the 26th September, 2019 (both days inclusive).
4. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses email id, ECS mandate. In case you are holding Company's shares in physical form, please inform Company's STA M/s. Venture Capital and Corporate Investments Pvt Ltd. (Category - 1, Registrars) 12-10-167, Bharatnagar, Hyderabad - 500 018, Tel: 040-23818475, Fax: 040-2386024, E-mail: info@vccilindia.com by enclosing a photocopy of blank cancelled cheque of your bank account.

5. All communications in respect of share transfers and change in the address of the members may be communicated to the STA of the Company.

6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.

7. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.

8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, between 11.00 A.M. to 1.00 P.M. up to the date of the meeting.

9. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide the replies at the Meeting.

10. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / STA.

12. Electronic copy of the Annual Report for 2018-19 which includes Notice of the 32nd Annual General Meeting, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.

E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-

voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 32nd Annual General Meeting. The Company has engaged the services of M/s. NSDL and STA of the Company to provide the e-voting facility. The Members whose names appear in the Register of Members / List of Beneficial Owners as on 19th September, 2019 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Monday, 23rd September, 2019 (09:00 AM) and will end on Wednesday, 25th September, 2019 (5:00 PM). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The members desiring to vote through electronic mode may refer to the detailed procedure & instructions on e-voting, given below.

E-voting facility:

The instructions for members voting electronically are as under:

- i. You should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders / Members.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For members holding shares in demat form and physical form

PAN- Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the default PAN which is printed on the e-voting slip.

Dividend Bank Details- Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your or Date of Birth (DOB) demat account or in the Company records in order to login. If both the details are not recorded with the

depository or Company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii).

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVEN of Prima Agro Limited.

xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvi. If a demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and

the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xviii. Note for Non - Individual Members and Custodians:

a) Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@nsdlindia.com.

c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@nsdlindia.com.

xx. For any grievances connected with facility for e-voting members may contact:

Mr. Bibin Sajan,
Chartered Accountant,
M/s. Vijayakumar & Easwaran (Chartered Accountants),
Amrita Trade Towers, 6th Floor, S.A. Road
Pallimukku, Kochi - 682 016

13. Pursuant to Section 107 of the Act read with Rule 20 the Companies (Management and Administration) Rules, 2014, there will not be any voting by show of hands on any of the agenda items at the Meeting and the Company will conduct polling at the Meeting.

14. The Company has appointed Mr. Bibin, Chartered Accountant to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Annual General Meeting in a fair and transparent manner.

15. The Scrutinizer shall submit his / her report, to the Chairman / Managing Director, on the votes cast in favour or against, if any, within a period of two working days from the date of conclusion of the e-voting period.

16. The results declared along with the Consolidated Scrutinizer's report shall be placed on the website of the Company www.primaagro.in. The results shall simultaneously be communicated to the Stock Exchanges.

17. Please refer attendance slip for route map giving directions to the venue of the Meeting.

18. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.

19. As required by Regulation 36(3) of the Listing Regulations, the particulars of Directors who are proposed to be appointed are given below:

(i) Miss Vedika Agarwala

Agenda item No	3
Name of the Director	Miss Vedika Agarwala
DIN	0008448433
Age	23 Yrs
Qualification	Graduation from United States in Arts
Brief Profile including Expertise.	After graduation she joined in her family business and gained practical experience in business administration and H.R Related activities.
Directorship in other Companies & Category	Independent Director in M/s Prima Industries Ltd.(Listed)
Committee Memberships	<u>Prima Industries Ltd</u> (i) Audit Committee- Member (ii) Nomination & Remuneration - Chairperson Committee (iii) Stake Holders Relationship - Member Committee <u>Prima Agro Ltd</u> (i) Audit Committee - Member (ii) Nomination & Remuneration - Member Committee (iii) Stake Holders Relationship - Member Committee.
Relation with other Directors & KMP	Grand Daughter of Mr. S.K.Gupta
Share Holding in M/s Prima Agro Ltd	NIL
Attendance in the Meetings in the last Financial Year.	New Appointment w.e f. 30-5-2019

(ii) Mr. P.L Singh

Agenda item No	4
Name of the Director	Mr.Ladhu Singh
DIN	02320113
Age	68Yrs
Qualification	Degree
Brief Profile including Expertise.	He is having 30 plus years of experience in manufacturing and administrative activities of Flour Mills and Animal Feeds and other Agro based manufacturing facilities. He is also having practical experience in technically upgrading the flour mill and animal feed plants. He also can interact with technology consultants for improving productivity and reduce operational and maintenance costs.
Directorship in other Companies & Category	Whole Time Director in M/s Prima Industries Ltd.(Listed)
Committee Memberships	<u>Prima Agro Ltd</u> (i) Audit Committee - Chairperson (ii) Nomination & Remuneration - Chairperson Committee
Relation with other Directors & KMP	NIL
Share Holding in M/s Prima Agro Ltd	NIL
Attendance in the Meetings in the last Financial Year.	As disclosed in the Corporate governance section

(iii) Mr.S.K. Gupta

Agenda item	5
Name	Mr. Sajjan Kumar Gupta
Age	79
Qualification	BA (Hon) from Jaipur University.
Brief Profile including expertise	Mr. Sajjan Kumar Gupta has over 50 years' experience across different industries like Flour Milling, Solvent Extraction & Refining, Cattle Feed Manufacturing. He Hails from the business family of Sahuwala Group once owned more than 150 Flour Mills across India. He is the Chairman of other Seven Companies also which include , one listed Company, 2 unlisted public Companies, and 4 Pvt ltd Companies. He is also the founder of Two Charitable Trusts.
Directorships in other listed	Prima Industries Limited(Listed)- Non Executive

Companies in India& Category	Chairman & Managing Director
Committee Memberships	None
Relation with other Directors and KMP	Father in law of Mrs. Swati Gupta, Director and CFO, Prima Agro Ltd
Share Holding in Prima Agro Ltd.	3.52%
Attendance in the meetings in the last Financial Year	As disclosed in the Corporate governance section.

(iv) Swati Gupta- Non executive Director Cum CFO

Agenda item	6&7
Name	Mrs. Swati Gupta.
Age	49 years
Qualification	B.Com
Brief Profile including expertise	Mrs. Swati Gupta has over 20 years experience across different industries like Textile, Flour Milling, Solvent Extraction & Refining, Cattle Feed Manufacturing and packaged drinking Water. She started her career in M/s Surya Jyothi Spinning Mill, Hyderabad. She was the CEO of Prima beverages Pvt Ltd for 10 years’.
Directorships in other listed Companies in India	Prima Industries Ltd. (Listed) – Non executive Director
Committee Memberships	<u>Prima Industries Ltd</u> (i) Audit Committee - Member (ii) Nomination & Remuneration - Member Committee (iii) Stake Holders Relationship - Chairperson Committee <u>Prima Agro Ltd</u> (i) Stake Holders Relationship - Chairperson Committee.
Relation with other Directors and KMP	Daughter in law of Mr. Sajjan Kumar Gupta, Chairman, Prima Agro Ltd.
Share Holding in Prima Agro Ltd	0.40%
Attendance in the meetings in the last Financial Year	As disclosed in the Corporate governance section

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 (1) of the Act, sets out all material facts relating to the business mentioned in item nos. 5 to 9 in the accompanying Notice of the Annual General Meeting.

Item No. 5 Mr. Sajjan Kumar Gupta was re-appointed as Chairman and Managing Director with effect from 1st April, 2018 at the 31st Annual General Meeting of the Company held on 19th November, 2018 for a period of 5 years commencing from 1st April, 2018. A brief profile of Mr.Sajjan Kumar Gupta is provided in the notes to the Notice of the Annual General Meeting.

Having regard to the vast knowledge, experience and dedicated services rendered by him towards the growth of the Company, Nomination & Remuneration Committee has proposed the following revised terms and conditions of his remuneration subject to the approval of members for the F Y 2019-20.

1. Basic Salary : -Rs 1,60,000/- per month.
2. House Rent Allowance -Rs. 64,000/- per month.
3. Other Allowance - Rs. 26 000/- per month.

4. Medical Domiciliary - Medical benefits as per rules of the Company for self and family, as applicable to the Officers of the Company.

5. Free use of the Company's car and fuel expenses for use on the Company's business as well as for own use, in line with the position of Managing Director.

6. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.

(All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.)

Minimum Remuneration:

In any financial year, if the Company has no profits or its profits are inadequate, the Company shall pay the remuneration to the Chairman & Managing Director in accordance with the provisions of Section 197 of Companies Act, 2013 read with Schedule V of the Act and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

Other Terms and Conditions:

- a) He shall not be paid any sitting fees for attending Board / Committee Meetings.

- b) He shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency without prior approval of the Central Government.
- c) The appointment may be terminated by the Company or by Mr. Sajjan Kumar Gupta by giving not less than three months' prior notice in writing.

The draft agreement between the Company and Mr. Sajjan Kumar Gupta is open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and holidays, until the date of the Annual General Meeting or any adjournment thereof. Mr. Sajjan Kumar Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Chairman & Managing Director of the Company.

The Board of Directors is of the opinion that Mr. Sajjan Kumar Gupta's knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the approval of the resolution set out at Item No. 5 of the Notice convening the Meeting.

Except Mrs. Swati Gupta and Mr. Sajjan Kumar Gupta, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the special resolution as set out at Item No. 5 of the Notice for approval of the members.

Item No. 6&7: Mrs. Swati Gupta, was re-appointed as Deputy Managing Director (Whole Time Director) with effect from 1st April, 2018 at the 31st Annual General Meeting of the Company held on 19th November, 2018. The Board of Directors of the Company at its meeting held on 30th May, 2019, subject to the approval of the members of the Company, re-designated her as Non-Executive Director Cum Chief Financial Officer of the Company for a period of 5 years commencing from 30th May, 2019. A brief profile of Mrs. Swati Gupta is provided in the notes to the Notice of the Annual General Meeting.

Having regard to the vast knowledge, experience and dedicated services rendered by her towards the growth of the Company, Nomination & Remuneration Committee, has proposed the following terms and conditions of remuneration for the post of Non-Executive Director Cum Chief Financial Officer of the Company subject to the approval of members for the F. Y. 2019-20.

The remuneration proposed to be paid to Mrs. Swati Gupta is set out below:

1. Basic Salary : - Rs 1,20,000/- per month.
2. House Rent Allowance -Rs. 48,000/- per month.
3. Other Allowance - Rs. 32,000/- per month.
4. Contribution to EPF -12% of Salary per annum.
5. Gratuity - As per the rule of the Company.
6. Earned Leave - As per the rule of the Company.

Medical Domiciliary - Medical benefits as per rules of the Company for self and family, as applicable to the Officers of the Company.

7. Free use of the Company's car and fuel expenses for use on the Company's business as well as for own use, in line with the position of Managing Director.

8. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.

(All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.)

Other Terms and Conditions:

a) She is not eligible for any sitting fees for attending Board / Committee Meetings.
b) She shall not become interested or otherwise concerned directly or through her husband and/or minor children in any selling agency without prior approval of the Central Government.

c) The appointment may be terminated by the Company or by Mrs. Swati Gupta by giving not less than three months' prior notice in writing. The draft agreement between the Company and Mrs Swati Gupta is open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and holidays, until the date of the Annual General Meeting or any adjournment thereof. Mrs Swati Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director Cum Chief Financial Officer of the Company. The Board of Directors is of the opinion that Mrs Swati Gupta's knowledge and experience will be of immense value to the Company.

The Board, therefore, recommends the approval of the resolution set out at Item No. 6&7 of the Notice convening the Meeting as special resolutions.

Except Mr. Sajjan Kumar Gupta and Mrs. Swati Gupta, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No 8 &9. Material related party transactions with Associate Companies.

As per the provision of section 188(1) of the 2013 Act that govern the Related Party Transactions require a Company to obtain prior of shareholders by way of a special Resolution. Further, third proviso to section 188 (3) also provide that any contract or arrangement entered in u/s 188(1) may be ratified by the Board or, as the case may be, by the shareholders. The company had entered in to some related party transactions and agreements for the financial year 2018-19 and therefore the above said resolution as per item No 8 for approval and ratification are put up to the shareholders.

The Company also as part of its regular activities, have to enter in to few related party transactions with associate Companies for the coming FY 2019-20 and therefore seek the permission of the members for the same as per the monetary limit set in the proposed resolution as per item No 9.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board, therefore, recommends the approval of the resolution set out at Item No. 8&9 of the Notice convening the Meeting as special resolutions.

DIRECTORS' REPORT

To

The Members of Prima Agro Limited

Your Directors have pleasure in presenting the 32nd Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March 2019.

Introduction

India will continue to remain the world's fastest-growing large economy in 2019 as well as in 2020, much ahead of China, a UN report said. According to the UN's World Economic Situation and Prospects (WESP) 2019, India's GDP growth is expected to accelerate to 7.6 per cent in 2019-20 from an estimated 7.4 per cent in the current fiscal ending March 2019. The growth rate may come down to 6.2 per cent in 2020. In the case of China, the growth is estimated to decelerate to 6.3 per cent in 2019 from 6.6 per cent in 2018. It may further go down to 6.2 per cent in 2020. "Growth (in India) continues to be underpinned by robust private consumption, a more expansionary fiscal stance and benefits from previous reforms. "Yet, a more robust and sustained recovery of private investment remains crucial to lift the medium-term growth," WESP report said. Referring to China, it said the growth is expected to moderate from 6.6 per cent in 2018 to 6.3 per cent in 2019, with policy support partly offsetting the negative impact of trade tensions.

The IMF says "India is one the world's fastest-growing large economies which has carried out several key reforms in the last five years but more needs to be done with growth averaging about 7% over the past five years," media reports also quoted IMF communications director Gerry Rice as saying at a recent news conference. "Important reforms have been implemented and we feel more reforms are needed to sustain this high growth, including to harness the demographic dividend opportunity, which India has."

The second term of Prime Minister Narendra Modi's government's promise of universal health coverage, offered by Ayushman Bharat, must be delivered through increased resources and redesign to accelerate the country's social and economic development. His ongoing missions for sanitation, clean water, clean energy, nutrition and pollution control must be revved up to protect health, while promoting physical activity. Only through such democratic decentralization visualized by Gandhiji at the time of our independence find fulfillment in a healthy India.

The Narendra Modi government "systematically and consistently" introduced the much needed second generation reforms, and several "game-changing decisions" taken over the last five years. The taxation reforms, measures to curb black money, enactment of Insolvency and Bankruptcy Code, demonetisation, steps to check inflation, promoting cooperative federalism, roll out of Ayushman Bharat scheme, social sector investment and infrastructure development as the government's game-changing decisions.

Initiatives like Make in India and Digital India played a vital role in driving the Indian economy. Hope that Govt. of India's initiatives in labour reforms, anti-corruption move, governance reforms like Aadhar, Unique Identity Number etc will accelerate the development of the economy further .

1. Financial Highlights

(Statement of Profit and Loss)

SI No	Particulars	Unconsolidated	
		FY-2018-19 (In Lakhs)	FY-2017-18 (In Lakhs)
1	Revenue from operation	1407.18	9271.92
2	Investment Income	33.35	21.46
3	Other Income (refer note 7)	6.42	7.29
4	Total Income (1+2+3)	1446.95	9300.67
5	Expenses		
	Operating Expenditure	1026.23	8818.34
6	Depreciation and amortization expense	62.65	69.16
7	Total expenses	1088.88	8887.50
8	Profit before Finance Cost & Taxes	358.07	413.17
9	Finance Cost	5.08	6.69
10	Profit before tax (PBT)	352.99	406.48
11	Add exceptional Item	0	2.99
12	Profit after exceptional Items	352.99	409.47
13	Tax expense	101.13	103.16
14	Profit for the Year (PAT)	251.86	306.31
15	Less Dividend	0	0
16	Net Profit After Dividend	251.86	306.31
17	No of Shares (Rs 10/ each)		
18	Equity Shares (Nos)	51,94,900	51,94,900
19	10%CRPS (Rs 10/ each)	60,00,000	60,00,000
20	Earnings per equity share (face value per share Rs10/ each)		
21	Basic and diluted before Preference Dividend (Rs.)	4.84	5.89
22	Basic and diluted after Preference Dividend (Rs.)	3.69	4.74

2. State of Company's Affairs and Future Outlook.

During the reporting period, the two Animal Feed manufacturing plants situated at Kochuveli, Thiruvananthapuram and Edayar, Ernakulam performed well and was able to produce 1,20,271.86MT Animal Feed. We constructed additional wood godown for about 4500 SQFT having capacity to store 1000 MT Fire wood at Edayar.

As budgeted your Company completed erection of Dust collector system(Cyclone) to reduce dust emission. Installation of PLC System to control material mixing is also completed. As per the direction from the Kerala State Pollution Control Board your

Company had already completed installation of one waste water treatment plant and commissioned the same and obtained PCB License Renewed.

3. Change in the Nature of Business.

There is no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

4. Changes in Share Capital

There were no changes in the share Capital during the year. Also report that:

- a. The Company has not bought back any of its securities during the year under review.
- b. The Company has not issued any Sweat Equity Shares during the year under review.
- c. No Bonus Shares were issued during the year under review.
- d. The Company has not provided any STOCK OPTION Scheme to the employees.
- e. The Company has not issued any Equity shares with Differential Rights.
- f. The Company had extended the redemption period of Preference shares due for redemption from 3 years to 13 years after obtaining the written consent form the Preference shareholder, holding 100 % Preference shares of the Company.

5. Capital Expenditure

Your Company had incurred an amount of Rs.73.55 Lakhs Spend on Capital Expenditure and Additions to Fixed Assets during the FY 2018-19 as detailed below.

Item	Amount in Rs.
Buildings (WIP)	- 53.97 Lakhs
Plant & Equipments	- 18.71 Lakhs
Computer	- 0.87 Lakhs
Total	- 73.55 Lakhs

6. Deposits

Your Company has not invited any deposit from public and shareholders in accordance with the provisions of Section 73 and 74 of the Companies Act, 2013.

7. Depository System

As the members are aware, the Company's shares are compulsorily tradable in electronic form. As on March 31, 2019, almost 53.52 % of the Company's total paid up capital are in dematerialized form. In view of the numerous advantages offered by the Depository system as well as to avoid frauds, members holding shares in physical mode

are advised to avail of the facility of dematerialization from either of the depositories. Your Company had requested our RTA to send letters to all the shareholders who hold shares in physical form and directed them to demat their holdings and they started turning up.

8. Transfer To Investor Education And Protection Fund

This Company has not declared any dividend during the past or during the current period and the provisions related to transfer of unclaimed or unpaid dividend or shares on which dividend remains unpaid or unclaimed to the aforesaid fund is not applicable to this Company.

9. Subsidiary/Associate/Joint Venture Companies

Your Company has no subsidiaries, joint ventures or associate companies.

10. Particulars of Loan, Guarantees and Investments Under Section 186 Of The Companies Act, 2013.

Your company has not given directly or indirectly any loan to any person or other body corporate or has given any guarantee or provide security in connection with a loan to any other body corporate or person; and has not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more during the financial year 2018-19.

11. Particulars of Contracts or Arrangement with Related Parties under section 188(1) of the Companies Act, 2013.

The Related Party Transactions that were entered during the financial year under review were in the ordinary course of business. There were no materially significant Related Party Transactions entered into by the Company during the year under review other than reported in the accounts. The Company has a process in place to periodically review and monitor Related Party Transactions. All the related party transactions were in the ordinary course of business and at arm's length. The Audit Committee has approved all related party transactions for the FY 2018-19 and estimated transactions for FY 2019-20. There were no material transactions with related parties during the year other than as shown in the Financial Statements.

12. Dividend

With a view to conserve the resources of the Company the Directors are not recommending any dividend for the year under review.

13. Amounts Transferred to Reserves.

No amount is transferred to General Reserve.

14. Extract of Annual Return

The extract of the Annual Return as provided under sub-section (3) of Section 92 in Form MGT 9, for the Financial Year 2018-19 has been enclosed with this report.

15. Board Meetings

During the Financial year 2018-19, four times meetings of the Board of Directors of the Company were held. The detail of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

16. Explanation to Auditor's Remarks.

a) Statutory Audit Report.

Your Auditors had submitted an unqualified Audit Report for the Financial Year 2018-19 except a mentioning about few related party transactions in the form of loans which are well within the limit specified in section 186 of the Companies Act, 2013. The comments/observations of Auditors are explained in the Notes to the Accounts, forming part of the Balance Sheet as at 31st March, 2019 which are self explanatory and, therefore; do not call for any further comment under Section 134(5) of the Companies Act, 2013.

b) Secretarial Audit Report

(i) The Secretarial Auditors also had submitted an unqualified Audit Report for the Financial Year 2018-19. However, they pointed out that the Company being a listed Company is required to appoint a Chief Financial Officer as per the Section 203 of the Companies Act, 2013 and the Company has been advised to comply with this provision and your Company is in the process of Complying with the said provisions. Your Company had one Whole Time Director who is designated as Deputy Managing Director, who was re-designated as the Chief Financial Officer w.e.f 30-5-2019.

(ii) It is pointed out that the Company had not comply with the provision of 100% dematerialization of the promoter's share holdings and it is to report that your Company is trying to comply with this provision and requested the Stock Exchange to give some more time to complete this process.

(iii) It was pointed out that the Website of the Company needs to be updated with details of Board Composition and Code of Conduct whenever there is a change. It was reported that the same is progressing.

17. Material Changes Affecting the Financial Position of the Company.

During the reporting year there were no material changes or events occurred affecting the financial position of the Company.

18. Conservation of energy, technology absorption, foreign exchange earnings and outgo

The information of Conservation of Energy as required under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is not applicable to the business segments which your Company operates.

During the year, your Company has not earned any Foreign Exchange and there is no outgoings in Foreign Exchange.

19. Development and implementation of a risk management policy

The Board of Directors has adopted a Risk Management Policy which sets out the framework for the management of risks faced by the Company in the conduct of its business to ensure that all business risks are identified, managed and monitored.

20. Directors and Key Managerial Personnel

The terms of appointments of Mr.S.K.Gupta, Chairman & Managing Director (DIN: 00248760) and Mrs. Swati Gupta, Dy. Managing Director (DIN: 00249036) with respect to their remuneration is revised and therefore a separate Special resolution for their re-appointment and remuneration is proposed in the notice for this Annual General Meeting with the required explanatory statements and requested the members to take note of the same.

21. Details of significant & material orders passed by the regulators or courts or tribunal.

No orders were passed by the authorities which impacts the going concern status and company's operations in future.

22. Statement in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements.

Your Company is having adequate internal financial controls with reference to the Financial Statements. There was no Internal Auditor as there is having adequate internal financial controls. The statutory auditors also suggested appointment of Internal Auditor to comply with the Listing Norms. Your Company is considering appointing one Internal Auditor.

23. Receipt of any commission by MD / WTD from a Company or for receipt of commission / remuneration from it Holding or subsidiary

Your CMD, or Whole time Director is not in receipt any commission from any Holding or Subsidiary Company of your Company other than remuneration from your Company.

24. Declaration by Independent Director

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as laid out in sub section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

25. Re-appointment of Independent Auditor.

Pursuant to the resolution passed by the members of the Company at its 30th Annual General Meeting held on 16th September, 2017 in respect of the appointment of M/s. VBV & Associate, Chartered Accountant, (Firm Registration No. 013524S) till the conclusion of the 35th Annual General Meeting of the Company, your Board proposed a resolution in the AGM Notice for ratifying the appointment of M/s. VBV & Associate, Chartered Accountant, (Firm Registration No. 013524S) as the Statutory Auditors of the Company, to hold office from the conclusion of the 31st Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company. They are eligible for appointment and have given a written certificate as per Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014

26. Secretarial Audit Report

Your Board had appointed Mr. CS N Balasubramanian, Partner, M/s. BVR Associates, Company Secretaries (ACS/FCS No.F6439, CP. No.4996) to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2018-19. The report of the Secretarial Auditor is annexed to this report.

27. Corporate Social Responsibility (CSR) Policy

As per the Companies Act, 2013, companies having net worth of 500 crore or more, or turnover of 1000 crore or more or net profit of 5 crore or more during any financial year are required to constitute a Corporate Social Responsibility (CSR) Committee of the Board of Directors comprising three or more directors, at least one of whom should be an independent director and such company shall spend at least 2% of the average net profits of the company's three immediately preceding financial years.

Any of the above criteria become applicable to your company for the reporting year.

28. Audit Committee

During the year your Company had its Audit Committee with the following independent directors as members as on 31-3-2019.

Miss Vanshika Rathi	-Chairman
Mr. Ladhu Singh	-Member

On 30-5-2019 this Audit Committee had been reconstituted as follows.

Mr. Ladhu Singh	-Chairperson
Miss Vanshika Rathi	- Member
Miss Vedika Agarwala	-Member

The Audit Committee had convened its meetings Four times during the period under report.

29. Statement Indicating the Manner in which Formal Annual Evaluation has been made by the Board of its own Performance, its Directors, and that of its Committees.

The overall effectiveness of the Board shall be measured on the basis of the ratings obtained by each Director and accordingly the Board shall decide the Appointments, Re-appointments and Removal of the non-performing Directors of the Company. The Board review the various strategies of the Company and accordingly set the performance objectives for directors, consistent with the varying nature and requirements of Company's business. The Board as a whole shall discuss and analyze its own performance during the year together with suggestions for improvement thereon, pursuant to the performance objectives.

30. Selection of new directors and board membership criteria

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, qualification, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience.

As per the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee has formulated a "Policy on Remuneration of Director, Key Managerial Personnel Personal & Senior Employees".

31. Familiarization Programme for Independent Directors

The Company proactively keep its Independent Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the Industry.

32. Disclosure on Establishment of a Vigil Mechanism

In terms of the provisions of Sec 177(9) & (10) of the Companies Act, 2013 and pursuant to the provisions of Clause 49 of the Listing Agreement, a Vigil Mechanism for Stakeholders, Employees and Directors of the Company has been established by the Company.

33. Corporate Governance

Your company obtained a certificate from Practicing Company Secretary regarding compliance with clause 49 of the Listing Agreement and is annexed the certificate with this Board's Report.

This certificate will also be sent to the Stock Exchanges, where the shares of the Company are listed, along with the annual report to be filed by the company.

Declaration by CEO/CFO that the Board Members and Senior Management Personnel have complied with the Code of Conduct, [Clause 49 II E (2) of LA] is annexed and also forming part of this report.

34. Managerial Remuneration

Your Company does not have any employee in respect of whom information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. None of the employees employed throughout the financial year 2018-19 and in receipt of remuneration of Rs.60 lacs or more, employees employed for part of the year and in receipt of Rs.5 lac or more per month, pursuant to Rule 5(2) The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 .

35. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Your Company believes in providing a safe and harassment free workplace for every individual working in the company premises through various interventions and practices. The Company endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. In this light, the company has framed a well-defined policy on Prevention of Sexual Harassment for an employee.

There were no cases reported in the history of your company till date.

36. Fraud Reporting (Required by Companies Amendment Bill, 2014)

There were no cases of fraud reported to the Audit Committee / Board in the company till date.

37. Cost Auditors.

Your Company does not qualify for the eligibility norms of Companies (Cost Records and audit) Rules, 2014 regarding appointment of Cost Auditor for conducting cost audit. Accordingly, Cost Audit was not conducted for the Financial Year 2018-19. However, the company is maintaining adequate cost records as stated under the said rules.

38. Management Discussion and Analysis Report

As required under Clause 49 of the Listing Agreement with Stock Exchanges, the Management Discussion and Analysis Report is enclosed as a part of this report.

39. Director's Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit /loss of the Company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f. the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

40. Statutory Disclosures

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review

1. Deposit from the public falling within the ambit of Section 73 of the Act and rules made thereof.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. Neither the Managing Director(s) nor the Whole-time Director(s) of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

41. Industrial Relations

The Company maintained healthy, cordial and harmonious industrial relations at all levels. Despite severe competition, the enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the Industry. It has taken various steps to improve productivity across organization.

Your Company continued to receive co-operation and unstinted support from the distributors, retailers, stockiest, suppliers and others associated with the Company as its trading partners. The Directors wish to place on record their appreciation for the same and your Company will continue in its endeavor to build and nurture strong links with trade, based on mutuality, respect and co-operation with each other and consistent with consumer interest.

42. Internal Control Systems and their Adequacy

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorised, recorded and reported correctly. The internal control is exercised through documented policies, guidelines and procedures. This is periodically reviewed by the audit committee to ensure effectiveness of the internal control system. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

43. Financial and operational performance

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Please refer Directors' Report in this respect

44. Human Resources/Industrial Relations

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity: to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. The Company is giving direct employment to about 200 employees.

45. Appreciation

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. The Board acknowledges with gratitude the co-operation and assistance provided to your company by its bankers, Financial institutions, and government as well as Non-Government agencies. The Board wishes to place on record its appreciation to the contribution made by employees of the company

during the year under review. The Company has achieved impressive growth through the competence, hard work, solidarity, cooperation and support of employees at all levels. Your Directors thanks the customers, clients, vendors and other business associates for their continued support in the Company's growth. The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

Place: Cochin
Date: 12.08.2019

For and on behalf of the Board
Sd/-
S.K. Gupta
Chairman &MD

ANNEXURE I

Form No: MR 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial
Personnel) Rules, 2014]

To,
THE MEMBERS,
PRIMA AGRO LIMITED
DOOR NO. V-679/C, INDUSTRIAL DEVELOPMENT AREA,
MUPPATHADAM, EDAYAR, COCHIN, KERALA-683110.
CIN: L15331KL1987PLC004833.

We, BVR & Associates Company Secretaries LLP have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PRIMA AGRO LIMITED**[CIN: L15331KL1987PLC004833](hereinafter called the company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records produced to us and according to information and explanations given to us by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2019 complied with the provisions of the Companies Act, 2013 (Act) and the Rules made there under, the Memorandum and Articles of Association of the Company and also applicable provisions of the aforesaid law, standards, guidelines, agreements, etc.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2019 according to the provisions of:

- 1 The Companies Act, 2013 and the Rules made there under.
- 2 The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under.
- 3 The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- 4 The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
 - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and.
 - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- 5 The Listing Agreements entered into by the Company with Bombay Stock Exchange

As informed to us the following other Laws specifically applicable to the Company as under:

1. The Competition Act, 2002.
2. The Kerala Panchayat Raj Act and Kerala Municipalities Act.
3. The Kerala Shops & Establishment Act, 1960
4. Kerala Industrial Establishments (National & Festival Holidays Act) 1958
5. Sexual Harassment of Women at the work place (prevention, prohibition and redressal) Act, 2013.
6. Food Safety And Standards Act, 2006
7. Indian Boilers Act 1923
8. The Water (Prevention and Control of Pollution) Act, 1974.
9. The Air (Prevention & Control of Pollution) Act, 1981
10. The Environment (Protection) Act, 1986.
11. The Legal Metrology Act.
12. The Standard of Weight & Measures (Enforcement) Act, 1985.

We have also examined compliance with the applicable clauses of the following:

- 1) Secretarial Standards issued by the Institute of Company Secretaries of India, to the extent applicable

We report that, during the year under review:

1. The status of the Company during the financial year has been that of a Listed Public Company.

2. The Company has not been a holding or a subsidiary of another Company. The Company is a Listed Public Company.
3. The Board of Directors of the Company has been duly constituted as on the date of the Report. There were changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The redemption period of Cumulative Redeemable Preference Shares allotted on 27th March, 2013 has been extended for the period of 13 (Thirteen) years from the date of allotment at the meeting of board of directors dated 31.01.2017

4. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, there being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel.
5. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and directorships in other Companies and interests in other entities.
6. The Company has not advanced loans, given guarantees and provided securities to directors and/or persons or firms or Companies in which directors were interested.
7. The amount borrowed by the Company from its directors, members, bank(s)/ financial institution(s) and others were within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws.
8. The Company has not defaulted in the repayment of unsecured loans, facilities granted by bank(s)/financial institution(s) and non-banking financial companies. The Company has not issued Debentures or collected Public Deposits.
9. The Company has not created or modified or satisfied charges on the assets of the Company and complied with the applicable laws.
10. All registrations under the various state and local laws as applicable to the Company are valid as on the date of report.

11. The Company has not issued and allotted the securities during the period under scrutiny.
12. The Company has not declared and paid dividends to its shareholders during the period under scrutiny.
13. The Company has;
 - a. no unpaid dividends,
 - b. not issued debentures and
 - c. not accepted fixed deposits

So there is no need for transferring amount to the Investor Education and Protection Fund during the period under scrutiny.

14. As informed by the Management, the Company has paid all its Statutory dues and satisfactory arrangements have been made for arrears of any such dues.
15. The Company being a listed entity has complied with the provisions of the Listing Agreement.
16. *The Company being a listed company is required to appoint Chief Financial Officer as per Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Also, Section 138 of the Act read with The Companies (Accounts) Rules, 2014 mandates appointment of Internal Auditor. The Company intends to appoint the CFO in the Board Meeting to be held on May 30th 2019. The Company has been advised to comply with the provisions and the company is in the process of complying with the provisions of the Act as certified by the Management.*
17. As per the information from the management, the Company has updated the statutory register.
18. The Company has provided a list of statutes in addition to the laws as mentioned above and it has been observed that there are proper systems in place to ensure compliance of all laws applicable to the company.

We further report that:

1. the Company has complied with the provisions of Corporate Governance Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs, Government of India;
2. The Company has followed the Secretarial Standards issued by the Institute of Company Secretaries of India to the extent applicable.

3. The Company has complied with the provisions of Equity listing Agreements and SEBI (Listing Obligations and Disclosure Requirements) entered into with Bombay Stock Exchange. However *the contents of the website including materiality policies is being updated as per LODR provisions.*
4. The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the Regulations due to non-applicability;
5. The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures; and the Company is in the process of preparing the required documents and records as per the rules and regulations as certified by the management.
6. The provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 are not applicable for the Company during the period under scrutiny.
7. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with regard to grant of Stock Options and implementation of the Schemes are not applicable for the Company during the period under scrutiny.
8. The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable for the Company during the period under scrutiny.
9. The Company has complied with the provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
10. The provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 are not applicable for the Company during the period under scrutiny.
11. The provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 with regard to buy back of Equity shares are not applicable for the Company during the period under scrutiny.

12. The Company has provided E-voting facility to the members and the Company has entered in to try party agreement between RTA and NSDL as certified by the management.
13. The Company had complied with the Provisions of The Competition Act, 2002 with regard to prohibition of anti-competitive agreements, abuse of dominance and ensuring of competition advocacy. As per the verification, the Company is ensuring fair competition in the market among its competitors.

We Further Report That:

The compliance with regard to the following Acts is pointed out below:

1. The Competition Act, 2002:-Overall Compliance under the Act complied by the Company.
2. The Kerala Panchayat Raj Act and Kerala Municipalities Act:-The Company has complied with the provisions of the Act.
3. The Kerala Shops & Establishment Act, 1960:-Overall Compliance under the Act complied by the Company.
4. Kerala Industrial Establishments (National & Festival Holidays Act) 1958:- The Company has complied with the provisions of the Act.
5. Sexual Harassment of Women at the work place (prevention, prohibition and redressal) Act, 2013:- Overall Compliance under the Act complied by the Company.
6. Food safety and Standards Act, 2006:-The Company has complied with the provisions of the Act.
7. Indian Boilers Act 1923:-The Company has complied with the provisions of the Act.
8. The Water (Prevention and Control of Pollution) Act, 1974:-The Company has obtained necessary license under the Act.
9. The Air (Prevention & Control of Pollution) Act, 1981:-The Company has obtained necessary license under the Act.
10. The Environment (Protection) Act, 1986:- The Company has obtained necessary license under the Act.

11. The Legal Metrology Act:-The Company has complied with the provisions of the Act.

12. The Standard of Weight & Measures (Enforcement) Act, 1985:-The Company has complied with the provisions of the Act.

We further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure -A and forms an integral part of this report.

Cochin
27/05/2019

CS N Balasubramanian
Designated Partner
BVR and Associates Company Secretaries LLP
FCS No. F6439
C P No.: 4996

Annexure A'

To,
The Members
PRIMA AGRO LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Cochin
27/05/2019

CS N Balasubramanian
Designated Partner
BVR and Associates Company Secretaries LLP
FCS No. F6439
C P No.: 4996

ANNEXURE II

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS

1	CIN	L15331KL1987PLC004833
2	Registration Date	20.07.1987
3	Name of the Company	PRIMA AGRO LTD
4	Category/Sub-category of the Company	Public Company Limited by shares
6	Address of the Registered office & contact details	Door No.V/679-C, Industrial Development Area, Muppathadam .P.O., Edayar, Cochin-683110 Ph: 0484-2551533/2551534. Email:primaedayar@gmail.com
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Venture Capital and Corporate Investments Pvt Ltd. (Category - 1, Registrars) 12-10-167,Bharatnagar, Hyderabad - 500 018, Tel: 040-23818475, Fax: 040-2386024, E-mail: info@vccilindia.com.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sl No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Cattle Feed	NIC CODE:2171	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2018]				No. of Shares held at the end of the year [As on 31.03.2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
Individual/HUF	812800	42500	855300	16.46	85698	0	85698	16.5	0
Central Government	0	0	0	0	0	0	0	0	0
State Government	0	0	0	0	0	0	0	0	0
Bodies Corporates	887900	0	887900	17.09	887900	0	887900	17.09	0

Banks/FI	0	0	0	0	0	0	0	0	0
Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1)	170070 0	42500	174320 0	33.56	174483 8	0	174483 8	33.59	0.04
(2) Foreign									
Foreign	0	0	0	0	0	0	0	0	0
Individuals (Non Residents Foreign Individuals)	0	0	0	0	0	0	0	0	0
Government	0	0	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (2)	0	0	0	0	0	0	0	0	0
Total (A)(1)+(A)(2)	170070 0	42500	174320 0	33.56	174483 8	174483 8	0	33.59	0
B. Public Shareholding	0	0	0	0	0	0	0	0	0
(1) Institutions	0	0	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0	0	0
Mutual Funds/UTI	0	0	0	0	0	0	0	0	0
Venture Captial Funds	0	0	0	0	0	0	0	0	0
Alternate Investment Funds	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors-Individual (FPI)	0	0	0	0	0	0	0	0	0
Financial Institutions/Banks	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
Any other	0	0	0	0	0	0	0	0	0
Sub Total (B) (1)	0	0	0	0	0	0	0	0	0
(2)Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
Sub Total (B) (2)	0	0	0	0	0	0	0	0	0
(3)Non-Institutions	0	0	0	0	0	0	0	0	0
Individual shareholders holding nominal share capital uptoRs. 2 lakh	622510	259850 0	322101 0	62	749378	236840 0	311777 8	60	2

Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	57350	81200	138550	2.67	228065	20700	248765	4.79	2.12
NBFCs registered with RBI	0	0	0	0	0	0	0	0	0
Employee Trusts	0	0	0	0	0	0	0	0	0
Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0
Any other									
Bodies Corporate	56062	25200	81262	1.56	50991	25100	76091	1.46	.1
Clearing Member	7272	7272	7272	0.14	4658	0	4658	.09	0.05
Trust	0	0	0	0	1000	0	1000	.02	.02
Non-Resident Individuals	3606	3606	3606	.07	1770	0	1770	.03	.04
Sub-total(B)(3)	746800	345170	345170	66.44	103586	241420	345006	66.4	0
		0	0		2	0	2		
Total Public (B) (1)+(B)(2)+(B)(3)	746800	270490	345170	66.44	103586	241420	345006	66.4	0
		0	0		2	0	2		
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	244750	274740	519490	100	278070	241420	519490	100	
	0	0	0		0	0	0		

(ii) Shareholding of Promoter

Sl No.	Shareholder's Name	Shareholding at the beginning of the year - 01.04.2018		Shareholding at the end of the year - 31.03.2019		% change in shareholding during the year
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company	
1.	SARITA JINDAL	25000	.48	25000	.48	0
2.	R K AGARWAL	17500	.34			
3.	SAJJAN KUMAR GUPTA	183000	3.52	183000	3.52	0
4.	SANJAY GUPTA	391600	7.54	391600	7.54	0
5.	DIMPLE AGARWALA	25000	.48	24638	.47	0
6.	SWATI GUPTA	1300	.03	20800	.4	0.03
7.	SUSHILA GUPTA	211900	4.08	211900	4.08	0
8.	AYYAPPA REAL ESTATE PRIVATE LIMITED	274300	5.28	274300	5.28	0
9.	PRIMA CREDITS LIMITED	156400	3.01	156400	3.01	0
10.	PRIMA ALLOYS PRIVATE LIMITED	160000	3.08	160000	3.08	0
11.	AYYAPPA ROLLER FLOUR MILLS LTD	297200	5.72	297200	5.72	0
	Total	1744838	33.56	1744838	33.59	0.03

(iii) Shareholding Pattern of top ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs)

SN	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares	No. of Shares	% of total shares
1	TANVI JIGNESH MEHTA JIGNESH MADHUKANT MEHTA	0	0	83969	1.62
2	PANKAJ VRAJAL KARANI	0	0	43698	0.84
3	SUNDEEP ARJUN KARNA	16092	0.31	43048	0.83
4	RAMESH CHIMANLAL SHAH	32000	0.62	32000	0.62
5	NIREJ V PAUL	25350	0.49	25350	0.49
6	ABHIPRA CAPITAL LTD	21300	0.41	21300	0.41
7	GAUTAM BAJORIA	20700	0.40	20700	0.40
8	SHRI PARASRAM HOLDINGS PVT.LTD	17100	0.33	17100	0.33
9	MEENA GUPTA	15000	0.29	15000	0.29
10	DALCHAND GUPTA	15000	0.29	15000	0.29

(iv) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	S.K.Gupta				
	At the beginning of the year	183000	3.52	183000	3.52
	Changes during the year	Nil	0.00	Nil	0.00
	At the end of the year	183000	3.52	183000	3.52
2	Swati Gupta				
	At the beginning of the year	1300	0.03	1300	0.03
	Changes during the year	19500	0.37	19500	0.37
	At the end of the year	20800	0.4	20800	0.4

V. INDEBTNESS

The Company has not availed any loan during the year and is a debt free company.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing director. Whole time Directors and/or Manager:

SN	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (Rs.Lac)
	Name	S.K.Gupta	Swati Gupta	
	Designation	CMD	WTD	
1	Gross Salary			
	(a).Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	27.00	21.00	48.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
5	- as % of profit	0	0	0
	- others, specify	0	0	0
	Total (A)	0	21.00	48.00

B. Remuneration to other Directors

SN	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Vanshika Rathi	Vedika Agarwala	
	Fee for attending board committee meetings	0	0	0
	Commission	0	0	0
	Others, please specify	0	0	0
	Total (1)	0	0	0
2	Other Non-Executive Directors	0	0	0
	Total (2)	0	0	0
	Total (B)=(1+2)	0	0	0

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Rs./Lac)

SN	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name			V.R.Sadasivan Pillai	
	Designation	CEO	CFO	CS	
	Gross salary	0	0	13.77	13.77
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission - as % of profit - others, specify	0	0	0	0
		0	0	0	0
		0	0	0	0
		0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	0	13.77	13.77

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

The company, its directors or other officers were not subject to Penalties/Punishment/Compounding of offences during the FY 2018-2019.

ANNEXURE III

A. CONSERVATION OF ENERGY

The Company continues its efforts to improve methods for energy conservation and utilization by

- (1) More usage of electricity purchased from KSEB.
- (2) Improved efficiency of own generation by usage of diesel generator only for emergencies and as stand by.
- (3) Intensified vigil on wastage/leakage control.

B. CONSUMPTION PER UNIT OF PRODUCTION

The company manufactures only Animal Feed and power and fuel consumption per unit of production was as follows;

Particulars	For the year 2018-19	For the Year 2017 -18
Actual Production	120271.87 MT	1,17,771.75 MT
Total Power and Fuel Charges	Rs.2,56,55,642.00	Rs. 2,36,84,164.00
Consumption Per MT	Rs.213.31	Rs. 201.10

(Note: Increase in Per Ton Power cost was due to the hike in the price of Firewood)

C. TECHNOLOGY ABSORPTION

Disclosure of particulars with respect to technology absorption:-

RESEARCH & DEVELOPMENT

1. Specific areas in which R&D carried out by the company.

- a) Quality Up gradation
- b) Productivity enhancement
- c) Quality Control Management

2. Benefits derived as a result of the above R&D

- a) Increase in production and capacity utilization.
- b) Repeat order from customers due to consistency in quality.

3. Future plan of action

- a) To acquire Cost-efficiency in manufacturing operations through better methods and techniques of production.
- b) To Increase production Volume and storage facility.
- c) To develop more automation for loading and unloading.
- d) To install rain water harvesting well recharge system.

4. Expenditure in R&D

Specific expenditure of recurring or capital nature is not involved in Technology absorption, adoption and innovation.

5. Efforts

To develop products of International Quality and Standards and implementation of total Quality Assurance System.

6. Benefits

- a) Quality of products can be improved and cost of production can be reduced.
- b) Scoring high points in evaluation by reputed buyers.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

- a. The Foreign Exchange earned in terms of actual inflows during the year - NIL
- b. The Foreign Exchange outgo during the year in terms of actual outflows – NIL

Overview Management Reviews Management Reports Financial Statements

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government and also the general public at large. For this purpose the company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations. We, Prima Agro Limited, are committed to good corporate governance and its adherence to the best practices of true spirits at all times. Our corporate Governance philosophy rests on five basic tenets viz., Board's accountability, value creation, strategic guidance, transparency and equitable treatment to all stakeholders.

(A) Board of Directors

Composition of the Board and category of Directors

As on 31st March, 2019, the Company's Board consists of Four Directors having considerable professional experience in their respective fields. On 30-5-2019 one more independent women director was appointed and one Executive director was re-designated as CFO and Director. Out of the total Five, three are Independent Directors and two are Executive Directors including one Woman Director & CFO and the Chairman and Managing Director of the Company. The Composition of the Board is in Conformity with clause 49 of Listing Agreements with Stock Exchanges and as per Companies Act, 2013 which is effective as on 31st March, 2016.

(B) Role of Board of Directors

Your Company's Board of Directors plays primary role in ensuring good governance, smooth functioning of the Company and in the creating of shareholder value. The Board's role, functions, responsibility and accountability are clearly defined. As part of its function, your Board periodically reviews all the relevant information which is required to be placed before it pursuant to Clause 49 of the Listing Agreement and in particular reviews and approves corporate strategies, business plans, annual budgets, projects and capital expenditure. Your Board not only monitors the Company's overall corporate performance it also set standards of corporate behavior, ensures transparency in corporate dealing and compliance with the laws and regulations.

Agenda of the Board Meeting and Notes on Agenda are circulated to the Directors as far as possible well in advance of each Board Meeting. At the Board meeting elaborate presentations are made to the Board. The members discuss each agenda item freely in detail.

Four Board Meetings were held during the year during 2018-19 on 30.05.2018, 31.07.2018, 30.10.2018 & 14.02.2019

OTHER COMMITTEES AT BOARD LEVEL

(A) Independent Audit Committee

The Audit Committee at the Board level of your Company acts as a link between the Independent Auditors, the Management and the Board of Directors. The Audit committee interacts with the Independent Auditors, Secretarial Auditors and Cost Auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with all necessary assistance and information for enabling them to carry out its function effectively.

In general the Audit Committee reviews the Audit and internal control procedures, accounting policies and the Company's financial reporting process and ensure that the financial statements are correct, sufficient and credible and exercises the powers as recommended from time to time by SEBI, Stock Exchanges and/or under the Companies Act, 2013. Further your Audit Committee also reviews the following information mandatorily:

1. Management discussion and analysis of financial conditions and results of operations;
2. Statement of significant related party transactions submitted by the management;
3. Management letters/letters of internal control weaknesses if any issued by the statutory auditors;
4. Internal Audit report relating to internal control weaknesses, if any and implementation of action points arising there from and
5. The appointment, removal and terms of remuneration of the Internal Auditors
6. Quaterly and annual financial statements and
7. Risk assessment and minimization procedures

The Audit Committee comprises of, Mr LadhuSingh , Miss Vanshika Rathi and Miss VedikaAgarwala. All are independent Directors of the Company and are financially literate and having accounting and related Administrative and Financial Management Expertise. Mr. V R SadasivanPillai ,Company Secretary acts as the Secretary to the Audit Committee. The Chairman of the Audit Committee is MrLadhu Singh.

During the year under review the Audit Committee met four times on 28.05.2018, 30.07.2018, 29.10.2018 & 12.02.2019 to deliberate on various matters.

(B) Stakeholders Relationship Committee

In compliance with the provisions of Listing agreement and Section 178 of Companies Act, 2013, your company re-constituted this committee as "Stakeholders Relationship Committee". This committee of the Board of your Company looks into various issues relating to shareholders/investors including transfer and transmission of shares held by shareholders in physical format as well as in demat form and tracks investor complaints and suggest measures for improvement from time to time.

The Committee comprises of Mrs Swati Gupta- Chairperson, Miss Vanshika Rathi and Miss VedikaAgarwala as members. During the year under review the committee met on

34 times to deal with various matters referred above. Mr V R Sadasivan Pillai, Company Secretary, being Compliance Officer acts as Secretary to the Committee to discharge the function of the Committee and to place a report at each Board meeting on matters dealt by the committee each quarter.

As on 31st March, 2019 no complaints remained unattended/pending more than thirty days. The company has no share transfers/transmission pending as on 31st March, 2019.

(C) Corporate Social Responsibility Committee (CSR Committee)

Even though the CSR provisions are not applicable as per Section 135 of the Companies Act, 2013, the Company had voluntarily constituted a sub-committee of the Board called CSR Committee considering the sustainable development by delivering economic, social and environmental benefits for all stakeholders. The CSR Committee of your Company comprises of Mr Ladhu Singh-chairperson, Miss Vanshika Rathi and Miss Vedika Agarwala members. During the year the Committee met once on 28th May 2018 and reviewed the CSR activities undertaken by the Company.

(D) Nomination and Remuneration Committee

In compliance of Section 178 of Companies Act, 2013 the Board renamed the Remuneration committee as "Nomination and Remuneration Committee. Your Board has re-constituted the Nomination and Remuneration Committee which now comprises of MrLadhu Singh- chairperson, and Miss VanshikaAgarwala& Miss VedikaAgarwalaas Members.

The terms of reference of the committee inter alia include:

Succession planning for Board of Directors and Senior Management Employees, Identifying and selection of candidates for appointment of Directors/Independent Directors based on certain laid down criteria's, Identifying potential individuals for appointment of Key Managerial personnel and other senior managerial position. Review the performance of the Board of Directors and Senior Management personnel including Key managerial personnel based on certain criteria approved by the Board. While reviewing the performance, the committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talents, remuneration commensurate with the performance of individual and group and also maintains a balance between fixed and incentive pay reflecting both short and long term objectives of the company.

During the year the Committee met once on 28th May 2018. All the members were present at the meeting.

(E) Risk Management Committee

Evaluation of Business Risk and managing the risk has always been an ongoing process in your Company. The Company has set up a risk management framework to identify, monitor and minimize risk and also to identify business opportunities. The Audit Committee also functions as the Risk Management Committee.

REMUNERATION OF NON- EXECUTIVE / EXECUTIVE DIRECTORS

All decisions relating to the remuneration of the Directors were taken by the Board of Directors of the Company and on the recommendations from the Nomination and Remuneration Committee and the Audit Committee and in accordance with the Share holders' approval wherever necessary.

Details for remuneration paid / to be paid to the Directors for the year under review are as under:

Name of the Director: Mr S.K. Gupta

Salary, benefits, bonus etc paid during the year 2018-19 - Rs, 27,00,000.00

Commission Due/paid/payable for 2018-19 - Nil

Sitting fees (for Board and its committees) - Nil

Name of the Director: Mrs Swati Gupta

Salary, benefits, bonus etc paid during the year 2018-19 - Rs, 21,00,000.00

Commission Due/paid/payable for 2018-19 - Nil

Sitting fess(for Board and its committees) - Nil

CODE OF CONDUCT AND CEO/CFO CERTIFICATION

The Company has adopted a code of conduct for all Board members and senior management of the company. The term senior management means personnel of the company who are members of its core management team excluding Board of Directors. Normally this would comprise all members of management one level below the executive directors, including all functional heads.

The code has been circulated to all members of the Board and senior management and the compliance of the same has been affirmed by them.

Mr. S.K.Gupta , Chairman & Managing Director and Mr. V.R. Sadasivan Pillai, General Manager - Finance & Company Secretary of the Company have certified to the Board that :

(a) They have reviewed the Financial Statements and the Cash Flow statement for the year ended 31st March,2019 and that to the best of their knowledge and belief that:

i. these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading; and

ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of their knowledge and belief no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the company pertaining to the financial report and they have disclosed to the auditors and the Audit Committee deficiencies in the design or operation of internal

controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) They have indicated to the auditors and the Audit Committee:

- i) Significant changes in internal control over financial reporting during the year;
- ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

We hereby confirm that:

“The company has obtained from all the members of the Board and senior management, affirmation that they have complied with the code of conduct for directors and senior management in respect of the financial year 2017-18”

S.K. Gupta
Chairman & Managing Director

V .R. Sadasivan Pillai
General Manager Finance and
Company Secretary

Name and Designation of the Compliance Officer(s):

Mr. V .R. Sadasivan Pillai ,General Manager- Finance and Company Secretary has taken over as Compliance Officer w.e.from 31.01.2011. He has been appointed under Section 203 of the Companies Act, 2013 as a Key Managerial Personnel and Compliance officer. He takes care of all legal compliance of the company from time to time.

7. General Body Meetings

(i) The Annual General Meetings for the last three years were held as follows:

Year	Location	Date	Time	No. of special resolutions passed
2015-16	Door No,V/679-C,IDA, Muppathadam P.O. Edayar	22-8- 16	11AM	5
2016-17	Door No,V/679-C,IDA, Muppathadam P.O. Edayar	16-9-17	11AM	1
2017-18	Door No,V/679-C,IDA, Muppathadam P.O. Edayar	16-9-17	11AM	3

Whether any Special Resolution passed in the previous 3 AGMs :- Yes
Whether special resolutions were passed through postal ballots :- No
Are votes proposed to be conducted through postal ballots this year :-No

8. Disclosures:

- i. Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of company at large:
- ii. All transactions with related parties were in the ordinary course of business and at arm's length. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company.
- iii. The details of related party transactions are disclosed in Note No. 29 attached to and forming part of the accounts.
- iv. Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years. None
- v. Compliance with Accounting Standards In the preparation of financial statements there is no deviation from the prescribed Accounting Standards.
- vi. Compliance Certificate from the auditors Certificate from the auditors of the company confirming compliance with the mandatory requirements under clause 49 of the listing agreement is annexed to this report. This certificate has also been forwarded to the Stock Exchanges where the shares of company are listed.
- vii. Adoption of non-mandatory requirements under clause 49 and as applicable under Companies Act, 2013

The company complies with the following non-mandatory requirements under clause 49 with reference to Companies Act, 2013 relating to Audit Committee.

(a) Remuneration Committee

The Board has constituted a remuneration committee consisting of three directors all of whom are non executive directors, the chairman of the committee being an independent director. The remuneration committee recommends/reviews remuneration of the Directors

(b) Whistle blower policy

The company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons.

The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the audit committee in this respect.

The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.

(c) Risk Management

Your Company has a comprehensive risk management policy. You Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls the risks through properly defined framework.

The Audit Committee, has been designated by the Board for reviewing the adequacy of the risk management framework of the Company, the key risks associated with the businesses of the Company and the measures are taken in place to minimize the same and thereafter the details are presented to and discussed at the Board meeting. The risk management issues are discussed in the Management Discussion and Analysis Report.

9. Means of Communication

Quarterly results:

The quarterly results of the company are published in Janayugam, Malayalam daily and in Financial Express, English Daily.

A detailed report on Managerial Discussion and Analysis is enclosed herewith as part of Annual Report.

10. General Shareholder Information:

Annual General Meeting:

Day, Date and Time : Thursday, 26th September 2019, at 11:00 PM

Venue : Door No,V/679-C,IDA,Muppathadam P.O. Edayar, Cochin- 683 110

Financial Year : 1st April 2018 to 31st March 2019

Annual Book Closure: 20th September 2019 to 26th September 2019 (Both days inclusive)

Dividend recommended for the year: NIL

Listing on stock exchange : Bombay and National Stock Exchanges

Stock Code : BOMBAY: 519262

Market price Data (Face value of Re 10) (BSE) : High, Low and Total No of shares dealt during the Year 2018-19

Year&Month 2018-19	High Price (Rs)	Low Price (Rs)	Total No of shares dealt
April	33.80	33.80	13372
May	42.95	31.60	124020
June	30.10	19.50	78714
July	29.50	19.40	43438
August	29.10	18.80	39780
September	20.75	15.95	20989
October	18.30	12.55	17165
November	20.55	14.75	23076
December	16.26	13.25	12539
January- 2019	16.25	12.35	17828
February	14.96	11.75	20800
March	16.80	12	18772

11. Performance in comparison to broad-based indices: NA

12. Share transfer system: During the year the share transfers which were received in physical forms and for which documents were valid and complete in all respects, were processed and the share certificates were returned within the prescribed time from the date of receipt through the Company's RTA.

12. Distribution of shareholding as on 31st March 2019

Shares	Shareholders		Shares	
	Number	% to Total	Amount (in Rs.)	% to Total
Upto - 500	11639	92.62	1814180	34.92
501 - 1000	562	4.47	464729	8.95

1001 - 2000	225	1.79	332147	6.39
2001 - 3000	52	0.41	130081	2.5
3001 - 4000	17	0.14	60240	1.16
4001 - 5000	19	0.15	89631	1.73
5001 - 10000	29	0.23	206150	3.97
10001 and above	23	0.18	2097742	40.38
Total	12556	100	5194900	100

Shareholding Patten as on 31st March, 2019:

Category Code	Category Shareholder	No. of shareholders	Total No. of shares	No. of shares held dematerialized form	Percentage to total shares
(A)	Promoter and Promoter Group				
(1)	Indian				
(a)	Individuals/Hindu Undivided Family	6	856938	856938	16.50
(b)	Bodies Corporate	4	887900	887900	17.09
	Sub-Total (A) (1)	10	1744838	1744838	33.59
(2)	Foreign				
	Bodies Corporate	0	0	0	0
	Sub-Total (A) (2)	0	0	0	0
	Total shareholding of Promoter and Promoter Group A=(A)(1)+(A)(2)	10	1744838	1744838	33.59
	Public Shareholding				
(1)	Institutions				
(a)	Mutual Funds	0	0	0	0
(b)	Foreign Institutional Investors	0	0	0	0

	Sub-Total (B)(1)	0	0	0	0
(2)	Non-Institutions				
	Bodies Corporate	35	76091	50991	1.46
(b)	Individuals				
	i.Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	12503	3117778	749378	60.02
	ii.Individual Shareholders holding nominal share capital in excess of Rs.1Lakh	6	248765	228065	4.79
(c)	Corporate	0	0	0	0
(d)	Clearing Member	4	4658	4658	0.09
(e)	Trust	1	1000	1000	0.02
(f)	Non Resident Individuals	7	1770	1770	0.03
	Sub-Total (B) (2)	12556	345006 2	1035862	66.41
	Total Public Shareholding B=(B)(1)+(B)(2)	12556	345006 2	1035862	66.41
	Total (A)+(B)	12556	345006 2	1035862	66.41

13. Dematerialisation of shares and liquidity: The Company has arranged agreements with National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) for Dematerialisation of shares through Venture Capital and Corporate Investments Pvt. Ltd. The Company's shares are regularly traded on the Bombay Stock Exchange Ltd, in electronic form. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company Shares is INE297D01018.

14. Outstanding GDR/ADR/Warrants or any convertible instruments, conversion instruments, conversion date and impact on equity: NIL

15. Applicability of Business Responsibility Reports.

SEBI, vide amendment dated December 22, 2015 to Regulation 34 (2) (f) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, has extended the applicability of Business Responsibility Reports to top five hundred listed companies only based on market capitalization as on March 31, of every year. This is not applicable to your Company and therefore the said Business Responsibility Report is not included.

16. Plant locations:

Edayar Unit

Industrial Development Area
Muppathadam P.O., Edayar
Cochin- 683 110

Trivandrum Unit

Industrial Development Area
Plot No. 71, Kochuveli
Trivandrum - 695 021

17. Address for correspondence:

The Company Secretary
Prima Agro Ltd
Door No.V/679-C, Industrial Development Area
Muppathadam .P.O., Edayar, Cochin – 683 110
Ph: 0484-2551533/2551534
Email:primaedayar@gmail.com
CIN:L15331KL1987PLC004833

16. Registrar and Share Transfer Agents:

Venture Capital and Corporate Investments Pvt. Ltd
(Category- I Registrars)
12-10-167, Bharat Nagar,
Hyderabad – 500 018
Ph: 040-23818475, Fax: 040-23868024
Email:info@vccilindia.com

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Prima Agro Limited

We have examined the compliance of conditions of Corporate Governance by Prima Agro Limited for the year ended 31st March, 2019 as stipulated in Regulation 34 (3) read with Schedule V (E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I have obtained all the necessary information and explanations which to the best of my knowledge and belief were necessary for the purpose of certification. The compliance of conditions of corporate governance is the responsibility of the company's management. My examination was limited to a review of procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

On the basis of my examination of the records produced, explanations and information furnished, I certify that the company has complied with all the conditions of the corporate governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kochi
Date: 30-05-2019

For VBV ASSOCIATES
Chartered Accountants
FRN 013524S
CA VIPIN, FCA
Partner
Membership No.215126

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I hereby declare that all the Board members and senior management personnel have affirmed compliance with Prima Agro Ltd code of conduct for the year ended 31st March 2019.

Place: Kochi
Date:31-7-2019

S.K.Gupta
Chairman cum Managing Director

**CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE
Pursuant to clause 10 of part C of Schedule V of SEBI (LODR) Regulations 2015**

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of Securities Exchange Board of India (Listing and Disclosure Requirements) Regulations 2015 in respect of Prima Agro Limited, I hereby certify that:

On the basis of written representation/declaration received from directors and taken on record by the Board of Directors as on 31st March 2019, none of the directors on the Board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority

Place: Cochin
Date: 09.08.2019

Sd/-
CS N Balasubramanian
Designated Partner
BVR and Associates Company Secretaries LLP
FCS No. F6439
C P No.: 4996

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

We, S.K.Gupta, Chairman cum Managing Director & CEO and Swati Gupta, Deputy Managing Director (Whole Time Director) & CFO of Prima Agro Ltd, to the best of our knowledge and belief, certify that:

We have reviewed the financial statements and the cash flow statement for the year under review and to the best of our knowledge and belief:

- these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
- these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

-

To the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct.

We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and disclosed to the auditors and audit committee, the deficiencies in the design and operation of such internal controls and the steps taken to rectify these deficiencies.

We have indicated to the auditors and the audit committee that:

- there are no significant changes in internal control over financial reporting during the year.
- there are no significant changes in accounting policies during the year.
- there are no frauds of which we are aware, that involves management or other employees who have a significant role in the company's internal control system.

S.K.Gupta
Chairman cum Managing Director
Place: Kochi
Date: 31-07-2019

Swati Gupta
Deputy Managing Director & CFO

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PRIMA AGRO LTD

Report on the Audit of the Standalone Financial Statement

Opinion

We have audited the accompanying standalone financial statements of PRIMA AGRO LTD ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter
<p>1 Accuracy of recognition, measurement, presentation and disclosures of revenues in view of the adoption of Ind AS 115 "Revenue from Contracts with Customers"(new Accounting Standard).</p>	<p>We assessed the Company's process to identify the impact of adoption of new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to the implementation of the new revenue accounting standard. • Selected sample of the controls and tested the operating effectiveness of the internal control, analysed and identified the distinct performance and obligations in these contracts. • Compared these performance obligation with that identified and recorded by the company.

Other Information

The Companies Management and Board of Directors are responsible for the other information. The other Information comprises the information included in the company's annual report, but does not include the standalone financial statements and our auditor's report thereon.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or condition that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safe guards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of thosebooks.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is

disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts except otherwise stated in the financials.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For VBV ASSOCIATES
Chartered Accountants
FRN: 013524S**

**CA VIPIN M, FCA
Partner
Membership No: 215126**

Place : Cochin-16
Date :30/05/2019

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT
(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirement’ section of our report of even date)

Report on the Internal Financial controls Over Financial Reporting under Clause (i) of Sub-section 3 of section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls over financial reporting of Prima Agro Limited (“the Company”) as on March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls.

The Company’s management is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposal of the company's assets that could have material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls system over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Cochin-16
Date : 03/09/2019

For VBV ASSOCIATES
Chartered Accountants
FRN: 013524S
CA VIPIN M, FCA
Partner
Membership No: 215126

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT
(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

- i. In respect of fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) All the fixed assets have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) As per the information and explanations provided to us, title deeds of immovable properties are in the name of the Company as at Balance Sheet date.
- ii. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- iii. The Company has granted the following loans to companies, firms and other parties covered in the register maintained u/s.189 under the Companies Act.

S No	Name of the Company/Firm or Other Parties	Relationship	Loan Granted/ (Repaid) during the year	Year end Balance
1	Ayyappa Real Estate (P) Ltd	Entity in which Key Managerial Person have significant influence	-	8,478.00
2	Prima Alloys (P) Ltd		-	7,500.00
3	Prima Beverages (P) Ltd		1,05,507.08	7,86,161.48
4	PAPL Exim India Ltd		-	1,16,413.80
5	Prima Credits Ltd		-	8,600.00
6	Prima Industries Ltd		38,99,802.00	79,90,179.00
7	Ayyappa Roller Flour Mills Ltd.		1,20,80,660.00	2,48,28581.08

- a) Due to lack of adequate information, we are unable to comment on the rate of interest , term of repayment and other terms and conditions on which loans have been taken from/ granted to companies, firm & other parties listed in the register maintained u/s 189 of the Companies Act, 2013 which are prima facie, prejudicial to the interest of the company since the terms are not defined.
- iv. In our opinion and according to the information and explanations given to us and subject to clause (iii) above, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, making investments and providing guarantees and securities, as applicable.
- v. According to the information and explanations given to us, the company has not accepted any deposit from the public hence the directions issued by the Reserve

Bank of India and provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the Rules framed thereunder are not applicable to this company.

- vi. In our opinion and according to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act.
- vii. In respect of Statutory dues,
 - a) According to the information and explanations furnished to us and on the basis of our examination of records, the Company was generally regular in depositing with appropriate authorities undisputed statutory dues towards provident fund, investor education protection fund, employees state insurance, income tax, sales tax, wealth tax, customs duty, excise duty, cess and other statutory dues, wherever applicable. There were no arrears of statutory dues as on 31st March 2019 for a period of more than six months from the date they became payable.
 - b) According to the information and explanation given to us, there are no dues of sale tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- viii. In our opinion and according to the information and explanation given to us, the company during the year has not defaulted in repayment of dues or borrowings to financial institutions and banks. The Company did not have dues to government and debenture holders.
- ix. The company has not raised moneys by way of initial public offer or further public offer including debt instruments. In our opinion and according to the information and explanation given to us, moneys raised by way of term loans during the year have been applied by the Company for the purposes for which they were raised.
- x. To the best of our knowledge and according to the information and explanations given to us, no material fraud by or on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of paragraph 3 of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable, for all transactions with related parties and the details of related party transactions have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.

- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence reporting under clause (xv) of paragraph 3 of the Order is not applicable to the Company.
- xvi. In our opinion and according to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause (xvi) of paragraph 3 of the Order is not applicable to the Company.

Place : Cochin-16
Date : 30/05/2019

For VBV ASSOCIATES
Chartered Accountants
FRN: 013524S
CA VIPIN M, FCA
Partner
Membership No: 215126

PRIMA AGRO LIMITED
BALANCE SHEET AS AT 31ST MARCH 2019

	Particulars	Note No.	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
	ASSETS				
(1)	Non-Current Assets				
	(a) Property, Plant and Equipment	1	4,22,64,895.00	3,74,91,624.16	4,29,12,189.62
	(b) Capital Work-In-Progress	1	0.00	36,83,102.37	-
	(c) Biological Assets other than beare	1	50,500.00	50,500.00	50,500.00
	(d) Financial Assets				
	(i) Investments	2	1,02,24,480.00	1,02,24,480.00	1,02,24,480.00
	(ii) Others	3	12,52,871.00	9,82,680.00	9,22,532.00
	€ Deferred Tax Assest		1,98,357.00		
	(f) Other Non-Current Assets	4	2,91,66,730.00	3,80,53,939.96	2,19,67,970.88
(2)	Current Assets				
	(a) Inventories	5	9,21,544.00	9,00,560.15	96,669.42
	(b) Financial Assets				
	(i) Investments	2	5,76,69,352.00	4,18,33,414.97	2,64,12,110.34
	(ii) Trade Receivables	6	31,04,653.00	32,52,874.18	25,27,848.50
	(iii) Cash and Cash Equivalents	7	51,69,586.00	72,00,096.45	45,74,895.16
	(c) Other Current Assets	8	35,65,764.00	10,71,895.99	19,79,128.75
	Total Assets		15,35,88,732.00	14,47,45,168.23	11,16,68,324.67
	EQUITY AND LIABILITY				
	Equity				
	(a) Equity Share Capital	9	5,19,49,000.00	5,19,49,000.00	5,19,49,000.00
	(b) Other Equity	10	1,32,54,530.00	-1,19,31,612.08	-4,25,62,617.82
(1)	Liabilities				
	Non-Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	11	6,17,53,780.00	6,38,32,729.67	6,51,62,600.06
	(b) Provisions	12	74,28,778.00	84,39,755.62	83,52,603.00
	(c) Deferred Tax Liabilities		-	3,40,939.00	9,61,447.00
	(d) Other Non-Current Liabilities	13	6,78,221.00	20,21,298.00	20,21,298.00
(2)	Current Liabilities				
	(a) Financial Liabilities				
	(i) Trade Payables	14	1,48,74,954.00	2,37,57,961.23	2,19,86,392.30
	(ii) Other Financial Liabilities	15	32,68,018.00	30,75,712.79	27,41,343.34
	(b) Other Current Liabilities	16	3,81,451.00	3,37,981.00	7,87,981.00
	(c) Current Tax Liabilities (Net)	17	-	29,21,403.00	2,68,277.79
	Total Equity and Liabilities		15,35,88,732.00	14,47,45,168.23	11,16,68,324.67

The accompanying significant accounting policies and notes form an integral part of the standalone financial statements

For PRIMA AGRO LIMITED

S K GUPTA
Chairman & M.D

SWATI GUPTA
Deputy Managing Director

As per our report of even date attached
For VBV & ASSOCIATES
Chartered Accountants
FRN: 013524S

CA VIPIN M, FCA
Partner
Membership No: 215126

Place : Cochin-16
Date : 30.05.2019

PRIMA AGRO LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2019

(Rupees in Decimals)

	Particulars	Note No.	For the year ended 31st March 2019	For the year ended 31st March 2018	For the year ended 31st March 2017
I	Revenue from Operation	18	14,07,18,083.00	92,71,92,303.78	11,86,50,729.50
II	Other Income	19	39,77,271.33	28,75,407.31	33,74,115.13
III	Total Revenue (I+II)		14,46,95,354.33	93,00,67,711.09	12,20,24,844.63
IV	Expenses :				
	Cost of Materials Consumed	20	80,16,999.00	79,60,62,447.60	62,96,444.00
	Change in Inventories of Finished Goods, Work in Progress and Stock in Trade	21	-20,984.00	-8,03,890.73	1,79,907.37
	Employee Benefit Expenses	22	2,52,93,293.39	2,11,57,667.62	2,32,61,466.84
	Finance Costs	23	5,07,624.00	6,69,672.31	7,37,479.43
	Depreciation & Amortization Expenses	1	62,64,881.36	69,16,350.98	73,06,707.45
	Other Expenses	24	6,93,34,528.00	6,54,17,144.67	6,03,21,743.93
	Total Expenses		10,93,96,341.75	88,94,19,392.45	9,81,03,749.02
V	Profit before Exceptional Items & Tax (III-IV)		3,52,99,012.58	4,06,48,318.64	2,39,21,095.61
VI	Add: Exceptional Items		-	2,98,853.31	2,07,940.16
	Add: Prior Period Items		-	-	-0.00
VII	Profit before Tax (V+VI+VII)		3,52,99,012.58	4,09,47,171.95	2,41,29,035.76
VIII	Tax Expense :				
	(1) Current Tax		1,00,00,000.00	1,20,00,000.00	90,00,000.00
	(2) Short/Excess Provision of Tax		6,52,168.00	-10,63,325.79	-
	(3) Deferred Tax		-5,39,296.00	-6,20,508.00	-22,03,961.00
IX	Profit/(Loss) for the Period (VIII-IX)		2,51,86,140.58	3,06,31,005.74	1,73,32,996.76
X	Earning Per Equity Share :				
	(1) Basic		3.69	4.74	2.18
	(2) Diluted			4.74	2.18

For PRIMA AGRO LIMITED

S K GUPTA
Chairman & M.D

SWATI GUPTA
Deputy Managing Director

Place : Cochin-16
Date : 30.05.2019

PRIMA AGRO LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

(Rupees in Decimals)

Particulars		For the Year ended 31/03/2019	For the year ended 31st March 2018	For the year ended 31st March
A	Cash Flow from Operating Activities			
	Profit Before Tax as per Statement of Profit and Loss	3,52,99,012.58	4,09,47,171.95	2,41,29,035.76
	Adjustments for:			
	Depreciation and amortisation of Non-current assets	62,64,881.36	69,16,350.98	73,06,707.45
	Finance Costs	5,07,624.00	6,69,672.31	7,37,479.43
	Interest Income	-93,788.00	-6,18,587.00	-4,23,964.00
	Loss/(Profit) on sale of Property, Plant & Equipment		-2,98,853.31	-2,07,940.16
	Loss/(Profit) on sale of Investment		-4,25,605.98	-6,96,073.62
	Loss/(Gain) on restatement of Investment	-33,35,937.33	-17,20,698.65	-11,98,594.08
	Provision for Employee Benefit	-10,10,977.62	87,152.62	27,93,172.84
		23,31,802.41	-	83,10,787.87
	Operating Profit before Working Capital Changes	3,76,30,814.99	4,55,56,602.92	3,24,39,823.63
	Movement in Working Capital:			
	(Increase)/Decrease in Inventory	-20,983.85	-8,03,890.73	1,79,907.37
	(Increase)/Decrease in Trade Receivables	1,48,221.18	-7,25,025.68	-3,90,747.50
	(Increase)/Decrease in Other Current Assets	-2,53,576.01	9,07,232.76	-3,22,500.75
	Increase/(Decrease) in Trade Payables	-88,83,007.23	17,71,568.93	-33,38,023.75
	Increase/(Decrease) in Other Financial Liabilities	1,92,305.21	3,34,369.45	5,10,200.24
	Increase/(Decrease) in Other Current Liabilities	43,470.00	-4,50,000.00	-4,23,704.75
	Cash Generated from Operations	2,88,57,244.29	4,65,90,857.65	2,86,54,954.49
	Less: Income Tax Paid(Net of refund)	1,58,13,861.00	82,83,549.00	97,24,524.00
	Net Cash Flow from/(used in) Operating Activity	1,30,43,383.29	3,83,07,308.65	1,89,30,430.49
B	Cash Flow from Investing Activities			
	Interest Received	93,788.00	6,18,587.00	4,23,964.00
	Proceeds from sale of Property, Plant & Equipment		3,73,000.00	5,55,000.00
	Payments for Property, Plant & Equipment	-73,55,050.00	-15,69,932.21	-1,14,33,180.50
	(Increase)/Decrease in Capital Work-In-Progress	0	-36,83,102.37	37,72,382.50
	(Addition)/Repayment of Advance Given	88,87,209.96	-1,60,85,969.08	-65,05,434.40
	(Increase)/Decrease in Bank Deposit(Long Term)	-2,70,191.00	-60,148.00	6,333.00
	(Addition)/Repayment in Investments	-1,24,99,999.70	-1,32,75,000.00	-45,00,000.00
	Net Cash Flow from/(used in) Investment Activity	-1,11,44,242.74	-3,36,82,564.66	-1,76,80,935.40
C	Cash Flow from Financing Activities			
	Interest Paid	-5,07,624.00	-6,69,672.31	-7,37,479.43
	Addition/(Repayment) of Borrowings	-20,78,949.67	-13,29,870.39	12,82,786.66
	Addition/(Repayment) of Advance Taken	-13,43,077.00	-	-1,09,972.60
	Net Cash Flow from/(used in) Financing Activity	-39,29,650.67	-19,99,542.70	4,35,334.63
D	Net Increase/(Decrease) in Cash & Cash Equivalents	-20,30,510.12	26,25,201.29	16,84,829.72
E	Opening Balance of Cash & Cash Equivalents	72,00,096.45	45,74,895.16	28,90,065.44
F	Closing Balance of Cash & Cash Equivalents	51,69,586.00	72,00,096.45	45,74,895.16

Notes:

- Cash and Cash Equivalents include Cash in Hand, Balance with Banks on Current Accounts and Deposit Accounts
- The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard on Cash Flow Statement (Ind AS-7) issued by the Institute of Chartered Accountants of India
- Previous year figures have been rearranged/regrouped wherever necessary
- This is the Cashflow Statement referred to in our report of even date.

For PRIMA AGRO LIMITED

S K GUPTA
Chairman & M.D

SWATI GUPTA
Deputy Managing Director

For VBV & ASSOCIATES
Chartered Accountants
FRN: 0135245

CA VIPIN M, FCA
Partner
Membership No: 215126

Place : Cochin-16
Date : 30.05.2019

PRIMA AGRO LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

A. EQUITY SHARE CAPITAL

(Rupees in Decimals)

For the year ended 31st March 2018			For the year ended 31st March 2019		
Balance at the beginning of the reporting period, i.e, 1st April 2017	Changes in equity share capital during the year 2017-18	Balance at the end of the reporting period, i.e, 31st March 2018	Balance at the beginning of the reporting period, i.e, 1st April 2018	Changes in equity share capital during the year 2018-19	Balance at the end of the reporting period, i.e, 31st March 2019
5,19,49,000.00	-	5,19,49,000.00	5,19,49,000.00	-	5,19,49,000.00

B. OTHER EQUITY

(Rupees in Decimals)

	Reserves and Surplus				Total
	Capital Reserve	Capital Subsidy	Investment Allowance Reserve	Retained Earnings	
As on 31st March 2017					
Balance at the beginning of the reporting period, i.e, 1st April 2016	12,24,99,517.36	32,68,350.00	18,50,000.00	-18,85,48,245.58	-6,09,30,378.22
Changes in accounting Policy	-	-	-	5,03,806.16	5,03,806.16
Prior Period Errors	-	-	-	5,30,957.48	5,30,957.48
Restated Balance at the beginning of the reporting period, i.e, 1st April 2016	12,24,99,517.36	32,68,350.00	18,50,000.00	-18,75,13,481.94	-5,98,95,614.58
Total Comprehensive Income for the year	-	-	-	1,73,32,996.76	1,73,32,996.76
Balance at the beginning of the reporting period, i.e, 31st March 2017	12,24,99,517.36	32,68,350.00	18,50,000.00	-17,01,80,485.18	-4,25,62,617.82
As on 31st March 2018					
Balance at the beginning of the reporting period, i.e, 1st April 2017	12,24,99,517.36	32,68,350.00	18,50,000.00	-17,01,80,485.18	-4,25,62,617.82
Total Comprehensive Income for the year	-	-	-	3,06,31,005.74	3,06,31,005.74
Balance at the beginning of the reporting period, i.e, 31st March 2018	12,24,99,517.36	32,68,350.00	18,50,000.00	-13,95,49,479.44	-1,19,31,612.08

As On 31/03/2019

Balance at the beginning of the reporting period, i.e, 1st April 2018	12,24,99,517.36	32,68,350.00	18,50,000.00	-13,95,49,479.44	-1,19,31,612.08
Total Comprehensive Income for the year	-	-	-	3,33,42,314.64	
Balance at the beginning of the reporting period, i.e, 31st March 2019	12,24,99,517.36	32,68,350.00	18,50,000.00	-10,62,07,164.79	2,14,10,702.57

As per our report of even date attached

For PRIMA AGRO LIMITED

For VBV & ASSOCIATES

Chartered Accountants

FRN: 013524S

S K GUPTA
Chairman & M.D

SWATI GUPTA
Deputy Managing Director

CA VIPIN M, FCA
Partner
Membership No: 215126

Place : Cochin-16
Date : 30.05.2019

PRIMA AGRO LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

Note No. 1

Disclosure pursuant to Division II Part I Note A(I) of Schedule III
Property, Plant & Equipment

Cost or Deemed Cost	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Cycle	Computer	Total Property, Plant & Equipment	Building Work-In-Progress	Total Capital Work-In-Progress	Livestock	Total Biological Asset
Deemed Cost as at 1st April 2016	42,02,195.00	4,39,35,223.92	8,67,64,101.51	9,13,020.00	1,05,81,198.00	28,40,304.00	9,350.00	41,45,968.00	15,33,91,360.43	37,72,382.50	37,72,382.50	50,500.00	50,500.00
Additions		29,09,780.00	38,95,064.50		43,00,343.00	3,14,493.00		13,500.00	1,14,33,180.50		-		-
Disposals					9,37,435.00				9,37,435.00	37,72,382.50	37,72,382.50		-
Transfer/ Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
Gross Carrying Value as at 31st March 2017	42,02,195.00	4,68,45,003.92	9,06,59,166.01	9,13,020.00	1,39,44,106.00	31,54,797.00	9,350.00	41,59,468.00	16,38,87,105.93	-	-	50,500.00	50,500.00
Additions					10,90,202.31	2,99,929.00		1,79,800.00	15,69,931.31	36,83,102.37	36,83,102.37		-
Disposals					5,35,116.00				5,35,116.00		-		-
Transfer/ Adjustments									-		-		-
Gross Carrying Value as at 31st March 2018	42,02,195.00	4,68,45,003.92	9,06,59,166.01	9,13,020.00	1,44,99,192.31	34,54,726.00	9,350.00	43,39,268.00	16,49,21,921.24	36,83,102.37	36,83,102.37	50,500.00	50,500.00
Additions			14,51,820.00	1,87,401.00		2,31,977.00		86,667.00	19,57,865.00	53,97,185.00	53,97,185.00		-
Disposals													-
Transfer/ Adjustments													-
Gross Carrying Value as at 31st March 2019	42,02,195.00	4,68,45,003.92	9,21,10,986.01	11,00,421.00	1,44,99,192.31	36,86,703.00	9,350.00	44,25,935.00	16,68,79,786.24	90,80,287.37	90,80,287.37	50,500.00	50,500.00

Accumulated Depreciation	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Cycle	Computer	Total Property, Plant & Equipment	Building Work-In-Progress	Total Capital Work-In-Progress	Livestock	Total Biological Asset
Accumulated Depreciation as at 1st April 2016	-	2,34,10,002.43	7,87,17,520.53	9,00,460.17	51,11,891.51	22,17,438.01	1,883.70	38,99,387.65	11,42,58,584.01	-	-	-	-
Depreciation Expense		22,94,248.62	20,35,343.38	-	25,26,077.58	3,16,053.95	3,365.06	1,31,618.86	73,06,707.45		-		-
Deductions/ Adjustments					5,90,375.16				5,90,375.16	-	-		-
Accumulated Depreciation as at 31st March 2017	-	2,57,04,251.05	8,07,52,863.91	9,00,460.17	70,47,593.94	25,33,491.97	5,248.76	40,31,006.51	12,09,74,916.31	-	-	-	-
Depreciation Expense		21,93,033.52	19,72,605.00		23,67,758.92	2,99,346.31	1,848.43	81,758.80	69,16,350.98		-		-
Deductions/ Adjustments					4,60,969.31				4,60,969.31		-		-
Accumulated Depreciation as at 31st March 2018	-	2,78,97,284.57	8,27,25,468.91	9,00,460.17	89,54,383.55	28,32,838.28	7,097.19	41,12,765.31	12,74,30,297.98	-	-	-	-
Depreciation Expense		19,65,154.90	18,61,495.17	48,518.12	18,84,977.07	3,38,751.05	1,015.34	1,64,969.71	62,64,881.36				
Deductions/ Adjustments													

Accumulated Depreciation as at 31st March 2019		2,98,62,439.47	8,45,86,964.07	9,48,978.29	1,08,39,360.63	31,71,589.32	8,112.53	42,77,735.02	13,36,95,179.33	-	-	-	-
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Net Carrying Value	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Cycle	Computer	Total Property, Plant & Equipment	Building Work-In-Progress	Total Capital Work-In-Progress	Livestock	Total Biological
Net Carrying Value as at 1st April 2016	42,02,195.00	2,05,25,221.49	80,46,580.98	12,559.83	54,69,306.49	6,22,865.99	7,466.30	2,46,580.35	3,91,32,776.42	37,72,382.50	37,72,382.50	50,500.00	50,500.00
Net Carrying Value as at 31st March 2017	42,02,195.00	2,11,40,752.87	99,06,302.10	12,559.83	68,96,512.06	6,21,305.03	4,101.24	1,28,461.49	4,29,12,189.62	-	-	50,500.00	50,500.00
Net Carrying Value as at 31st March 2018	42,02,195.00	1,89,47,719.35	79,33,697.10	12,559.83	55,44,808.76	6,21,887.72	2,252.81	2,26,502.69	3,74,91,623.26	36,83,102.37	36,83,102.37	50,500.00	50,500.00
Net Carrying Value as at 31st March 2019	42,02,195.00	1,69,82,564.45	75,24,021.94	1,51,442.71	36,59,831.68	5,15,113.68	1,237.47	1,48,199.98	3,31,84,606.91	90,80,287.37	90,80,287.37	50,500.00	50,500.00

The title deeds of Vehicles has been hypothecated for financing part of their purchase cost.

Note No. 2

Investments	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
		(₹)	(₹)
(i) Non Current Investments			
Investments Carried at Cost			
(a) Investment in Equity Instruments	1,02,05,380.00	1,02,05,380.00	1,02,05,380.00
(b) Investments in Government or Trust securities	19,100.00	19,100.00	19,100.00
Aggregate amount of Unquoted Investments	1,02,24,480.00	1,02,24,480.00	1,02,24,480.00
(ii) Current Investments			
Investments designated as Fair Value Through Profit and Loss			
(a) Investment in Mutual Funds (Reliance Mutual Fund)	5,76,69,352.33	4,18,33,414.97	2,64,12,110.34
	<i>cost-50910316.08</i>	<i>(Cost-Rs.3,84,10,316.08)</i>	<i>(Cost-Rs.2,47,09,710.10)</i>
Aggregate amount of Quoted Investments	5,76,69,352.33	4,18,33,414.97	2,64,12,110.34
Total	6,78,93,832.33	5,20,57,894.97	3,66,36,590.34

Note No. 2 Continued
Details of Investments

Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units					FV per share					Amount			Quoted / Unquoted	Partly Paid / Fully paid	Whether stated at Cost Yes / No	If Answer to Column (9) is 'No' - Basis of Valuation
			2,019.00	2018	2017	2016	2019	2018	2017	2016	2019	2018	2017	2016					
(1)	(2)	(3)	(4)	(5)	(6)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)	(18)	
(a)	Investment Properties																		
(b)	Investment in Equity Instruments																		
	Prima Industries Ltd of Rs 10 each	Associate	10,19,528.00	10,19,528.00	10,19,528.00	10,19,528.00	10.00	10.00	10.00	10.00	1,01,95,280.00	1,01,95,280.00	1,01,95,280.00	1,01,95,280.00	Quoted	Fully Paid	Yes	Not Applicable	
	Ayyappa Roller Flour Mills Ltd of Rs 10 each	Associate	1,010.00	1,010.00	1,010.00	1,010.00	10.00	10.00	10.00	10.00	10,100.00	10,100.00	10,100.00	10,100.00	Unquoted	Fully Paid	Yes	Not Applicable	
(c)	Investments in Preference Shares																		
(d)	Investments in Government or Trust securities																		
	National Saving Certificates	Others		-	-			-	-		19,100.00	19,100.00	19,100.00	19,100.00	Unquoted		Yes	Not Applicable	
(e)	Investments in Debentures or Bonds																		
(f)	Investments in Mutual Funds																		
	<u>Reliance Mutual Fund</u>																		
	Liquid Fund Cash Plan Growth Option	Others	-	-	602.19			-	2,543.94				15,31,937.73		Quoted	Fully Paid	No	Fair Value	
	Liquid Fund Treasury Plan Growth Plan Growth Option	Others	-	-	135.64	3,027.02		-	3,953.98	3,685.50			5,36,329.30	1,11,56,073.43	Quoted	Fully Paid	No	Fair Value	
	Arbitrage Advantage Fund-Growth Plan	Others	-	-	-	1,98,721.56				15.78				31,34,951.81	Quoted	Fully Paid	No	Fair Value	
	Regular Savings Fund Debt Plan Growth Plan Growth Option	Others		13,76,465.66	7,58,189.37	2,01,515.88	24.21	24.21	22.66	20.65			3,33,21,067.73	1,71,78,069.12	41,61,484.20	Quoted	Fully Paid	No	Fair Value
	Reliance strategic Debt Fund	Others	4,14,738.13					14.71					61,00,880.90						
	Reliance balanced Advantage fund	Others	23,285.57					90.99					21,18,712.19						
	Reliance credit Risk Fund	Others	14,35,896.31					25.78					3,70,14,822.34						
	Reliance power and Infra Fund	Others	4,745.39					98.91					4,69,348.31						
	Reliance small cap fund	Others	11,297.09					40.30					4,55,327.07						
	Reliance Value fund	Others	6,398.33					74.42					4,76,176.14						
	Reliance consumption Fund	Others	7,201.66					64.38					4,63,673.71						
	Short Term Fund Growth Plan Growth Option	Others			55,340.43	55,340.43		-	30.82	28.28				17,05,414.87	15,64,933.20	Quoted	Fully Paid	No	Fair Value
	Corporate Bond Fund Growth Plan	Others		4,14,738.13	4,14,738.13			14.01	13.17					58,11,766.95	54,60,359.32	Quoted	Fully Paid	No	Fair Value
	Capital Builder Fund IV Growth Plan	Others	55,541.02	55,541.02	-		9.92	9.52	-		5,50,866.93	5,28,861.58	-	Quoted	Fully Paid	No	Fair Value		
	Banking Fund Growth Plan Growth Option	Others	6,003.91	1,426.67	-		285.18	254.16	-		17,12,199.92	3,62,597.90	-	Quoted	Fully Paid	No	Fair Value		
	Large Cap Fund-Growth Plan Growth Option	Others	48,254.58	11,488.43	-		35.45	31.02	-		17,10,509.12	3,56,343.56	-	Quoted	Fully Paid	No	Fair Value		
	Multi Cap Fund-Growth Plan Growth Option	Others	17,010.82	3,958.16	-		99.65	89.68	-		16,95,097.19	3,54,983.49	-	Quoted	Fully Paid	No	Fair Value		
	Focused Equity Fund-Growth Plan Growth Option	Others	34,352.89	7,700.42	-		47.38	45.66	-		16,27,742.84	3,51,568.25	-	Quoted	Fully Paid	No	Fair Value		
	Pharma Fund-Growth Plan	Others	10,953.86	2,856.84	-		151.74	133.66	-		16,62,130.11	3,81,843.22	-	Quoted	Fully Paid	No	Fair Value		
	Equity Hybrid Fund-Growth Plan Growth Option	Others	29,246.88	6,831.92	-		55.11	53.34	-		16,11,865.53	3,64,382.29	-	Quoted	Fully Paid	No	Fair Value		
(g)	Investments in partnership firms*																		
(h)	Other non-current investments (specify nature)																		
	Total										6,78,93,832.33	5,20,57,894.97	3,66,36,590.34	3,02,41,922.64					

Note No. 3

Other Financial Assets	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
			(')
Bank Deposits with more than 12 months maturity	12,52,871.00	9,82,680.00	9,22,532.00
Total	12,52,871.00	9,82,680.00	9,22,532.00

Note No. 4

Other Non-Current Assets	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
			(')
Advance other than capital advance (Unsecured, considered good)			
(a) Security Deposits	29,81,070.00	29,30,949.60	29,30,949.60
(b) Advances to Related Parties	2,61,51,660.00	3,37,45,913.36	1,76,59,944.28
(c) Other Advances	34,000.00	13,77,077.00	13,77,077.00
Total	2,91,66,730.00	3,80,53,939.96	2,19,67,970.88

Advances due by:

Particulars		As at 31st March 2018	As at 31st March 2017
			(')
(a) Directors	-	-	-
(b) Other officers of the Company	-	-	-
(c) Firm in which director is a partner	-	-	-
(d) Private Company in which director is a director/member	15,978.00	8,02,139.48	6,96,632.40
	15,978.00	8,02,139.48	6,96,632.40

Note No. 5

Inventories		As at 31st March 2018	As at 31st March 2017
			(')
Stores and Consumables	9,21,544.00	9,00,560.15	96,669.42
Total	9,21,544.00	9,00,560.15	96,669.42

Note No. 6

Trade Receivables	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
			(')
(a) Secured, considered good	-	-	-
(b) Unsecured, considered good	31,04,653.00	32,52,874.18	25,27,848.50
(c) Doubtful	-	-	-
Less: Provision for doubtful debts	-	-	-
Total	31,04,653.00	32,52,874.18	25,27,848.50

Note No. 7

Cash & Cash Equivalents	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
		([^])	([^])
Cash & Bank Balances			
(a) Balances with Banks*	30,99,989.00	51,47,808.45	27,93,021.16
(b) Cash on hand	95,834.00	78,525.00	45,451.00
	31,95,823.00	52,26,333.45	28,38,472.16
Other Bank Balances			
(a) Margin Money	19,73,763.00	19,73,763.00	17,36,423.00
	19,73,763.00	19,73,763.00	17,36,423.00
Total	51,69,586.00	72,00,096.45	45,74,895.16

Balance with Banks	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
	([^])	([^])	([^])
State Bank of India -30075189235	3,06,632.00	40,035.20	20,931.00
State Bank of India -36553503236	55,953.00	1,56,496.00	1,22,905.50
ICICI Bank-115905000004	10,62,349.00	26,79,688.86	18,55,097.09
State Bank of India-67093527214	2,507.00	25,094.00	1,624.00
ICICI Bank-265505000306	5,68,546.00	3,11,771.00	1,00,000.00
ICICI Bank-626405016348	9,43,283.00	17,25,700.56	6,72,873.99
Indian Overseas Bank -149602000000353	1,60,719.00	2,09,022.83	18,149.53
HDFC	-	-	1,440.05
Total	30,99,989.00	51,47,808.45	27,93,021.16

Note No. 8

Other Current Assets	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
		([^])	([^])
(a) Advance other than capital advance <i>(Unsecured, considered good)</i>	7,25,876.00	8,96,313.70	14,42,235.75
(b) Others	5,99,596.00	1,75,582.29	5,36,893.00
(c) Net Current Tax	22,40,290.00	-	
Total	35,65,762.00	10,71,895.99	19,79,128.75

Note No. 9

Equity Share Capital	AFD		TVM		As at 31st March 2019		As at 31st March 2018	
	No.	Amount (₹)	No.	Amount (₹)	No.	Amount (₹)	No.	Amount (₹)
Authorized 70,00,000 Equity Shares of Rs. 10 each	70,00,000	7,00,00,000.00	-	-	70,00,000	7,00,00,000.00	70,00,000	7,00,00,000.00
	70,00,000	7,00,00,000.00	-	-	70,00,000	7,00,00,000.00	70,00,000	7,00,00,000.00
Issued, Subscribed & Paid up 51,94,900 Equity Shares of Rs. 10 each	51,94,900	5,19,49,000.00	-	-	51,94,900	5,19,49,000.00	51,94,900	5,19,49,000.00
Subscribed but not fully Paid up			-	-	-	-	-	-

Reconciliation of the number of shares outstanding

Particulars	No.	Amount (₹)	No.	Amount (₹)	No.	Amount (₹)	No.	Amount (₹)
Shares outstanding at the beginning of the year	51,94,900	5,19,49,000.00	-	-	51,94,900	5,19,49,000.00	51,94,900	5,19,49,000.00
Shares Issued during the year	-	-	-	-	-	-	-	-
Shares bought back during the year	-	-	-	-	-	-	-	-
Shares outstanding at the end of the year	51,94,900	5,19,49,000.00	-	-	51,94,900	5,19,49,000.00	51,94,900	5,19,49,000.00

Details of Shares held by Parent Company/Subsidiaries/Associates

Name of Associates	AFD		TVM		As at 31st March 2019		As at 31st March 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares								
Ayyappa Roller Flour Mills Ltd	2,97,200	5.72%	-	0.00%	2,97,200	5.72%	2,97,200	5.72%
Ayyappa Real Estate (P) Ltd	2,74,300	5.28%	-	0.00%	2,74,300	5.28%	2,74,300	5.28%
Prima Alloys Private Limited	1,60,000	3.08%	-	0.00%	1,60,000	3.08%	1,60,000	3.08%
Prima Credits Limited	1,56,400	3.01%	-	0.00%	1,56,400	3.01%	1,56,400	3.01%

Details of Shares holders holding more than 5% shares

Name of Shareholder	AFD		TVM		As at 31st March 2019		As at 31st March 2018	
	No. of Shares held	% of Holding	No. of Shares	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sanjay Gupta (Legal Heirs)	3,91,600	7.54%	-	0.00%	3,91,600	7.54%	3,91,600	7.54%
Ayyappa Roller Flour Mills Ltd	2,97,200	5.72%	-	0.00%	2,97,200	5.72%	2,97,200	5.72%
Ayyappa Real Estate (P) Ltd	2,74,300	5.28%	-	0.00%	2,74,300	5.28%	2,74,300	5.28%

Note No. 10

	Reserves & Surplus	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
			()	()
a	Capital Reserves			
	Opening Balance	12,24,99,517.00	12,24,99,517.36	12,24,99,517.36
	(+) Current Year Transfer			
	(-) Written Back in Current Year			
	Closing Balance	12,24,99,517.00	12,24,99,517.36	12,24,99,517.36
b	Capital Subsidy			
	Opening Balance	32,68,350.00	32,68,350.00	32,68,350.00
	(+) Current Year Transfer			
	(-) Written Back in Current Year			
	Closing Balance	32,68,350.00	32,68,350.00	32,68,350.00
c	Investment Allowance Reserve			
	Opening Balance	18,50,000.00	18,50,000.00	18,50,000.00
	(+) Current Year Transfer			
	(-) Written Back in Current Year			
	Closing Balance	18,50,000.00	18,50,000.00	18,50,000.00
d	Retained Earnings			
	Opening balance	(13,95,49,478.00)	(17,01,80,485.18)	(18,75,13,481.94)
	(+) Net Profit/(Net Loss) For the curr	2,51,86,140.58	3,06,31,005.74	1,73,32,996.76
	(+) Transitional Adjustment			
	Closing Balance	(11,43,63,337.42)	(13,95,49,479.44)	(17,01,80,485.18)
	Total	1,32,54,529.58	(1,19,31,612.08)	(4,25,62,617.82)

Note No. 11

Borrowings	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
	(₹)	(₹)	(₹)
Secured			
(a) Term Loans from Banks & Others			
1. ICICI Honda Brio Car Loan (EMI A/c) <i>(Secured on Hypothecation of Vehicle Honda Brio, Interest Rate- 10.51%, Repayment Terms- Payable in 60 EMI of Rs. 12,900.00/- each commencing on August 2015)</i>	47,657.00 - -	1,89,254.90	3,16,782.40
2. ICICI Car Loan-Mercedes Benz <i>(Secured on Hypothecation of Vehicle Mercedes Benz, Interest Rate- 10.06%, Repayment Terms- Payable in 60 EMI of Rs. 95,760.00/- each commencing on August 2015)</i>	3,56,857.00 - -	14,11,980.10	23,66,129.80
3. ICICI Car Loan-Honda City <i>(Secured on Hypothecation of Vehicle Honda City, Interest Rate- 9.41%, Repayment Terms- Payable in 60 EMI of Rs. 23,055.00/- each commencing on December 2016)</i>	4,25,213.00 - -	6,50,214.10	8,55,079.20
4. ICICI Car Loan-Innova <i>(Secured on Hypothecation of Vehicle Innova, Interest Rate- 9.50%, Repayment Terms- Payable in 60 EMI of Rs. 41,592.00/- each commencing on July 2016)</i>	5,75,688.00 - -	9,97,999.40	13,82,155.70
5. Tata Motors Finance Ltd- Tata Ace <i>(Secured on Hypothecation of Vehicle Tata ACE, Repayment Terms- Payable in 48 EMI of Rs. 10,810.00/- each commencing on June 2016)</i>	21,259.00 - -	1,39,256.97	2,42,452.96
6. ICICI Car Loan-Celerio KL41M5465 <i>(Secured on Hypothecation of Celerio ZXI, Interest Rate- 8.51%, Repayment Terms- Payable in 60 EMI of Rs. 6,260.00/- each commencing on</i>	1,63,553.00 - -	2,22,012.10	-
7. ICICI Car Loan-Celerio KL41M5485 <i>(Secured on Hypothecation of Celerio ZXI, Interest Rate- 8.51%, Repayment Terms- Payable in 60 EMI of Rs. 6,260.00/- each commencing on</i>	1,63,553.00 - -	2,22,012.10	-
8. ICICI Car Loan-Indica <i>(Secured on Hypothecation of 2 Indica Cars, Interest Rate- 11.01%, Repayment Terms- Payable in 60 EMI of Rs. 18,102.00/- each commencing on</i>	- - -	-	-
(b) Other Loans	-	-	-
ICICI CAR LOAN-LONG TERM DEBT	-	-	-
	17,53,780.00	38,32,729.67	51,62,600.06
Unsecured			
Liability Component of Compound Financial Instruments			
Ayyappa Roller Flour Mills Limited <i>(60,00,000 Cumulative Redeemable Preference Shares of Rs.10 each, Interest Rate- 10%, Period of Redemption-13 Years, Redemption Date-11th April 2026)</i> <i>(Authorized-100,00,000 Cumulative Preference Shares of Rs.10each)</i>		6,00,00,000.00	6,00,00,000.00
		6,00,00,000.00	6,00,00,000.00
Total		6,38,32,729.67	6,51,62,600.06

Note No. 12

Provisions (Non-Current)	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
		(`)	(`)
a. Provision for Employee Benefits			
Gratuity	57,75,553.39	52,08,259.62	50,24,062.00
Ex gratia	15,04,149.00	30,82,421.00	31,79,466.00
Other Provisions	1,49,075.00	1,49,075.00	1,49,075.00
	-		
Total	74,28,777.39	84,39,755.62	83,52,603.00

Note No. 13

Other Non-Current Liabilities	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
		(`)	(`)
Unsecured			
(a) Advances	82,206.00	14,25,283.00	14,25,283.00
(b) Deposits	5,96,015.00	5,96,015.00	5,96,015.00
Total	6,78,221.00	20,21,298.00	20,21,298.00

Note No. 14

Trade Payables	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
		(`)	(`)
Sundry Creditors for:-			
Raw Materials	46,49,217.00	46,49,215.69	46,53,835.69
Expenses	1,02,25,737.00	1,91,08,745.54	1,73,32,556.61
Total	1,48,74,954.00	2,37,57,961.23	2,19,86,392.30

Note No. 15

Other Financial Liabilities	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
		(`)	(`)
(a) Current Maturities of Long - Term Debt	20,78,592.00	18,81,299.79	16,04,211.34
(b) Payable for Employee Benefits	11,89,426.00	11,94,413.00	11,37,132.00
Grand Total	32,68,018.00	30,75,712.79	27,41,343.34

Note No. 16

Other Current Liabilities	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
		(`)	(`)
Other Advances	3,37,981.00	3,37,981.00	7,87,981.00
Prima Beverages (P) Ltd.			
Grand Total	3,81,451.00	3,37,981.00	7,87,981.00

Note No. 17

Current Tax Liabilities (Net)	As at 31st March 2019	As at 31st March 2018	As at 31st March 2017
		(`)	(`)
Provision for Taxation	-	2,10,00,000.00	2,09,90,000.00
Less: Advance Tax	-	(1,40,00,000.00)	(90,66,340.00)
Less: TDS Receivable	-	(40,78,597.00)	(1,16,55,382.21)
Total	-	29,21,403.00	2,68,277.79

Note No. 18

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
		(₹)
a) Sales of Product	35,502.00	84,53,31,439.38
b) Sale of Services	14,00,31,131.00	8,13,75,774.40
c) Other Operating Revenues	6,51,450.00	4,85,090.00
Total	14,07,18,083.00	92,71,92,303.78

Note No. 19

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
		(₹)
a) Interest Income	93,788.00	6,18,587.00
b) Profit on Mutual Fund	-	4,25,605.98
c) Gain on investments carried at fair value through profit or loss	33,35,937.33	17,20,698.65
d) Discount Received	259.00	
e) Insurance claims received	2,52,205.00	
g) Other non-operating income (net of expenses directly attributable to such income)	2,95,082.00	1,10,515.68
Total	39,77,271.33	28,75,407.31

Note No. 20

Cost of Materials Consumed	For the year ended 31st March 2019	For the year ended 31st March 2018
		(₹)
a) Finished Goods	35,502.00	78,90,79,344.21
b) Store Materials & Consumables	65,90,348.00	55,93,347.56
c) Consumables - Interstate	13,91,149.00	13,89,755.83
Total	80,16,999.00	79,60,62,447.60

Note No. 21

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
		(`)
Opening stock	9,00,560.00	96,669.42
Closing stock	9,21,544.00	9,00,560.15
Stock Differential	(20,984.00)	(8,03,890.73)

Note No. 22

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
		(`)
(a) Salaries & Allowances	1,48,53,772.00	1,24,05,816.00
(b) Directors' Remuneration	48,00,000.00	38,75,000.00
(c) Contribution to Provident fund and other funds	15,38,578.00	13,93,183.00
(d) Staff Welfare & Other Allowances	33,60,618.00	27,02,163.00
(e) Gratuity	7,40,325.39	7,81,505.62
Total	2,52,93,293.39	2,11,57,667.62

Note No. 23

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
		(`)
Interest on Vehicle Loan	4,77,986.00	6,34,262.06
Other borrowing costs/finance charges	29,638.00	35,410.25
Total	5,07,624.00	6,69,672.31

Note No. 24

Note 24 A		
Items of income & expenditure exceeding 1% of revenue from operation or Rs.10,00,000/-		
Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
		([^])
a) Factory Expenses	1,31,37,202.00	1,28,07,534.39
b) Electricity and Fuel Charges	2,56,55,642.00	2,36,84,164.00
c) General Expenses	38,36,879.00	31,95,880.67
d) Vehicle Running Expenses	16,36,564.00	18,61,459.94
e) Traveling & Conveyance	3,90,403.00	4,15,949.00
f) Directors Travelling Expenses	62,99,155.00	67,08,192.62
g) Directors Medical Expenses	-	55,245.00
Total	5,09,55,845.00	4,87,28,425.62
Note 24 B		
Payments to Auditors		
Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
		([^])
As Auditors	50,000.00	50,000.00
Taxation matters	1,50,000.00	1,50,000.00
Total	2,00,000.00	2,00,000.00
Note 24 C		
Other Expenses		
Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
		([^])
a) Rent	1,18,000.00	1,31,300.00
b) Repairs to Buildings	49,89,326.00	42,65,514.69
c) Repairs to Plant & Machinery	45,50,026.00	44,22,344.64
d) Insurance	2,60,109.00	2,33,399.00
e) Rates & taxes (excluding taxes on income)	13,06,480.00	7,69,432.08
f) Miscellaneous expenses	69,54,742.00	66,66,728.64
Total	1,81,78,683.00	1,64,88,719.05
Grand Total	6,93,34,528.00	6,54,17,144.67

PRIMA AGRO LIMITED

SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF ACCOUNTS

A. GENERAL INFORMATION

Prima Agro Ltd is a Cochin based Public Limited Company, established in 1987, comprising units engaged in Agricultural activities at Trivandrum and Cochin & in manufacturing compounded animal feed and is having its Registered Office in Cochin. The company went public in 1993 and its shares are listed in major Stock Exchanges in India.

The business entities in the Prima group were promoted by the family of Mr. Sajjan Kumar Gupta, who migrated to Cochin around 50 years back from Rajasthan. A born entrepreneur, Mr. Sajjan Kumar Gupta, whose family was in the business of Flour Mills, developed his business skills over a period of time. In 60s and 70s, the S.K.Gupta family members had flour mills, practically, all over India. They were also actively engaged in trading of commodities and downstream products. Mutually agreed family partitions helped the individual brothers to develop their own family group.

Prima Agro Limited is a listed company in BSE, having paid up capital of Rs 11.19 crores.

B. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

1. Accounting Convention

The financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2016 except for defined employee benefit plans not being accounted in the manner laid down under Ind AS 19 "Employee Benefits".

For all periods up to and including the year ended March 31, 2017, the company prepared its financial statements in accordance with the accounting standards notified under the Section 133 of the Companies Act, 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP).

All amounts included in the financial statements are reported in Indian Rupees rounded off to 2 Decimals.

2. Basis of Measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. All assets and liabilities are classified into current and non-current based on the operating cycle of less than twelve months or based on the criteria of realization/settlement within twelve months period from the balance sheet date.

C. KEY ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements required the management to exercise judgment and to make estimates and assumptions. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revision to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future period.

The areas involving critical estimates or judgments are:

1. Depreciation and Amortization

Depreciation and amortization is based on management estimates of the future useful lives of certain class of property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortization charges.

2. Employee Benefits

The scheme of Gratuity covers gratuity liability of the employees including past services. The annual premium has been charged to Profit and Loss Account on accrual basis as per Company's own computation. The computation as per paragraph 50 of Ind AS 19 "Employee Benefits" has not been applied for accounting for gratuity.

3. Provisions & Contingencies

Provisions and contingencies are based on the Management's best estimate of the liabilities based on the facts known at the balance sheet date.

4. Fair Valuation

Fair Value is the market value measurement of observable market transactions or available market information

D. FUNCTIONAL & PRESENTATION CURRENCY

The functional and presentation currency of the Company is the Indian Rupee (₹).

E. SIGNIFICANT ACCOUNTING POLICIES

1. Property, Plant and Equipment

Subsequent to Transition

- i. Recognition and measurement: Property, plant and equipment are carried at cost

of acquisition less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure related to an item of fixed asset are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All repairs and maintenance are charged to the Statement of Profit and Loss during the financial year in which they are incurred.

- ii. Depreciation: Land is not depreciated. Depreciation of other items of Property, Plant and Equipment are provided on a written down value basis over the estimated useful life of the asset or as prescribed in Schedule II to the Companies Act, 2013. Estimated useful life of items of property, plant and equipment are as follows:

<u>Type of Asset</u>		<u>Estimated Useful Life</u>
Building	:	30 Years
Plant & Equipment	:	15 Years
Furniture & Fixtures	:	10 Years
Vehicles (2 wheelers)	:	10 Years
Vehicles (Others)	:	8 Years
Office Equipment's	:	5 Years
Computer (End User Devices)	:	3 Years
Computer (Others)	:	6 Years
Cycle	:	5 Years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains and losses on disposals are determined by comparing the sale proceeds with the carrying amount and are recognized within exceptional items in the Income statement.

2. Capital Work in Progress

Capital Work in Progress relates to a warehouse under construction in Edayar and the same has been capitalized and transferred to respective fixed assets on completion during the year.

3. Biological Asset

Biological Asset includes livestock which is recognized at cost of acquisition.

4. Financial Assets

- i. Financial assets at amortized cost - Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets at amortized cost are represented by trade receivables, cash and cash equivalent, employee advances and other advances.

- ii. Equity investments - Investment in associates are stated at cost.
- iii. Financial assets at fair value through profit and loss - Financial investments other than the equity investments and investment classified as FVTOCI are measured at FVTPL. These include funds invested in mutual funds.
- iv. Impairment of Financial Assets - The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

5. *Financial Liabilities*

- i. Initial recognition and measurement - Financial liabilities are measured at amortized cost using effective interest method, if any. For trade and other payable maturing within one year from the balance sheet date, the carrying value approximates fair value due to short maturity.
- ii. Liability Component of Financial Instruments - This include cumulative redeemable preference shares wholly held by Ayyappa Roller Flour Mills Limited (Associate Company) with a period of redemption of 13 years. These are recognized at nominal value. The company has not provided for dividend in the books of accounts and is in accordance with the terms of issue of such shares. However, the dividend has been considered for computing EPS during the year in accordance with Ind AS 33.
- iii. Offsetting Financial Instruments - Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

6. *Inventories*

Inventories are valued at cost or net realizable value whichever is lower, cost being determined on First-in First Out (FIFO) method.

7. *Employee Benefits*

The Company operates various post-employment schemes. Contribution to defined contribution schemes like Provident Fund (PF) is accounted for on accrual basis. Post retirement defined benefits (gratuity) as provided by the Company are determined through companies own valuation.

- i. Provision - Provisions are recognized when the Group has a present obligation

(legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

8. Income Tax

- i. Current Income Tax - Provision for current tax is made based on the liability computed in accordance with the relevant tax rates and tax laws.
- ii. Deferred Tax – Deferred tax is recognized on all timing differences between accounting income and taxable income for the year, and quantified using the tax rates and laws enacted or subsequently enacted as on the Balance Sheet date.

The deferred tax assets are recognized and carried forward to the extent that there is a reasonable / virtual certainty as the case may be that sufficient taxable income will be available against which such deferred tax assets can be realized.

9. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipt or payments and item of income or expense associated with investing or financing cash-flows. The cash flow from operating, investing and financing activities of the Company is segregated.

10. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, and is stated net of discounts and returns. The Company recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Company's activities, as described below.

- i. Sale of Goods and Services - Sales are recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer as per terms of contract. Income and fees from services are accounted as per terms of relevant contractual agreements/ arrangements.
- ii. Interest Income - Interest income is recognized on accrual basis.

11. Borrowing Cost

Borrowing costs consist of interest, ancillary and other costs that the Group incurs in connection with the borrowing of funds and interest relating to other financial liabilities.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

12. Exceptional Items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company.

13. Earnings per Share

In accordance with Indian Accounting Standard (Ind AS) 33, 'Earnings per Share' issued by the Institute of Chartered Accountants of India, basic and diluted earnings per share is computed using the weighted average number of equity shares outstanding during the period.

14. Contingent Liabilities

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefit is remote.

15. Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize a contingent asset.

16. Events after the Reporting Period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events, if any, before authorization for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date, if any, are not accounted, but disclosed.

F. ADDITIONAL NOTES FORMING PART OF ACCOUNTS

1. Information on dues to Small Scale Industrial Units.

- i. No case of suppliers, who are covered under the "interest on delayed payments to Small Scale and Ancillary Industrial Undertaking Act, 1933" has come to the notice of the Company.
 - ii. Amount outstanding for payments to SSI's- Rs. 1,81,108.80/-
 - iii. Name of the SSI units to whom the Company owes any sum which is outstanding for more than 1 year: MBR Agro Ind. – Rs. 1,81,108.80/-
 - iv. The above information has been compiled to the extent to which the parties could be identified as Small Scale and ancillary undertakings on the basis of the information made available by the Company.
2. Estimated amounts of contracts remaining to be executed on capital account and not provided for - Nil
 3. Closing stock is as valued and certified by the Management of the company.
 4. Balances in the accounts of debtors, creditors and financial institutions are subject to confirmation.
 5. Capacity Utilization

	For the year ended		
	31 st March 2019	31 st March 2018	31 st March 2017
(a) Trivandrum			
Licensed Capacity	60,000.00	60,000.00	60,000.00
Installed Capacity	60,000.00	60,000.00	60,000.00
Actual production in MTs	39027.35	39027.35	37410.55
(b) Edayar, Cochin			
Licensed Capacity	1,20,000.00	1,20,000.00	1,20,000.00
Installed Capacity	1,20,000.00	1,20,000.00	1,20,000.00
Actual production in MTs	78744.40	78744.40	70440.38

6. Managerial Remuneration

Name of KMP	For the year ended		
	31 st March 2019	31 st March 2018	31 st March 2017
S K Gupta	27,00,000	23,25,000	18,25,161
Swati Gupta	21,00,000	15,50,000	12,07,742

Note:- The managerial remuneration has been paid in accordance with Section II of Part II of Schedule V to the Companies Act, 2013.

7. Terminal Benefits

Name	For the year ended		
	31 st March 2019	31 st March 2018	31 st March 2017
Maya G K - Gratuity	-		1,42,408.00-

Banwari P - Gratuity	-	17,250.00	-
Krishnan C V - Gratuity	-	3,20,976.00	-
Dr. Ravindran - Gratuity Nair E K	-	2,59,082.00	-

8. Earnings per Share(In accordance with Ind AS 33)

	For the year ended		
	31 st March 2019	31 st March 2018	31 st March 2017
Profit/(Loss) after Tax	2,51,86,140.58	3,06,31,005.74	1,73,32,996.76
Less: Cumulative Preference Dividend	60,00,000.00	60,00,000.00	60,00,000.00
Profit/(Loss) Attributable to Equity Shareholders	19,186,140.6	2,46,31,005.74	1,13,32,996.76
Weighted Average Number of Equity Shares	5194900	51,94,900	51,94,900
Earnings per Share			
- Basic	3.69	4.74	2.18
- Diluted	3.69	4.74	2.18

9. Remuneration to Auditors (excluding tax)

	For the year ended		
	31 st March 2019	31 st March 2018	31 st March 2017
Statutory Audit	50,000.00	50,000.00	50,000.00
Taxation	1,50,000.00	1,50,000.00	1,50,000.00
Total	2,00,000.00	2,00,000.00	2,00,000.00

10. Deferred Tax Liability

	For the year ended		
	31 st March 2019	31 st March 2018	31 st March 2017
Opening DTL/(DTA)	3,40,939.00	9,61,447.00	31,65,408.00
Add/(Less): Created/(Reversed) during the year	5,39,296.00	6,20,508.00	22,03,961.00
Closing DTL/(DTA)	(1,98,357.00)	3,40,939.00	9,61,447.00

11. Litigations

- i. During the year 2000-01, a complaint was filed by Food Corporation of India, against the Company in the Honorable High Court of Kerala. At this time, it's not possible to predict the potential financial impact on the Company of an adverse

decision. And in this concern the company has executed a bank guarantee of Rs.10,00,000.00 with State Bank of India, Commercial Branch, Cochin as per the order of Honorable High Court Of Kerala dated 07/04/2000 in C.M.P.18042/2000 in O.P No.10898/2000.

12. Contingent Liabilities

Claims under adjudication not acknowledged as debts: Nil

13. The Company has not appointed Internal Auditor in accordance with sections 138, 204 of the Companies Act, 2013.

14. The Company has appointed Company Secretary in accordance with the provisions of section 203 of the Companies Act, 2013.

15. Related Party Transactions

i. List of Related parties with whom transactions have taken place and relationships

Name of Related Party	Relationship
Swati Gupta S K Gupta	Key Managerial Personnel

ii. Related Party Transaction

S No.	Nature of Transaction	KMP		Associates	
		As at 31 st March 2019	As at 31 st March 2018	As at 31 st March 2019	As at 31 st March 2018
1	Managerial Remuneration	48,00,000.00	38,75,000.00	-	-
2	Advances Paid/Received	-	-	75,94,253.36	1,60,85,969.08
3	Outstanding Balance of Advances Paid	-	-	2,61,51,660	3,37,45,913.36

iii. Advances granted to the following related parties are not in the ordinary course of business transactions.

S No.	Name of Associate Company	As at 31 st March 2019		As at 31 st March 2018	
		Granted during the year	Outstanding	Granted during the year	Outstanding
1	Ayyappa Real Estate (P) Ltd.	-	8,478.00	-	8,478.00
2	Prima Alloys (P) Ltd.	-	7,500.00	-	7,500.00
3	Ayyappa Roller	10,01,770.00	2,48,20,351.00	1,20,80,660.00	2,48,28,581.08

	Flour Mills Ltd.				
4	PAPL Exim India Ltd.	-	1,18,814.00	-	1,16,413.80
5	Prima Credits Ltd.	6,600.00	15,200.00	-	8,600.00
6	Prima Industries Ltd.	7,01,364.00	11,81,947	38,99,802.00	79,90,179.00

iv. Advances received from related parties are not in the ordinary course of business transactions.

S No.	Name of Associate Company	As at 31 st March 2019		As at 31 st March 2018	
		Amount received during the year	Outstanding	Granted during the year	Outstanding
1	Prima Beverages (P) Ltd.	8,29,631.92	43,470.00	-	8,478.00

16.The Company has formed an audit committee in accordance with section 177 of Companies Act, 2013.

17.Previous year figures have been regrouped or recast wherever necessary to suit current year's layout.

As per our report of even date attached

For **PRIMA AGRO LIMITED**

For **VBV & ASSOCIATES**
Chartered Accountants
FRN: 013524S

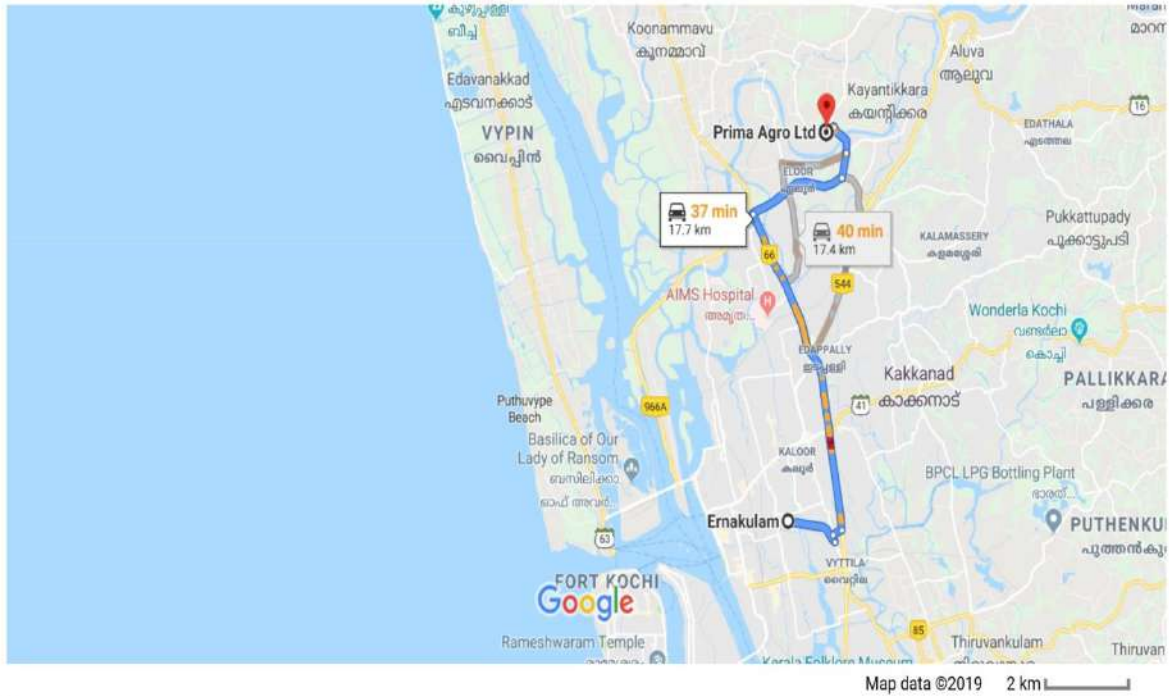
S K GUPTA
Chairman & M.D

SWATI GUPTA
Deputy Managing Director

CA VIPIN M, FCA
Partner
Membership No: 215126

Place : Cochin-16
Date : 30.05.2019

ROUTE MAP TO PRIMA AGRO LTD



PRIMA AGRO LIMITED

CIN: L15331KL1987PLC004833
Regd.Office: "Door No: V/679-C, Industrial Development Area,
Muppathadam P O, Edayar, Cochin – 683 110

ATTENDANCE SLIP

(Please present this slip at the Meeting Venue)

I/We hereby record my/our presence at the 32nd Annual General Meeting of the Company, to be held on Thursday, the 26th day of September, 2019 at 11.00 a.m. at the Registered Office of the Company at Door No.V/679-C, Industrial Development Area, Muppathadam P.O., Edayar, Cochin -683 110, Kerala and at any adjournment thereof.

Signature of the Shareholder(s) /Proxy's:

Shareholders/Proxy's Full Name (In Block Letters):.....

Folio No./Client ID:.....

No. of Shares Held:.....

Notes:

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip/Proxy form as the case may be and handover at the entrance duly signed.
2. Shareholder/Proxy holder attending the meeting should bring his copy of the Annual Report for reference at the meeting.
3. A Proxy need not be a member of the company.
4. In case of joint holders, the vote of the senior who tends a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

Form No. MGT -II

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L15331KL1987PLC004833
Name of the Company : PRIMA AGRO LTD
Registered Office : Door No.V/679-C, Industrial Development Area
Muppathadam.P.O., Edayar, Cochin - 683 110

Name of the member(s):

Registered Address:

Email ID:

Folio No./Client ID:

DP ID:

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1. Name :.....
Address:.....
Email ID :.....
Signature :.....or failing him.....

2. Name :.....
Address:.....
Email ID :.....
Signature :.....or failing him.....

3. Name :.....
Address:.....
Email ID :.....
Signature :.....or failing him.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Thursday, the 26th day of September, 2019 at 11.00 a.m. at the Registered Office of the Company at Door No.V/679-C, Industrial Development Area, Muppathadam.P.O., Cochin – 683 110, Kerala and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions

Signed this..... day of September 2019

Signature of shareholder

Signature of Proxy Holder (s)

Affix Rs.1/- Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.