



PIONEER AGRO EXTRACTS LTD.

Dated 04.10.2019

To,

The Deputy General Manager,
Department of Corporate Services
BSE Limited,
23rd Floor, P.I Tower, Dalal Street,
Mumbai

Sub: Submission of Annual Report for the F.Y ended 31.03.2019 under regulation 34(1) of SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015 after being approved and adopted in the Annual General Meeting.

Dear Sir,

Please find enclosed herewith the following documents pursuant to listing Agreement.

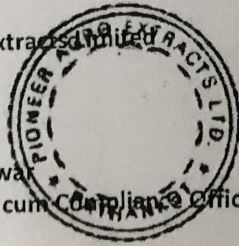
1. Annual Report, Director report with all disclosures/certificates, Balance Sheet and Profit & Loss Account, Cash Flow statement for the Financial Year ended on 31st March, 2019 under Regulation 34(1) of SEBI (Listing obligation and Disclosure Requirements) Regulations 2015 after being approved and adopted in the Annual General Meeting.

We hope you will find the above information in order and acknowledge receipt. Kindly take the above on your record.

Thanking You,

FOR Pioneer Agro Extracts Limited

Dikshant Singh Panwar
Company Secretary cum Compliance Officer.
ACS-42741



The Pioneering Continues...



27th Annual Report 2018-2019



CORPORATE INFORMATION

BOARD OF DIRECTORS

Chairman cum Managing Director

Mr. Jagat Mohan Aggarwal

Executive Director

Mr. Ajay Kumar Goel

Mr. Bharat Bhushan Aggarwal

Independent Director

Mr. Rajinder Kumar Uppal

Dr. Dinesh Sharma

Mr. Sanjeev Kumar Kohli

Mrs. Neeraj Sharma

Statutory Auditor

M/S Sumeet Behl & Associates

Internal Auditor

Yudhistar Sharma & Co. Chartered Accountants

Secretarial Auditor

Anuj Bansal & Associates
Practicing Company Secretaries

Registrar & Transfer Agent

Abhipra Capital Limited,
Abhipra Complex, A- 387,
Dilkush Industrial Area, Azadpur
Delhi-110033

Committees of the Board

1. **Audit Committee**
2. **Nomination and Remuneration Committee**
3. **Stakeholders Relationship Committee**

Company Secretary & Compliance Officer

Mrs Ragini Mahajan (upto 15.05.2019)
Mr. Dikshant Singh Panwar (w.e.f 15.07.2019)

Chief Financial Officer

Mr. S.M. Parashar

Registered Office

Chhoti Nahar, Malakpur, Pathankot, Punjab-145025

Bankers

Jammu & Kashmir Bank Limited

Warehouse Gurdaspur Road,
Pathankot, Punjab-145001



| <u>INDEX</u> | <u>PAGE NO</u> |
|---|-----------------------|
| A) NOTICE | 4-13 |
| B) DIRECTOR REPORT | 14-20 |
| C) CORPORATE GOVERNANCE REPORT | 21-26 |
| D) MANAGEMENT DISCUSSION AND ANALYSIS REPORT | 27-28 |
| E) INDEPENDENT AUDITOR CERTIFICATE | 29-29 |
| F) CEO/CFO CERTIFICATION | 30-30 |
| G) ANNEXURE-A | 31-32 |
| H) ANNEXURE-B-AOC-2 | 33-33 |
| I) ANNEXURE-C- SECRETARIAL AUDIT REPORT | 34-38 |
| J) ANNEXURE-D- MGT-9 | 39-46 |
| K) INDEPENDENT AUDIT REPORT | 47-53 |
| L) BALANCE SHEET / P&L / CASH FLOW STATEMENT | 54-65 |
| M) ROUTE MAP FOR 27TH AGM | 66-66 |



NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of Pioneer Agro Extracts Limited will be held at the Registered Office of the Company at Chhoti Nehar, Malakpur, Pathankot – 145025 (Punjab) on Monday, the 30th day of September, 2019 at 2.00 P.M. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and Statement of Profit and Loss & Cash Flow Statement for the year ended on that date, the Reports of Directors and Auditor's thereon.

To consider and if thought fit, to pass, the following resolution as ordinary resolution:

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2019, the statement of Profit and loss for the year ended 31st March, 2019 the Cash Flow Statement for the year ended 31st March, 2019 and notes forming part of the documents referred above and the report of the Directors and the Auditors of the Company, be and are hereby approved and adopted.”

2. To appoint a Director in place of Mr. Ajay Kumar Goel, having director identification number 01105207, who retires by rotation and being eligible, has offered himself for re- appointment.

To consider and if thought fit, to pass, the following resolution as ordinary resolution:

“RESOLVED THAT Mr. Ajay Kumar Goel, Director (DIN: 01105207), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Special Business

3. To consider the re-appointment of Sh. Rajinder Kumar Uppal as an Independent Director (DIN: 06879625) of the Company.

To consider and if thought fit, to pass, the following resolution a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval given by the Nomination and Remuneration Committee and further subject to approval of Members of the Company by Special Resolution, Mr. Rajinder Kumar Uppal, Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a term of five year with effect from 1st October, 2019 to 30th September, to 2024 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.



RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to sign and file all the necessary papers, documents, forms, comply with necessary legal and procedural formalities and to do all acts, deeds and things necessary for the purpose.”

4. To consider the re-appointment of Sh. Dinesh Sharma as an Independent Director (DIN: 02989514) of the Company.

To consider and if thought fit, to pass, the following resolution a special resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the approval given by the Nomination and Remuneration Committee and further subject to approval of Members of the Company by Special Resolution, Mr. Dinesh Sharma, Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a term of five year with effect from 1st October, 2019 to 30th September, 2024 and shall not be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to sign and file all the necessary papers, documents, forms, comply with necessary legal and procedural formalities and to do all acts, deeds and things necessary for the purpose.”

**By Order of the Board of Directors
For Pioneer Agro Extracts Limited**

**Sd/-
(Dikshant Singh Panwar)
Company Secretary
ACS- 42741**

Place: Pathankot
Date 22-08-2019



Details of Director Seeking Re-appointment at the Annual General Meeting

The Company currently has Four Independent Directors and Three Non-Independent Directors, Mr. Jagat Mohan Aggarwal, Mr. Bharat Bhushan Aggarwal and Mr. Ajay Kumar Goel and in order to comply with the provisions of Section 152 of Companies Act, 2013, Mr. Ajay Kumar Goel, Director, retires at this Annual general Meeting and being eligible for Re-appointment, offers himself for Re-appointment subject to approval of Shareholder.

Further in terms of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a brief resume of the Director who is proposed to be re-appointed in this meeting, nature of his expertise in specific functional areas, disclosure of relationships between Directors inter-se, his other Directorships and the membership, his shareholding is given below:

Mr. Ajay Kumar Goel

Mr. Ajay Kumar Goel, born on 17th May, 1955, is on the Board of Directors of the Company since 2008. He does not hold any shares in the Company;

Nature of his expertise in specific functional Areas: Joint Managing Director of the company having vast experience in Finance and Accounts and Marketing;

Mr. Ajay Kumar Goel does not hold Directorship in any other listed Company.

NOTES: -

- A. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto and forms part of the notice.
- B. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
- C. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- D. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
- E. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- F. Members, who have not registered their e-mail id so far, are requested to registered their email for receiving all communication including Annual Report, Notices etc from the company electronically, with the Company's Registrar and Share transfer agent at rta@abhipra.com or with the company at complianceofficer@pioneeragro.co.in
- G. Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s. Abhipra Capital Limited, Abhipra



Complex, A-387, Dilkush Industrial Area, G.T Road, Azadpur, Delhi-110001.

- H. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
- I. Information required under Regulation 17(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Relating to Corporate Governance) with respect to the Director retiring by rotation and being eligible, seeking re-appointment is given in the Corporate Governance Report annexed to this Annual Report.
- J. The instructions for the voting through electronic means are given in the Annexure A to this notice.
- K. 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 the PAN to their Depository Participant with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the company.
- L. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
- M. Members holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent (Abhipra Capital Ltd) of the Company:
- Any change in their address / bank mandate.
 - Particulars of their bank account, in case they have not been sent earlier.
 - Nomination in form SH-13, in duplicate, as provided under section 72 of the Companies Act, 2013, in case they have not been sent earlier.
 - Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholding into one account.
- N. Electronic copy of annual report 2019 and notice of the 27th Annual General Meeting of the Company inter alia indication the process and manner of e-Voting along with 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 above documents are being sent in the permitted mode.
- O. Members are requested to affix their signatures at the space provided on the attendance slip annexed to proxy form and handover the slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the AGM.
- P. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website <http://www.pioneeragro.co.in/> for download. The physical copies of such documents will also be available at company's office at Chhoti Nehar, Malakpur, Pathankot – 145025 (Punjab) for inspection during normal business hours on working days.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Resolution No. 3



The members at the Annual General Meeting held on 30.09.2014 approved the appointment of sh. Rajinder Kumar Uppal (DIN: 06879625) as an independent director of the company for a period of five years with effect from 1st October, 2014. The Board of Directors of the Company, on recommendations of Nomination and remuneration committee, recommended for the approval of members, the re-appointment of Sh. Rajinder Kumar Uppal as an independent director of the Company for a period of five years with effect from 1st October, 2019, in terms of section 149 read with schedule IV of the Companies Act, 2013 and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 201, or any amendment thereto or modification thereof.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sh. Rajinder Kumar Uppal as an Independent Director. Declaration has been received from Sh. Rajinder Kumar Uppal that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Shri Rajinder Kumar Uppal fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Sh. Rajinder Kumar Uppal as an Independent Director for another term of five consecutive years with effect from 1st October, 2019 to 30th September, 2024, for the approval by the shareholders of the Company.

Resolution No. 4

The members at the Annual General Meeting held on 30.09.2014 approved the appointment of Dr. Dinesh Sharma (DIN: 02989514) as an independent director of the company for a period of five years with effect from 1st October, 2014. The Board of Directors of the Company, on recommendations of Nomination and remuneration committee, recommended for the approval of members, the re-appointment of Dr. Dinesh Sharma as an independent director of the Company for a period of five years with effect from 1st October, 2019, in terms of section 149 read with schedule IV of the Companies Act, 2013 and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 201, or any amendment thereto or modification thereof.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Dinesh Sharma as an Independent Director. Declaration has been received from Dr. Dinesh Sharma that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Dr. Dinesh Sharma fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Dr. Dinesh Sharma as an Independent Director for another term of five consecutive years with effect from 1st October, 2019 to 30th September, 2024, for the approval by the shareholders of the Company.



**By Order of the Board of Directors
For Pioneer Agro Extracts Limited**

**Sd/-
(Dikshant Singh Panwar)
Company Secretary
ACS- 42741**

Place: Pathankot
Date 22-08-2019

Annexure A to the notice

Instructions for the voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, and rules framed there under and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
1. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - a) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th September, 2019 (9:00 am) and ends on 29th September, 2019 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?



2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
3. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
4. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

6. Your password details are given below:
 - b) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - c) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - d) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email



- ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
7. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then,click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- Select “EVEN” of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc.



- with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bskashtwal@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- VI. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the company as on cutoff date. A person, whose name is recorded in the register of members or in the register of beneficial, owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting /voting at the AGM through ballot paper.
- VII. Mr. Baldev Singh Kashtwal (FCS No.3616 and C.P. No 3169) partner of RSM & Co , Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, would count the vote cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the company or a person authorized by him in writing who shall countersign the same.
- IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pioneeragro.co.in and on the website of NSDL immediately after the declaration of results by the Chairman or person authorized by him in writing. The results shall be immediately forwarded to the BSE Limited, Mumbai



CIN: LI5319PB1993PLC012975

REGISTERED OFFICE: CHOTTI NEHAR, MALAKPUR, PATHANKOT (Punjab)-145024

Phone: +91-186-2345352, Fax: +91-186-2345351, E-mail: complianceofficer@pioneeragro.co.in

Website: www.pioneeragro.co.in

ATTENDANCE SLIP

I hereby record my presence at the TWENTY SEVENTH ANNUAL GENERAL MEETING of the Company at Chotti Nehar, Malakpur, Pathankot-145025 at 2.00 P.M on Monday, the 30th September, 2019.

| | | |
|--|--------------------|-----------|
| | | |
| Full Name of the Member (in Block letters) | No. of shares held | Signature |

Folio No...../DP ID No.*.....&Client ID No.*.....

*Applicable for members holding shares in electronic form

.....
Full name of Shareholder/Proxy
(in block letters)

NOTE : Member/Proxy wishing to attend the Meeting must bring the Admission Slip to the Meeting and hand over duly signed at the registration counter.



**Form No MGT-11
PROXY FORM
CIN: L15319PB1993PLC012975
PIONEER AGRO EXTRACTS LIMITED
Regd. Office: Chhoti Nehar, Malakpur-145025, Pathankot (Punjab)**

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

Name of the Member (s):

Registered Address:

Email ID:

Folio No. / Client ID:

DP ID:

I/We, being the member(s) ofShares 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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on the 30th Day of September, 2019 at 2.00 P.M. at Chhoti Nehar, Malakpur-145025, Pathankot (Punjab) and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolutions | For | Against |
|--|-------|---------|
| 1. Consider and adopt Audited Financial Statement, Reports of the Board of Director and Auditor: | | |
| 2. Re-appointment of Shri Ajay Kumar Goel, retiring by rotation: | | |



Special Business:

- 3. To consider the re-appointment of Sh. Rajinder Kumar uppal as an Independent Director of the Company:
- 4. To consider the re-appointment of Sh. Sh. Dinesh Sharma as an Independent Director of the Company:

Signed this.....day of.....2019

Signature of Shareholder

| | |
|-------|---------|
| Affix | Revenue |
| Stamp | |

Signature of Proxy holder(s)

Note: The 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.

REGISTERED OFFICE: CHOTTI NEHAR, MALAKPUR, PATHANKOT (Pb.) - 145 024

Phone: +91-186-2345352, Fax: +91-186-2345351, E-mail: complianceofficer@pioneeragro.co.in

Website: www.pioneeragro.co.in

Folio No./ DP ID & Client ID :

Sl. No. :

Number of shares held:
Name & Address

Dear member,

Sub: Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, and rules framed there under and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members e-voting facility to cast their votes electronically in respect of the business to be transacted at the 27th Annual General Meeting scheduled to be held on Monday, 30th September, 2019 at 2.00 P.M The Company has engaged the services of National Securities Depository Ltd (NSDL) for providing e-voting facilities. In this regard, you're Demat Account / Folio Number has been enrolled by the Company for your participation in e-voting on resolutions placed by the Company on e-voting system.

The e-Voting particulars are set out below:

| EVEN (E-Voting Event Number) | User ID | Password |
|------------------------------|---------|----------|
| | | |

The e-voting facility is available during the following voting period:

Commencement of e-voting: From 27th September, 2019 at 9.00 a.m.

End of e-voting: Up to 29th September, 2019 at 5.00 p.m.

The cut-off date (i.e. the record date) for the purpose of e-voting is 22nd September, 2019.

E-voting facility is available at the link – <https://www.evoting.nsdl.com>

Please refer the detail instructions printed overleaf for e-voting. This communication forms an integral part of the Notice dated 22nd August, 2019 for the 27th Annual General Meeting (AGM) to be held on Monday, 30th September, 2019 at 2.00 P.M.

The Notice of the Annual General Meeting of the Company can also be downloaded from the website of the company, www.pioneeragro.co.in



Place: Pathankot, Punjab

Date: 22-08-2019

By Order of the Board of Directors
For Pioneer Agro Extracts Limited

Sd/-

(Dikshant Singh Panwar)

Company Secretary

ACS- 42741

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 27th Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2019.

Financial Results:

| Particulars | (Amount- Rs Lakh) | (Amount- Rs Lakh) |
|--|-------------------|-------------------|
| | March 31, 2019 | March 31, 2018 |
| Gross Sales | 0.00 | 0.00 |
| Less: State Excise & VAT | 0.00 | 0.00 |
| Net Sales | 0.00 | 0.00 |
| Other Income | 61.10 | 145.87 |
| Total | 61.10 | 145.87 |
| Profit before depreciation & taxation | 1.31 | 79.00 |
| Less: Depreciation | 12.22 | 17.56 |
| Less: Provision for taxation | 4.75 | 2.81 |
| Profit after taxation | 13.53 | 99.37 |
| Add: Balance brought forward from previous year | -347.64 | -447.01 |
| Surplus available for appropriation | 0 | 0 |
| Appropriations | 0 | 0 |
| General Reserves | 0 | 0 |
| Proposed Dividend | 0 | 0 |
| Tax on Dividend | 0 | 0 |
| Additional depreciation on fixed asset | 0 | 0 |
| Balance carried to Balance sheet | -337.11 | -347.64 |

The company has not carried on any business activity during the year under review.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, your company's income which consisted of non-operating activities only stands at Rs.13.53 Lacs (Previous Year Rs 99.37 Lacs).

INFORMATION ON STATE OF COMPANY'S AFFAIR



The company has not carried on any business activity during the year under review.

DIVIDEND:

During the year under review, the Company has not carried on any business activity and as a result of which, the Board of Directors have not recommended any dividend on the equity share capital. The Company wants to conserve the resources of the company.

SHARE CAPITAL:

The Company has issued and subscribed capital of 439.79 in lacs (divided into 43,97,900 equity shares of Rs. 10 each, out of which 43,32,300 shares of Rs. 10 are fully paid up and 65,600 shares are paid up to the tune of Rs. 4 each (Rs. 6 per share forfeited). Therefore the paid up Capital of the Company stands at 435.85 (lacs).

FINANCE:

Cash and cash equivalents as at March 31, 2019 was 132.99 (Lacs). The company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT

The observation made in the Auditors' Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

AUDITORS

At the AGM held on August 27, 2018, the members approved the appointment of M/s. Sumeet Behl & Associates, Chartered Accountants (FRN No: 013655N), as statutory auditors for a period of five years commencing from the conclusion of twenty sixth AGM till the conclusion of thirty first AGM.

COST AUDIT

The provisions regarding applicability of Cost Audit are not applicable to the company due to non-operation of unit.

INTERNAL AUDITORS

The Company is not in Operation since more than four years but M/s Yudhistir & Co., Chartered Accountants has been appointed as Internal Auditor pursuant to Section 138 of the Companies Act, 2013 for the Financial Year 2018-19. However, the Company has adequate internal financial controls in place and the same is operating effectively having regard to company's size and operations.

DETAILS AND INFORMATION AS REQUIRED UNDER SECTION 134(3) (1) OF THE COMPANIES, ACT 2013

No material changes and commitments have taken place between the end of the financial year of the Company to which balance sheet relates and date of report, which affects the financial position of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:



The members of the company in the 26th Annual General Meeting held on 27th August, 2018 had approved loans of an amount of 2.70 Crores to Pioneer Industries limited (a body corporate in which director is interested), pursuant to the provisions of section 185(2) of the Companies Act, 2013.

The detail of the investments made by company is given in the notes to the financial statements.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

Information in accordance with the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earning and outgo is given in the **Annexure No A**, which forms part of the Board Report.

FOREIGN EXCHANGE EARNINGS AND OUT-GO:

During the period under review there was no foreign exchange earnings or out flow.

INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

DIRECTORS:

As per the Provision of Section 152 of the Companies Act 2013 Sh. Ajay Kumar Goel, Whole Time Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. Your Board of Director has recommended his appointment in their meeting held on 15.05.2019.

Further, in ensuing Annual General Meeting, the re-appointment of Sh. Rajinder Kumar Uppal and Dr. Dinesh Sharma, as an independent director of the Company will be considered for a period of further five years in terms of section 149 read with schedule IV of the Companies Act, 2013 and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 201, or any amendment thereto or modification thereof.

DECLARATION OF INDEPENDENCE BY DIRECTORS

The company has received the declaration from all the Independent Directors of the Company Mr. Sanjeev Kohli, Mrs. Neeraj Sharma. Mr. Rajinder Kumar Uppal and Mr. Dinesh Sharma confirming that they meet to



the criteria of Independence prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and regulation 16(1) (b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Appointment & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

Pursuant to the provisions of Section 203 of the Act the following are the Key Managerial Personnel (KMP) of the company as on the date of this report.

Mr. Jagat Mohan Aggarwal, Managing Director, Mr. Shyam Manohar Parashar, Chief Financial Officer and Mrs. Ragini Mahajan, Company Secretary cum compliance officer.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- I. In the preparation of the annual accounts, the applicable accounting standards have been followed.
- II. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- III. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- IV. The directors have prepared the annual accounts on a going concern basis.
- V. 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.
- VI. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

The particulars of contracts entered into by the company with its related party i.e. Pioneer Industries Limited pursuant to Section 188 of the Companies Act, 2013 is annexed herewith in Form AOC-2. "**Annexure B**". which forms a part of the Report.

SECRETARIAL AUDITORS

Anuj Bansal & Associates, Company Secretaries, Jalandhar, has conducted the secretarial audit for the financial year 2018-19. The Secretarial Audit report is annexed herewith as "**Annexure C**"

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is available on the website of the Company www.pioneeragro.co.in and also annexed herewith as "**Annexure D**".

SUBSIDIARY COMPANIES



The Company does not have any subsidiary.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in “Zero Tolerance” against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as “code of business conduct” which forms an Appendix to the Code. The Code has been posted on the Company’s website www.pioneeragro.co.in.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

BUSINESS RISK MANAGEMENT:

At present the company has not identified any element of risk which may threaten the existence of the company.

MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Six Board Meetings, Three Remuneration Committee, Four Stakeholders Relationship Committee, One Independent Director Meeting, and Five Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees’ particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS



The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement

ACKNOWLEDGEMENTS

Your directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The Board places on record its appreciation for the support and cooperation your Company has been receiving from its suppliers, stockiest, retailers, business partners and other associated with the company as its trading partners. Your company looks upon them as partners in its progress and has shared with them the rewards of growth.

For and on behalf of the Board

Sd/-
(Ajay Kumar Goel)
Joint Managing director
Din No -01105207

sd/-
(Jagat Mohan Aggarwal)
Managing Director
Din No- 00750120

Place: Pathankot
Dated: 22.08.2019

**CORPORATE GOVERNANCE:****1. PHILOSOPHY:**

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were man-dated by the legislation. Transparency, integrity, professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. Your company has fulfilled all the existing guidelines under clause 49 of the listing agreement.

2. BOARD OF DIRECTORS:**a) Composition, Category of Directors and their other directorship as on March 31, 2019.**

| Name of the Director | Category of Directorship | Director in other Companies |
|-----------------------------|--|------------------------------------|
| Mr. Jagat Mohan Aggarwal | Executive (Chairman & Managing Director) | 3 |
| Mr. Ajay Kumar Goel | Joint Managing Director | 3 |
| Mr. Bharat Bhushan Goel | Executive (Whole time Director) | Nil |
| Mr. Dinesh Sharma | Non-Executive (Independent Director) | Nil |
| Mr. Sanjeev Kumar Kohli | Non-Executive (Independent Director) | Nil |
| Mr. Rajinder Kumar Uppal | Non-Executive (Independent Director) | Nil |
| Ms Neeraj Sharma | Non-Executive (Independent Director) | Nil |

b) Directors' attendance record:

| Name of the Director | Board Meetings attended during the year | Whether attended last AGM |
|-----------------------------|--|----------------------------------|
| Jagat Mohan Aggarwal | 6 | YES |
| Ajay Kumar Goel | 6 | NO |
| Bharat Bhushan Aggarwal | 6 | YES |
| Dinesh Sharma | 6 | YES |



| | | |
|----------------------|---|-----|
| Rajinder Kumar Uppal | 6 | YES |
| Sanjeev Kumar Kohli | 6 | NO |
| Neeraj Sharma | 6 | NO |

c) Directors' attendance record:

No. of Board Meetings held and its date:

| Sr. No | Date of Board Meeting | Board Strength | No. of Directors Present |
|--------|-----------------------|----------------|--------------------------|
| 1 | 25.04.2018 | 6 | 6 |
| 2 | 30.05.2018 | 6 | 6 |
| 3 | 31.07.2018 | 6 | 6 |
| 4 | 11.10.2018 | 6 | 6 |
| 5 | 08.11.2018 | 6 | 6 |
| 6 | 25.01.2019 | 6 | 6 |

d) Name of the listed Companies and category of Directorship.

None of the Director of the company having directorship in other listed companies.

3. COMMITTEES OF THE BOARD**a) Audit Committee****i) Terms of Reference:**

The Audit Committee assists the Board in the dissemination of financial information and in overseeing the financial and accounting process in the Company. The terms of reference of the Audit Committee covers all matters specified in Regulation 18 of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 and also as per section 177 of the Companies Act, 2013. The Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

ii) Composition:

The Audit committee consists of two independent Directors and one Executive Directors Mr. Rajinder Kumar Uppal has been designated as chairman of the committee. The committee met 5 times during the financial year ended March 31, 2019. The attendance record of the members at the meeting were as follows

| Name of The Member | Designation | No Meetings attended |
|----------------------|-------------|----------------------|
| Rajinder Kumar Uppal | Chairman | 5 |



| | | |
|----------------------|--------|---|
| Dinesh Sharma | Member | 5 |
| Jagat Mohan Aggarwal | Member | 5 |

iii) Meetings and Attendance

The Committee met five times viz. 20.04.2018, 30.05.2018, 31.07.2018, 08.11.2018 and 25.01.2019 during the year.

b) Nomination & Remuneration Committee and policy:

The terms of reference of Nomination and Remuneration Committee are in accordance with Section 178 of the companies Act 2013.

| Name of The Member | Designation |
|---------------------------|--------------------|
| Rajinder Kumar Uppal | Chairman |
| Dinesh Sharma | Member |
| Sanjeev Kohli | Member |

The committee met 3 times during the financial year ended March 31, 2019. The attendance record of the members at the meeting were as follows

| Name of The Member | Designation | No Meetings attended |
|---------------------------|--------------------|-----------------------------|
| Rajinder Kumar Uppal | Chairman | 3 |
| Dinesh Sharma | Member | 3 |
| Sanjeev Kohli | Member | 3 |

Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings.

The Nomination and remuneration committee has formulated policy which is related to the remuneration for the directors, Key managerial Person and other employee. The Policy ensures that:-

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motive directors for the quality required to run the business successfully.
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
- c) Remuneration to directors, Key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long- term performance objectives appropriate to the working of the company and its goal. It also entrusted to formulate the criteria for determining Qualification, positive attributes, independence of director

c) Stakeholders Relationship Committee:

During the year 2018-19 the Shareholders/Investors Grievance committee that also acts as Share Transfer Committee met 3 times.

The attendance at the Shareholders/Investors Grievance Committee is given below



| Name of the Member | No. of meeting held | No. of meeting attended |
|---------------------------|----------------------------|--------------------------------|
| Rajinder Kumar Uppal | 3 | 3 |
| Dinesh Sharma | 3 | 3 |
| Jagat Mohan Aggarwal | 3 | 3 |

During the year 2018-19, No complaints were received from shareholders and investors. All the complaints have generally been resolved to the satisfaction of the complainants except for disputed cases and sub-judice matters, if any, which would be solved on final disposal by the courts/ forums where they are pending.

MANAGERIAL REMUNERATION

Pursuant to Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

1. None of the director including Managing Director and Whole time –Director has received remuneration or commission during the financial year ended on 31st March, 2019.
2. None of the Employee, who was in employment throughout the financial year 2018-19, has received the remuneration in the aggregate of Sixty Lacs Rupees or more.
3. None of the Employee, who employed for a part of the financial year 2018-19, at a rate which, in aggregate have not less than five lakh rupees P.M
4. None of employee who has employed throughout the year at a rate which in aggregate is in excess of drawn by M.D, WTD and hold himself with or along with spouse and dependent children, not less than two percent of equity share of company.

INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent Directors met on November 8, 2018, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

4. SHAREHOLDERS:

a. (i) Means of Communication:

The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the company are sent to the stock exchanges immediately after they are approved by the Board and are also published in one vernacular news paper viz. "Aaj Di Awaj" and one English news paper viz. ThePioneer". Also they are uploaded on the company's website www.pioneeragro.co.in. The results are published in accordance with the guidelines of the Stock Exchanges.



(ii) In line with the existing provisions of the Listing Agreement, the Company has created a separate e-mail address viz. complianceofficer@pioneeragro.co.in to receive complaints and grievances of the investors.

(iii) Shareholding Pattern, Corporate Compliance. Certificate of each quarter are sent to stock exchanges before the due date of quarter compliance and the same are also upload immediately on the company web-site.

b. Share Transfers Agents:

M/s. Abhipra Capital Ltd., Abhipra Complex, A-387 Dilkhush Industrial Area GT Karnal Road Azadpur Delhi - 110033.

c. Dematerialization and liquidity:

In accordance with SEBI circular SEBI/Cir/ISD/3 2011 dated 17 June, 2011, the entire shareholding of Promoters and Promoter Group are held in dematerialized form.

d. Share Transfer System:

All physical share transfers are affected within 15 days of lodgment, subject to the documents being in order. Further, as per SEBI directions related with transfer of shares, it has been decided that with effect from 01.04.2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository.

e. General Body Meetings :

Details of last three Annual General Meetings are as under.

| Financial Year | Date | Time | Venue |
|----------------|------------|-----------|---|
| 2017-18 | 27-08-2018 | 02:00 P.M | Chotti Nehar Malakpur Pathankot- 145025 |
| 2016-17 | 21-09-2017 | 11.30 A.M | Chotti Nehar Malakpur Pathankot- 145025 |
| 2015-16 | 30-09-2016 | 11.30 A.M | Chotti Nehar Malakpur Pathankot- 145025 |

5. Additional shareholders information :

a) **Annual General Meeting Date** :September 30, 2019

Venue: Chotti Nehar Malakpur, Pathankot (Punjab) **Time** : 2.00 P.M

b) **Book Closure:**

The register of members and share transfer books of the company shall remain closed from September 21, 2019 to September 30, 2019 (both days inclusive) for AGM.

c) **Dividend Payment Date:**

The Board of Director does not recommend any dividend on financial year 2018-19.

d) **Listing in stock exchanges and stock codes**

The names of stock exchanges at which the equity shares are listed and respective stock codes are as under:



| Name of the stock Exchanges | Stock Code No. |
|-----------------------------|----------------|
| Bombay Stock Exchange | PIONAGR |

f) Shares held in physical and dematerialized form:

As on March 31, 2019 92% of shares were held in dematerialized form and the rest in physical form.

g) Outstanding GDR's/ADR's/Warrant's/Con-vertible instruments and their impact on equity.

NIL.

h) Address for correspondence

Chotti Nehar, Malakpur Pathankot-145025

Telephone : 086- 2245353/54/55

E-Mail: complianceofficer@pioneeragro.co.in

Website: www.pioneeragro.co.in

6. Disclosures:

The company has not entered into any transaction of a material nature with the Promoters, the Directors or the Management, their relatives etc. that may have any potential conflict with the interests of the company.

The company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets.

For and on behalf of the Board of Director

Sd/-

(Ajay Kumar Goel)

Joint Managing Director

Din 01105207

Sd/-

(Jagat Mohan Aggarwal)

Managing Director

Din: 00750120

Place: Pathankot

Date: 22.08.2019



MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDUSTRY STRUCTURE & DEVELOPMENT

Your company (PAEL) was incorporated on 20th of January, 1993 with The Registrar of Companies, Punjab, with main object for manufacturing of Vanaspati, refined oils and other related products. In 1993, PAEL set up a 30 TPD vanaspati plant at Village Azizpur, The. and Distt. Pathankot, Punjab. The unit started commercial production in July, 1994. In 1995, PAEL enhanced the capacity to 80 TPD of vanaspati and refined oil and 10 TPD of stearic acid at the same location. The project was completed in record time and started the commercial production before the scheduled time on enhanced capacity. In 2002, PAEL enhanced the production capacity of Refined Oil from 30 TPD to 90 TPD.

It was a leading manufacturer and marketer of healthier edible and vanaspati oils having strong portfolio of Brand viz ISHWAR. Company experienced a cut throat competition from other established market players and unorganized sectors, and Company had sold its edible and vanaspati oil business in year 2015. Currently it is listed on BSE Limited, Promoters along with PAC of the company holds 60.35% equity shares in the company. Jagat Mohan Aggarwal is the chairman and managing director of the company. In line with expansion plans, Pioneer Agro is keen on identifying new and different business opportunity in worldwide markets with an aim to replicate its leadership position in new business.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has evolved a system of internal controls to ensure that the transactions are authorized, recorded and correctly reported. The internal control system is supplemented by management reviews and independent periodical internal audit which evaluates the functioning and quality of internal control and provide assurance of its adequacy and effectiveness.

The Key Constituents of the Internal Control System are:

- Establishment and review of Business Plans
- Identification of Key Risks and opportunities
- Policies on operational and strategic risk management
- Clear and well defined organization structure and limits of financial authority
- Continuous identifications of areas requiring strengthening of internal controls
- Operating procedures to ensure effectiveness of business processes
- System of monitoring compliance with statutory regulations
- Well defined principles and procedures for evaluation of new business proposals/capital expenditure.
- A robust management information system
- A robust internal audit & review system

M/s Yudhisthir & Co., Chartered Accountants have been appointed as Internal Auditor to carry out Internal Audit in terms of provisions of Section 138 of Companies Act, 2013.

Reports of Internal Audit are regularly reviewed by the Management and corrective action implemented & will be taken to strengthen the controls and enhance the effectiveness of the existing system. Internal Audit Reports are presented to the Audit Committee of the Board



FUTURE OUTLOOK

Pioneer Agro is keen on identifying new and different business opportunity in worldwide markets with an aim to replicate its leadership position in new business.

FINANCIAL PERFORMANCE

The revenue from the operation of the Company is Nil due to close of its operations and other income for the financial year under review were of Rs. 61.10 lakhs as against of Rs. 145.87 lakhs which were recorded for the previous financial year.

An overview of the financial performance is given in the Director's Report. The Audit Committee constituted by the Board of Directors periodically reviews the financial performance and reporting systems.

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis report detailing the Company's objective, projections about the future, estimates, expectations or predictions including, but not limited to, statements about the Company's strategy for growth, products development, market position and expenditures may be "forward – looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could difference to the Company' operations include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statues or other incidental factors.

DECLARATION

As provided under LODR Regulation, 2015 with the Stock Exchanges, all Board Members and Senior Management Personnel have affirmed compliance with the Company's Code of Business Conduct and Ethics for the year ended 31st March, 2019.

For Pioneer Agro Extracts Limited,

Place: Pathankot

Date: 22.08.2019

Sd/-

(Ajay Kumar Goel)

Joint Managing Director

Din: 01105207

Sd/-

(Jagat Mohan Aggarwal)

Managing Director

Din: 00750120



AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE UNDER CHAPTER IV OF THE LISTING REGULATIONS, 2015

The Members of Pioneer Agro Extracts Limited

We have examined the compliance of conditions of Corporate Governance by Pioneer Agro Extracts Limited for the year ended March 31, 2019 stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with Stock Exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

We have examined the relevant record of the Company in accordance with the general accepted accounting standards in India, to the extent relevant, and as per the Guidance note on Certification of Corporate Governance issued by the ICAI.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For SUMEET BEHL & ASSOCIATES
Chartered Accountants
Firm Registration
Number. - 013655N

Place : Pathankot
Dated: 15.05.2019

Sd/-
(SARABJIT KAUR)
Membership no 528345



CERTIFICATE OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER ON CORPORATE GOVERNANCE

The Board of Directors
M/s. Pioneer Agro Extracts Limited

We have reviewed the financial statements and the cash flow statement of Pioneer Agro Extracts Limited for the financial year 2018-19 and certify that:

- a) These statements to the best of our knowledge and belief:
 - I. Do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading:
 - II. Present a true and fair view of the Company's affairs and are in compliance with existing Accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Directors and Senior Management Personnel during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.
- d) We have also indicated to the Auditors and the Audit Committee.
 - (i) Significant changes in Internal Controls with respect to financial reporting during the year.
 - (ii) Significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.
- e) To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

Sd/-
(JAGAT MOHAN AGGARWAL)
Managing Director

Sd/-
(AJAY KUMAR)
Joint Managing Director

Sd/-
(SHYAM MANOHAR PARASHAR)
Chief Financial Officer

Place : Pathankot

Dated : 22.08.2019

**ANNEXURE -A****CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING****a) Energy conservation measures taken:**

No other additional investments & Proposal are being in consideration for reduction of Consumption of Energy.

b) Additional investments and proposals, if any, being implemented for reducing consumption of energy

No other additional investments & Proposal are being in consideration for reduction of Consumption of Energy.

c) Impact of the measure at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:-

No other additional investments & Proposal are being in consideration for reduction of Consumption of Energy.

d) Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of industries is specified hereunder in the Schedule thereto.**POWER AND FUEL CONSUMPTION**

| Particulars | Last Year 31.03.2018 | Current Year 31.03.2019 |
|--|---------------------------------|------------------------------------|
| Electricity purchased (Units) | 10548 | 0 |
| Amount (in Rs.) | 90194 | 0 |
| Rate per Unit (in Rs.) | 8.55 | 0 |
| Own Generation through Diesel Generation (Units) | 0 | 0 |
| Amount (In Rs.) | 0 | 0 |
| Cost Per unit (in Rs.) | 0 | 0 |
| Coal/Charcoal (in MT) | 0 | 0 |
| Charcoal amount (in Rs.) | 0 | 0 |
| Furnace oil | 0 | 0 |
| Fuel Consumption(In MT) | 0 | 0 |
| Amount (in Rs.) | 0 | 0 |
| Rate per MT | 0 | 0 |
| Diesel (Qty in Ltrs) | 0 | 0 |
| Amount (in Rs.) | 0 | 0 |



| | | |
|------------------------------------|------|------|
| Rate per Ltr. (HSD/LDO) | 0 | 0 |
| Vanaspati & Refined Oil Production | 0 | 0 |
| Electricity | N.A. | N.A. |

II TECHNOLOGY ABSORPTION

Efforts made in technology absorption as per Form B of the Annexure of Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

1. Research and Development (R&D)

- a) Specific areas in which R&D carried out by the company :
During the year under review, no R&D carried out.
- b) Benefits derived as a result of above R&D : Not Applicable
- c) Future Plan of action: If required, Research and Development activities shall be carried out in future to achieve greater efficiency in production techniques.
- d) Expenditure on R&D: No capital as well as recurring expenditure made on R&D.

2. Technology, absorption, adaptation and innovation

- a) Efforts, in brief, made towards technology absorption, adaptation & innovation :
Efforts are constantly being made to make the maximum use of the available infrastructure, at the same time innovating new techniques to bring about efficiency as well as economy in different areas. Employees are given appropriate training of and on the job, to enable them to achieve the planned performance
- b) Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.:
- Above detailed efforts resulted in benefits in the shape of cost reduction through better utilization of the available resources and product improvement.
- c) In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) : Nil

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

| | 2017-18 | 2018-19 |
|--|---------|---------|
| - Foreign Exchange Earning (Rs. In lakh) | Nil | Nil |
| - Foreign Exchange Outgo (Rs. In lakh) | Nil | Nil |

For and on behalf of the Board

sd/-
(Ajay Kumar Goel)
Joint Managing director
Din No -01105207

sd/-
(Jagat Mohan Aggarwal)
Managing Director
Din No- 00750120

Place: Pathankot
Dated: 22.08.2019

**ANNEXURE -B*****FORM AOC-2**

(Pursuant to clause (h) of Sub Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules 2014)

Form for Disclosure of particulars of Contracts/arrangements entered into by the Company with its related parties referred to Section 188(1) of the Companies Act, 2013

A. Details of material contracts or arrangement or transactions not at arm's length price.

| S. No. | Particulars | Details |
|--------|---|---------|
| a) | Name (s) of the related party & nature of relationship | Nil |
| b) | Nature of contracts/arrangement/transactions | Nil |
| c) | Duration of the contracts/arrangements /transaction | Nil |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | Nil |
| e) | Justification for entering into such contracts or arrangements or transactions | Nil |
| f) | Date of approval by the Board | Nil |
| g) | Amount paid as advances, if any | Nil |
| h) | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | Nil |

B. Details of material contracts or arrangement or transactions at arm's length price.

| S. No. | Particulars | Details |
|--------|---|---|
| a) | Name (s) of the related party | Dantal Flour and Food Pvt Ltd. |
| b) | Nature of relationship | A company in which Mr. Jagat Mohan Aggarwal, Managing Director of the Company is interested |
| c) | Nature of contracts/arrangement/transactions | By Sale Agreement |
| d) | Duration of the contracts/arrangements /transaction | 01.04.2018 to 31.03.2019 |
| e) | Salient terms of the contracts or arrangements or transaction including the value, if any | Sale of Land and Building |
| f) | Justification for entering into such contracts or arrangements or transactions | Approval of Board of Directors/ Shareholders |
| h) | Amount received during the year (in Rs) | 0.15 lacs |
| i) | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | |



Annexure-C

Form No. MR-3
Secretarial Audit Report

(For the Financial Year Ending 31.3.2019)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Board of Directors
Pioneer Agro Extracts Limited,
Chhoti Nahar Malakpur Pathankot
Distt Gurdaspur-145025 Punjab India

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pioneer Agro Extracts Limited, having registered office at Chhoti Nahar, Malakpur, Pathankot, Distt Gurdaspur-145025 Punjab India having Corporate Identification No. L15319PB1993PLC012975 (**hereinafter called the Company**).

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 books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the **audit period ended on 31.03.2019**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and their records maintained by ("**The Company**") for the period ended on 31.3.2019 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- III. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made thereunder;
- IV. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the Company:-
 - 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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. 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;



- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- g. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, and
- h. The Memorandum and Articles of Association.
- i. Listing Obligation and Disclosure Requirements Regulation, 2015.

As informed to us, the Company has closed its operations from 01.07.2015, and therefore, the other laws specifically applicable to the Company, were not applicable to it during the financial year. Also FSSAI License No. 100120630CA172 dated 0710712015 have been expired and intimation in this regard was sent to the respective Authorities.

However, the company has complied with the following Statues. In this regard, we have relied on the information/records produced by the Company during the course of Audit on test check and randomly basis and limited to that extent only and was limited to following acts:

- Electricity Act 2003.
- Income Tax Act, 1961.

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

2. We further report that the Company has, in our opinion, complied with the provisions of Companies Act, 2013 and rules made there under and the Memorandum and Articles of Association of the Company, with regard to:

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
- b) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- c) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- d) Notice of Board meetings and Committee meetings of Directors;
- e) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- f) The Annual General Meeting held in compliance. There was no instances of extension of AGM;
- g) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- h) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- i) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- j) Payment of remuneration to Directors including the Managing Director and Whole-time Directors,



- k) Appointment and remuneration of Auditors and Cost Auditors;
- l) Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- m) During the year the Company has not Declare any dividend therefore there is no any Liability to pay the same.
- n) Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs, if any;
- o) Borrowings and registration, modification and satisfaction of charges wherever applicable;
- p) Investment of the Company's funds including investments and loans to others;
- q) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- r) Directors' report;
- s) Related Party Transactions.
- t) Contracts, common seal, registered office and publication of name of the Company; and
- u) Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. We further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at reasonable gap in advance, and 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.
- c. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- d. The Company has obtained all necessary approvals under the various provisions of the Act; and
- e. There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- f. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being Independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

5. The Company has complied with the provisions of the Depositories Act, 1996 and the Bye laws framed thereunder by the Depositories with regard to dematerialization /re-materialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

7. We further report that:



- a. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited;
- b. 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 said Regulations;
- c. 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 maintenance of records required under the said Regulations;

8. We further report that based on the information received and records maintained 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.

**For Anuj Bansal & Associates
Practicing Company Secretaries**

Sd/-

CS Anuj Rai Bansal
B.Com, FCS, LLB, PGDIA
M. No. F-5166
COP No.: 3667

Date: 15.05.2019
Place: Jalandhar.

Note: 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.



'Annexure A'

(Forming Integral Part of Secretarial Audit Report for the financial year ending 31.3.2019)

To
The Members,
Pioneer Agro Extracts Limited,
Chhoti Nahar, Malakpur, Pathankot,
Distt Gurdaspur-145025 Punjab India

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of 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. 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.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc. which forms the integral part to express our opinion in Form MR-3.
5. 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 as the Secretarial Auditors.
6. 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.

For Anuj Bansal & Associates
Practicing Company Secretaries

Sd/-

CS Anuj Rai Bansal,
B.Com, FCS, LLB, PGDIA
M. No. F-5166
COP No.: 3667

Date: 15.05.2019.

Place: Jalandhar.

**Form No. MGT-9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31st March, 2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: **L15319PB1993PLC012975**
- ii) Registration Date: **20/01/1993**
- iii) Name of the Company: **PIONEER AGRO EXTRACTS LIMITED**
- iv) Category / Sub-Category of the Company: Company Limited by Shares
- v) Address of the Registered office and contact details:
**CHOTTI NAHER,
MALAKPUR, PATHANKOT- 145025
PUNJAB**
- vi) Whether listed company: **YES**
- vii) Name, Address and Contact details of Registrar and Transfer Agent:
**ABHIPRA CAPITAL LIMITED.
GF-58-59, WORLD TRADE CENTRE,
BARAKHAMBHA LANE
NEWDELHI- 110001
PHONE: 011-42390909.**

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 |
|---------|--|----------------------------------|------------------------------------|
| | | | |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| S. NO | NAME AND ADDRESS OF THE COMPANY | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % of shares held | Applicable Section |
|-------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1 | N.A. | N.A. | N.A. | N.A. | N.A. |



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 | | | | No. of Shares held at the end of the year | | | | %Change During the year |
|---|---|------------|----------------|-------------------|---|------------|----------------|-------------------|-------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| a) Individual/HUF | 2453433 | Nil | 2453433 | 56.63 | 2614584 | Nil | 2614584 | 60.35 | 3.72 |
| b) Central Govt. | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| c) State Govt. (s) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| d) Bodies Corp. | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| e) Banks / FI | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| f) Any Other.... | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Sub-total (A) (1):- | 2453433 | - | 2453433 | 56.63 | 2614584 | - | 2614584 | 60.35 | 3.72 |
| (2) Foreign | | | | | | | | | |
| a) NRIs – Individuals | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| b) Other – Individuals | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| c) Bodies Corp. | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| d) Banks / FI | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| e) Any Other.... | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Sub-total (A) (2):- | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 2453433 | - | 2453433 | 56.63 | 2614584 | - | 2614584 | 60.35 | 3.72 |
| B. Public Shareholding (1) | | | | | | | | | |
| a) Mutual Funds/ Banks /FI | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| b) Central Govt. | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| c) State Govt.(s) | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| d) Venture Capital funds | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| e) Insurance Companies | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| g) FIIs | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| h) Foreign Venture Capital Funds | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| i) Others (HUF) | Nil | Nil | Nil | Nil | 5600 | 600 | 6200 | 0.14 | 0.14 |
| Sub-total (B)(1):- | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 1131012 | Nil | 1131012 | 26.10 | 995564 | Nil | 995564 | 22.98 | -3.12 |
| ii) Overseas | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share | 133770 | 231800 | 365570 | 8.43 | 87270 | 213500 | 300570 | 6.93 | -1.5 |



| | | | | | | | | | |
|---------------------------|--|--|--|--|--|--|--|--|--|
| capital upto Rs.1 lakh | | | | | | | | | |
|---------------------------|--|--|--|--|--|--|--|--|--|

| | | | | | | | | | |
|--|----------------|---------------|----------------|--------------|----------------|---------------|----------------|--------------|---------------|
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 274885 | 101600 | 376484 | 8.69 | 348881 | 60600 | 409481 | 9.45 | 0.76 |
| c) Others Clearing Members | 5600 | Nil | 5600 | 0.02 | 5701 | Nil | 5701 | 0.13 | 0.11 |
| d) NRI's | Nil | Nil | Nil | | Nil | Nil | 200 | 0.00 | 0.00 |
| Sub-total (B)(2):- | 1545467 | 333400 | 1878867 | 43.36 | 1437416 | 274100 | 1711516 | 39.50 | -37.14 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 1545467 | 333400 | 1878867 | 43.36 | 1443016 | 275700 | 1717716 | 39.65 | -3.72 |
| C. Shares held by Custodian for GDRs & ADRs | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Grand Total (A+B+C) | 3400000 | 932300 | 4332300 | 100 | 4057600 | 274700 | 4332300 | 100 | Nil |

(ii) Shareholding of Promoters:

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|---------|----------------------------|---|----------------------------------|---|-------------------------------------|----------------------------------|---|--|
| | | No. of Shares | % of total shares of the company | % of Shares Pledged /encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged /encumbered to total shares | |
| 1 | Jagat Mohan Aggarwal | 1277939 | 29.49 | Nil | 1368089 | 31.58 | Nil | 2.08 |
| 2 | Bharat Bhushan Aggarwal | Nil | Nil | Nil | Nil | Nil | Nil | -1.15 |
| 3 | Pardeep Aggarwal | Nil | Nil | Nil | Nil | Nil | Nil | NA |
| 4 | Ajay Kumar Goel | Nil | Nil | Nil | Nil | Nil | Nil | NA |
| 5 | Jagat Mohan Aggarwal (HUF) | 267307 | 6.17 | Nil | 267307 | 6.17 | Nil | NA |
| 6 | Shuchita Aggarwal | 686596 | 15.84 | Nil | 757597 | 17.49 | Nil | 1.64 |



| | | | | | | | | |
|---|---------------|--------|------|-----|--------|------|-----|----|
| 7 | Vasu Aggarwal | 221591 | 5.11 | Nil | 221591 | 5.11 | Nil | NA |
|---|---------------|--------|------|-----|--------|------|-----|----|

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No. | For Each of the top 10 Shareholders | Shareholding at the beginning of the year | | Shareholding at the end of year | |
|---------|-------------------------------------|---|----------------------------------|---------------------------------|----------------------------------|
| | | No of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Jhankar Vinimay Private Limited | 191367 | 4.42 | 191367 | 4.42 |
| 2 | Signet Infotech Private Limited | 169429 | 3.91 | 169429 | 3.91 |
| 3 | Reshma Overseas Limited | 135448 | 3.12 | | |
| 4 | Concrete Credit Limited | 102000 | 2.35 | 102000 | 2.35 |
| 5 | Oscar Retailers Limited | 147562 | 3.41 | 147562 | 3.41 |
| 6 | Windflower Sales Limited | 139900 | 3.23 | 139900 | 3.23 |
| 7 | Tarsem Dhingra | 110601 | 2.55 | 77501 | 1.79 |
| 8 | Ajay Dhiman | 101600 | 2.34 | 111550 | 2.57 |
| 9 | Renu Jain | | | 69049 | 1.60 |
| 10 | Resham Devi Surana | | | 60035 | 1.38 |

(v) Shareholding of Directors and Key Managerial Personnel:

| | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--|---|----------------------------------|---|----------------------------------|
| | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. Sh. Jagat Mohan Aggarwal- Chairman & Managing Director | | | | |
| at the beginning of the Year | 1277939 | 29.50 | 1277939 | 29.50 |
| Date wise Increase/Decrease in the shareholding during the year specifying the reasons for increase or decrease (e.g. allotment/transfer/bonus/sweat equity etc) | Increase(90150 shares) | | | |
| at the end of the Year | 1368089 | 31.58 | 1368089 | 31.58 |
| 2. Sh. Ajay Kumar Goel- Whole Time Director | | | | |
| at the beginning of the Year | Nil | Nil | Nil | Nil |
| Date wise Increase/Decrease in the shareholding during the year specifying the reasons for increase or decrease (e.g. allotment/transfer/bonus/sweat equity etc) | Nil | | | |
| at the end of the Year | Nil | Nil | Nil | Nil |
| 3. Sh. Bharat Bhushan Aggarwal- Whole Time Director | | | | |
| at the beginning of the Year | Nil | Nil | Nil | Nil |



| | | | | |
|---|-----|-----|-----|-----|
| Date wise Increase/Decrease in the shareholding during the year specifying the reasons for increase or decrease (e.g. allotment/transfer/bonus/sweat equity etc) at the end of the Year | Nil | | | |
| | Nil | Nil | Nil | Nil |
| 4. Sh. Rajinder Kumar Uppal- Independent Director | | | | |
| at the beginning of the Year | Nil | Nil | Nil | Nil |
| Date wise Increase/Decrease in the shareholding during the year specifying the reasons for increase or decrease (e.g. allotment/transfer/bonus/sweat equity etc) at the end of the Year | Nil | | | |
| | Nil | Nil | Nil | Nil |
| 5. Sh. Dinesh Sharma- Independent Director | | | | |
| at the beginning of the Year | Nil | Nil | Nil | Nil |
| Date wise Increase/Decrease in the shareholding during the year specifying the reasons for increase or decrease (e.g. allotment/transfer/bonus/sweat equity etc) at the end of the Year | Nil | | | |
| | Nil | Nil | Nil | Nil |
| 6. Sh. Sanjeev Kumar Kohli- Independent Director | | | | |
| at the beginning of the Year | Nil | Nil | Nil | Nil |
| Date wise Increase/Decrease in the shareholding during the year specifying the reasons for increase or decrease (e.g. allotment/transfer/bonus/sweat equity etc) at the end of the Year | Nil | | | |
| | Nil | Nil | Nil | Nil |
| 7. Smt. Neeraj Sharma- Independent Director | | | | |
| at the beginning of the Year | Nil | Nil | Nil | Nil |
| Date wise Increase/Decrease in the shareholding during the year specifying the reasons for increase or decrease (e.g. allotment/transfer/bonus/sweat equity etc) at the end of the Year | Nil | | | |
| | Nil | Nil | Nil | Nil |
| 8. Sh. Shyam Manohan Parashar- Chief Financial Officer | | | | |
| at the beginning of the Year | Nil | Nil | Nil | Nil |



| | | | | |
|--|-----|-----|-----|-----|
| Date wise Increase/Decrease in the shareholding during the year specifying the reasons for increase or decrease (e.g. allotment/transfer/bonus/sweat equity etc) | Nil | | | |
| at the end of the Year | Nil | Nil | Nil | Nil |
| 9. Ms. Ragini Mahajan- Company Secretary | | | | |
| at the beginning of the Year | Nil | Nil | Nil | Nil |
| Date wise Increase/Decrease in the shareholding during the year specifying the reasons for increase or decrease (e.g. allotment/transfer/bonus/sweat equity etc) | Nil | | | |
| at the end of the Year | Nil | Nil | Nil | Nil |

V. INDEBTEDNESS (in Lakhs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment

| | Secured Loans Excluding Deposits | Unsecured Loans | Deposits * | Total Indebtedness |
|---|----------------------------------|-----------------|------------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 0 | 0 | 0 | 0 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 0 | 0 | 0 | 0 |
| Change in Indebtedness during the financial year | | | | |
| Addition | 0 | 0 | 0 | 0 |
| Reduction | 0 | 0 | 0 | 0 |
| Net Change Indebtedness At the end of the financial year | | | | |
| i) Principal Amount | 0 | 0 | 0 | 0 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 0 | 0 | 0 | 0 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. In Lakhs)

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager |
|---------|-----------------------------|-------------------------|
|---------|-----------------------------|-------------------------|



| | | Mr. Jagat Mohan Aggarwal- MD | Mr. Ajay Goel- WTD | Mr. Bharat Bhusan Aggrwal- WTD |
|---|---|------------------------------|--------------------|--------------------------------|
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil | Nil | Nil |
| | (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 | Nil | Nil | Nil |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | Nil | Nil | Nil |
| 2 | Stock Option | Nil | Nil | Nil |
| 3 | Sweat Equity | Nil | Nil | Nil |
| 4 | Commission - as % of profit - others, specify... | Nil Nil | Nil Nil | Nil Nil |
| 5 | Others, please specify | Nil | Nil | Nil |
| | Total (A) | Nil | Nil | Nil |
| | Ceiling as per the Act | | | Nil |

B. Remuneration to other directors: (Amount in Rs.)

| Sl. No | Particulars of Remuneration | Name of Directors | | | Total Amount |
|--------|--|-------------------|--------------------|--------------------|--------------|
| | | Mr. Dinesh Sharma | Mr. Rajinder Uppal | Mrs. Neeraj Sharma | |
| 1 | Independent Directors | Nil | Nil | Nil | Nil |
| | Fee for attending board / committee meetings | Nil | Nil | Nil | Nil |
| | Commission | Nil | Nil | Nil | Nil |
| | Others, please specify | Nil | Nil | Nil | Nil |
| | Total (1) | Nil | Nil | Nil | Nil |
| 2 | Other Non-Executive Directors | Nil | Nil | Nil | Nil |
| | Fee for attending board / committee meetings | Nil | Nil | Nil | Nil |
| | Commission | Nil | Nil | Nil | Nil |
| | Others, please specify | Nil | Nil | Nil | Nil |
| | Total (2) | Nil | Nil | Nil | Nil |
| | Total (B)=(1+2) | Nil | Nil | Nil | Nil |

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs. In Lakhs)**

| Sl.No. | Particulars of Remuneration | Key Managerial Personnel | | Total Amount |
|--------|--|--------------------------|----------------------------------|---------------------|
| | | Mrs. Ragini Mahajan, CS | Mr. Shyam Manohar Parashar , CFO | |
| 1 | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 2.64 Nil Nil | 11.31 Nil Nil | 13.95 Nil Nil |
| 2 | Stock Option | Nil | Nil | Nil |
| 3 | Sweat Equity | Nil | Nil | Nil |
| 4 | Commission - as % of profit - Others, specify... | Nil Nil | Nil Nil | Nil Nil |
| 5 | Others, please specify | Nil | Nil | Nil |
| | Total (C) | 2.64 | 11.31 | 13.95 |

Vii. Penalties/ Punishment/Compounding of offence

| Type | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ compounding fees imposed | Authority (RD/NCLT/ Court) | Appeal made if any (give details) |
|--|------------------------------|-------------------|---|----------------------------|-----------------------------------|
| A. COMPANY | | | | | |
| Penalty Punishment and Compounding | | | None | | |
| B. DIRECTORS | | | | | |
| Penalty Punishment and Compounding | | | None | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty Punishment and Compounding | | | None | | |



INDEPENDENT AUDITOR'S REPORT

To

The Members of Pioneer Agro Extracts Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Pioneer Agro Extracts Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with Indian Accounting Standards (IND AS) specified under section 133 of the act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. This responsibility also includes the 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 the frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on these financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the act and the rules made thereunder and the order issued under section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit



procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Companies Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the Balance sheet, of the state of affairs of the company as at March 31, 2019;
- (ii) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (ii) 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 those books;
 - (iii) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Indian Accounting Standards referred to in section 133 of the Companies Act, 2013.
 - (v) On the basis of written representations received from the directors as on March 31, 2019, and 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 sub section (2) of section 164 (2) of the Companies Act, 2013.
 - (vi) 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 B".
 - (vii) With respect to the other matters included in the Auditor's Report and to best of our information and according to the explanation given to us :



- a) The company does not have any pending litigation.
- b) In the event of no foreseeable losses as required under the applicable law or Accounting Standards, on long term contracts including derivative contracts, no provision has been made.
- c) There has been no delay in transferring amounts, required to be transferred, to the investor's education and protection fund by the company.

For SUMEET BEHL & ASSOCIATES
Chartered Accountants
Firm Registration
Number - 013655N

Sd/-
(SARABJEET KAUR)
Partner
Membership No. 528345

Place : Pathankot
Dated : May 15, 2019



**ANNEXURE – A TO THE AUDITOR’S REPORT
ADDITIONAL INFORMATION ANNEXED TO THE INDEPENDENT AUDITORS’ REPORT**

In respect of Company’s fixed assets :

1.
 - a) The Company has maintained proper records to show full particulars including quantitative details and situations of fixed assets.
 - b) As per the information and explanations given to us, the fixed assets of the Company have been physically verified by the management at reasonable intervals and no serious discrepancies between the book records and physical verification were noticed.
 - c) The Company has disposed off most of the assets i.e. land, building & weigh bridge, during the previous years.
2.
 - a) As per the information and explanations given to us, the Company does not have any inventories.
 - b) The Company has disposed off entire inventories during the preceding previous years and has closed down the operations.
3. The Company has granted loan amounting to Rs.2.52 Crore to Pioneer Industries Limited, the Party covered in the register maintained u/s 189 of the Companies Act, 2013.
 - (a) In our opinion and according to the information and explanations given to us, respective interest is being charged by the company.
 - (b) There is no overdue amount in respect of above loans, as per explanation available.
4. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year and do not have any unclaimed deposits. Therefore, the provisions of the Clause 3 (v) of the Order are not applicable to the Company.
6. The cost records prescribed by the Central Government under section 148(1) of the Companies Act, 2013 have not been maintained due to discontinued edible oil business.
7. In respect of statutory dues:
 - (a) According to information and explanations given to us and the records examined by us, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, value added tax, GST and other statutory dues wherever applicable.
 - (b) According to information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at March 31, 2019, for a period of more than six months from the date they became payable.
 - (c) According to the records of the Company, there are no dues outstanding in respect of income tax, GST, VAT, service tax, excise-duty, cess etc on account of any dispute.
8. The Company does not have any loans and borrowings from any financial institution, banks,



government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

9. Based on our examination of the records and the information and explanations given to us, the Company has not raised any loans and/or advances by way of public issue/follow-on offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us and based on our examination of the records of the company, the Company has paid/provided for Managerial Remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to information and explanations given to us, transactions with related parties are in compliance with section 177 and section 188 of the Act and the details of such transactions has been disclosed in the financial statements as required by the applicable accounting standard.
14. Clause (xiv) of the order is not applicable to the Company as the Company is not dealing or trading in shares, securities, debentures and other investments.
15. According to information and explanations given to us, the company has not entered into non cash transactions with Directors or persons connected with them. Accordingly paragraph 3(xv) of the Order is not applicable.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SUMEET BEHL & ASSOCIATES
Chartered Accountants
Firm Registration
Number - 013655N

Sd/-
(SARABJEET KAUR)
Partner

Membership No. 528345

Place : Pathankot
Dated : May 15, 2019



Annexure – B TO THE AUDITOR’S REPORT

REPORT ON THE INTERNAL FINANCIAL CONTROLS 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 Pioneer Agro Extracts Limited (“the Company”) as of 31 March 2019 in conjunction with our audit of the 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 controls 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 (‘ICAI’). 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 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.

AUDITORS’ 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”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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.

For SUMEET BEHL & ASSOCIATES
Chartered Accountants
Firm Registration
Number - 013655N

Sd/-
(SARABJEET KAUR)
Partner
Membership No. 528345

Place : Pathankot
Dated : May 15, 2019

**PART I - BALANCE SHEET****PIONEER AGRO EXTRACTS LIMITED, MALAKPUR (PATHANKOT)
BALANCE SHEET AS AT 31st MARCH, 2019**

| PARTICULARS | NOTE No. | AS AT 31.03.2019 (Amount - Rs. in lakh) | AS AT 31.03.2018 (Amount - Rs. in lakh) |
|------------------------------------|----------|--|--|
| I EQUITY AND LIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 2 | 435.85 | 435.85 |
| (b) Other Equity | 3 | <u>27.17</u> | <u>16.64</u> 452.49 |
| LIABILITIES | | | |
| (1) NON CURRENT LIABILITIES | | | |
| - Deferred tax liabilities (Net) | 4 | <u>5.48</u> | 5.48 <u>6.80</u> 6.80 |
| (2) Current liabilities | | | |
| (a) Financial Liabilities | | | |
| - Other Current Liabilities | 5 | 7.39 | 7.60 |
| (b) Provisions | 6 | <u>6.07</u> | <u>0.00</u> 7.60 |
| TOTAL | | <u>481.97</u> | <u>466.89</u> |
| II ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Property, Plant & Equipment | 7 | | |
| Gross Block | | 56.00 | 60.84 |
| Less : Depreciation | | <u>29.15</u> | <u>21.51</u> |
| Net Block | | 26.85 | 39.33 |
| (b) Other non-current assets | 8 | 4.47 | 13.10 |
| | | <u>31.32</u> | <u>52.43</u> |
| (2) Current assets | | | |
| (a) Financial Assets | | | |
| - Loan | 9 | 252.00 | 0.00 |
| - Cash and cash equivalents | 10 | 132.99 | 385.72 |
| (b) Other current assets | 10 | <u>65.66</u> | <u>28.74</u> 414.47 |
| TOTAL | | <u>481.97</u> | <u>466.89</u> |

The accompanying notes numbered 2 to 10 form integral part of Balance Sheet.

As per our report of even date,

For **SUMEET BEHL & ASSOCIATES,**

Chartered Accountants
Firm Reg. No.: 013655N

(SARBJEET KAUR)

Partner

Membership No. 528345

**(JAGAT MOHAN
AGGARWAL)**

Managing Director

(AJAY KUMAR)

Joint Managing Director

Place: Pathankot

Dated: 15.05.2019

(RAGINI MAHAJAN)

Company Secretary

**(SHYAM MANOHAR
PARASHAR)**

Chief Financial Officer

**PART II - STATEMENT OF PROFIT AND LOSS**

PIONEER AGRO EXTRACTS LIMITED, MALAKPUR (PATHANKOT)
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2019

| PARTICULARS | | NOTE No. | AS AT 31.03.2019 (Amount - Rs. in lakh) | AS AT 31.03.2018 (Amount - Rs. in lakh) |
|-------------|--|----------|---|--|
| I | Revenue from operations | | 0.00 | 0.00 |
| II | Other incomes | 11 | 61.10 | 145.87 |
| III | Total Income (I + II) | | <u>61.10</u> | <u>145.87</u> |
| IV | Expenses : | | | |
| - | Employee benefits expense | 12 | 114.18 | 12.84 |
| - | Finance costs | 13 | 0.15 | 0.73 |
| - | Depreciation and amortization expense | 14 | 12.22 | 17.56 |
| - | Other expenses | 15 | 16.27 | 18.18 |
| | Total Expense (IV) | | <u>42.82</u> | <u>49.31</u> |
| V | Profit / (Loss) before exceptional items and tax (III - IV) | | 18.28 | 96.56 |
| VI | Exceptional Items | | 0.00 | 0.00 |
| VII | Profit / (Loss) before tax (V - VI) | | 18.28 | 96.56 |
| VIII | Tax expense : | | | |
| (1) | Current tax | | 6.07 | 0.00 |
| (2) | (Deferred Tax Asset) / Liability | | (1.32) | (2.81) |
| IX | Profit / (Loss) for the period from continuing operations (VII - VIII) | | 0.00 | 0.00 |
| X | Profit / (Loss) from discontinued operations | | 13.53 | 99.37 |
| XI | Tax expense of discontinued operations | | 0.00 | 0.00 |
| XII | Profit / (Loss) from discontinued operations (after tax) (X - XI) | | 13.53 | 99.37 |
| XIII | Profit / Loss for the period (IX + XII) | | 99.37 | 39.01 |
| XIV | Other Comprehensive Income | | | |
| A (i) | Items that will not be reclassified to profit or loss | | 0.00 | 0.00 |
| (ii) | Income tax relating to items that will not be reclassified to profit or loss | | 0.00 | 0.00 |
| B (i) | Items that will be reclassified to profit or loss | | 0.00 | 0.00 |
| (ii) | Income tax relating to items that will be reclassified to profit or loss | | 0.00 | 0.00 |
| XV | Total Comprehensive Income for the period (XIII + XIV) (Comprising Profit / (Loss) and Other Comprehensive Income for the period) | | 13.53 | 99.37 |
| XVI | Earnings per equity share (for continuing operation) : | | | |
| (1) | Basic | | 0.00 | 0.00 |
| (2) | Diluted | | 0.00 | 0.00 |
| XVII | Earnings per equity share (for discontinued operation) : | | | |



PIONEER AGRO EXTRACTS LIMITED

ANNUAL REPORT 2018-2019

CIN NO L15319PB1993PLC012975

| | | | |
|-------|--|------|------|
| | (1) Basic | 0.31 | 2.29 |
| | (2) Diluted | 0.31 | 2.29 |
| XVIII | Earnings per equity share (for discontinued & continuing operations) | | |
| | : | | |
| | (1) Basic | 0.31 | 2.29 |
| | (2) Diluted | 0.31 | 2.29 |

The accompanying notes numbered 11 to 15 form integral part of Profit & Loss statement.

This is the Profit & Loss Account referred to in our report of even date to the member of Pioneer Agro Extracts Ltd.

As per our report of even date,

For **SUMEET BEHL & ASSOCIATES,**

Chartered Accountants
Firm Reg. No.: 013655N

(SARBJEET KAUR)

Partner

Membership No. 528345

**(JAGAT MOHAN
AGGARWAL)**

Managing Director

(AJAY KUMAR)

Joint Managing Director

**(RAGINI
MAHAJAN)**

Company Secretary

**(SHYAM MANOHAR
PARASHAR)**

Chief Financial Officer

Place: Pathankot

Dated: 15.05.2019

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019**

(Amount - Rs. in lakh)

| PARTICULARS | CURRENT YEAR 2018-2019 (Amt in Rs.) | PREVIOUS YEAR 2017-2018 (Amt in Rs.) |
|---|---|--|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before Tax and extraordinary items | 18.28 | 96.56 |
| Adjustment for : | | |
| Depreciation and amortization expense | 12.22 | 17.56 |
| Interest Payment | 0.13 | 0.72 |
| Profit on fixed assets sold | 0.08 | (125.42) |
| Operating Profit before working capital changes | 30.70 | (10.58) |
| Adjustment for : | | |
| Trade and other Receivables | (36.92) | (0.63) |
| Inventories | 0.00 | 0.00 |
| Other Non Current Assets | 8.63 | (8.35) |
| Income Tax Paid | 0.00 | 0.00 |
| Trade Payable and other Liabilities | (0.21) | (1.18) |
| Cash generated from operations | 2.20 | (20.73) |
| Interest Paid | (0.13) | (0.72) |
| NET CASH FROM OPERATING ACTIVITIES | 2.07 | (21.45) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets (Net) | 0.00 | (56.00) |
| Sale proceeds of fixed assets sold | 0.20 | 163.00 |
| Decrease in investments | (252.00) | 0.00 |
| NET CASH USED IN INVESTING ACTIVITIES | (251.80) | 107.00 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from long term borrowings (Net) | 0.00 | 0.00 |
| Proceeds from long term loans & advances (Net) | 0.00 | 0.00 |
| Proceeds from short term borrowings | 0.00 | 0.00 |
| Dividend paid | 0.00 | 0.00 |
| Dividend Tax paid | 0.00 | 0.00 |
| Income Tax paid | (3.00) | 0.00 |
| NET CASH IN FINANCING ACTIVITIES | 0.00 | 0.00 |
| Cash equivalents (A+B+C) | (252.73) | 85.55 |
| Cash & Cash equivalents as : | | |
| at 01.04.2018 (Opening Balance) | 385.72 | 300.17 |
| at 31.03.2019 (Closing Balance) | 132.99 | 385.72 |

NOTE :- Figures in () brackets represents outflow



For **SUMEET BEHL & ASSOCIATES**,
Chartered Accountants
Firm Reg. No.: 013655N

For and on behalf of the board

(SARBJEET KAUR)
Partner
Membership No. 528345

(JAGAT MOHAN AGGARWAL)
Managing Director

(AJAY KUMAR)
Joint Managing Director

Place: Pathankot
Dated: 15.05.2019

(RAGINI MAHAJAN)
Company Secretary

(SHYAM MANOHAR PARASHAR)
Chief Financial Officer

AUDITORS CERTIFICATE

We have examined the attached Cash Flow Statement of Pioneer Agro Extracts Limited for the year ended March 31st, 2019. The statement is based on and is in agreement with the corresponding balance sheet of the Company covered by our report of **May 15, 2019** to the members of the Company.

For **SUMEET BEHL & ASSOCIATES**,
Chartered Accountants
Firm Reg. No.: 013655N

Place : Pathankot
Dated : 15.05.2019

(SARBJEET KAUR)
Partner
Membership No. 528345

PIONEER AGRO EXTRACTS LIMITED, MALAKPUR (PATHANKOT)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

| PARTICULARS | AS AT 31.03.2019 (Amount - Rs. in lakh) | AS AT 31.03.2018 (Amount - Rs. in lakh) |
|--|--|--|
| 1 : SIGNIFICANT ACCOUNTING POLICIES | | |
| RECOGNITION OF INCOME AND EXPENDITURE : | | |
| A | i) Revenue/Incomes and Costs/Expenditure are generally accounted for on accrual, as they are earned or incurred. | |
| B FIXED ASSETS | | |
| Fixed Assets are stated at Cost, less accumulated Depreciation. | | |
| C DEPRECIATION AND AMORTISATION | | |
| Depreciation on each asset has been provided on WDV Method as per useful lives prescribed in Schedule II to the Companies Act, 2013. | | |
| D VALUATION OF INVENTORIES | | |
| Method of valuation | | |
| | Raw material, Packing material and Consumables | At Cost At Cost or net realizable value whichever |
| | Finished Goods | |



Stock in Process is lower
 By Products At Cost
 Stores and Spares At net realizable value
 The Raw Material, Packing Material and Consumables are valued at cost on FIFO basis. At Cost

2 : EQUITY SHARE CAPITAL

AUTHORISED

- 75,00,000 (75,00,000) Equity Shares of Rs.10/- each 750.00 750.00 750.00 750.00

ISSUED AND SUBSCRIBED SHARE CAPITAL

- 43,97,900 (43,97,900) Equity Shares of Rs.10/- each fully paid up 439.79 439.79 439.79 439.79

PAID UP CAPITAL

- 43,32,300 (43,32,300) Equity Shares of Rs.10/- each fully paid up 433.23 433.23 433.23 433.23

- 65,600 (65,600) Equity Shares of Rs.10/- each forfeited (Rs. 4/- paid up) 2.62 2.62 2.62 2.62

435.85 435.85

| Shareholders holding 5% of the total number of shares as : | | at 31/03/2019 | | at 31/03/2018 | |
|---|----------------------------|-----------------------|---------------------------------------|-----------------------|---------------------------------------|
| Sr. No. | Name of the shareholder | Number of shares held | Shares as % of total number of shares | Number of shares held | Shares as % of total number of shares |
| 1. | Jagat Mohan Aggarwal (HUF) | 267307 | 6.17 | 267307 | 6.17 |
| 2. | Shuchita Aggarwal | 757597 | 17.49 | 686596 | 15.85 |
| 3. | Vasu Aggarwal | 221591 | 5.11 | 221591 | 5.11 |
| 4. | Jagat Mohan Aggarwal | 1368089 | 31.58 | 1277939 | 29.50 |
| | GRAND TOTAL | 2614584 | 60.35 | 2453433 | 56.63 |

3 : OTHER EQUITY

A GENERAL RESERVE 50.00 50.00



| | | | |
|----------|---|----------|----------|
| B | SURPLUS/(DEFICIET), BEING BALANCE IN THE PROFIT & LOSS ACCOUNT | (337.11) | (347.01) |
| C | CAPITAL SUBSIDY REVALUATION | 100.00 | 100.00 |
| D | RESERVE | 214.28 | 214.28 |
| | | 27.17 | 16.64 |

| Particulars | Reserve and Surplus | | | | Total |
|---|---------------------|--|-----------------|---------------------|--------|
| | General Reserve | Retained Earnings (Balance in Profit & Loss A/c) | Capital Subsidy | Revaluation Reserve | |
| Opening Balance as on 01.04.2018 | 50.00 | (347.64) | 100.00 | 214.28 | 16.64 |
| Changes in accounting policy or prior period errors | 0.00 | 0.00 | 0.00 | 0.00 | (3.00) |
| Restated opening balance as on 01.04.2018 | 50.00 | (350.64) | 100.00 | 214.28 | 16.64 |
| Total Comprehensive | 50.00 | (350.64) | 100.00 | 214.28 | 16.64 |
| Income for the year | 0.00 | 13.53 | 0.00 | 0.00 | 13.53 |
| Dividends | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Transfer to retained earnings | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Closing Balance as at 31.03.2019 | 50.00 | (337.11) | 100.00 | 214.28 | 27.17 |

4 : DEFERRED TAX LIABILITIES

| | | |
|---|--------|--------|
| Opening balance | 9.61 | 9.61 |
| Add / Less : (Deferred Tax Asset) / Liability during year | (1.32) | (2.81) |
| Closing balance | 5.48 | 6.80 |

6 : PROVISIONS

| | | | |
|---|------------------------|------|------|
| - | Provision for Taxation | 6.07 | 0.00 |
| - | Others | 0.00 | 6.07 |
| | | 6.07 | 0.00 |

5 : OTHER CURRENT LIABILITIES

| | | | |
|---|------------------------|------|------|
| - | Statutory liabilities | 0.19 | 0.08 |
| - | Advance from Customers | 0.00 | 0.09 |
| - | Other Liabilities | 7.20 | 7.39 |
| | | 7.20 | 7.43 |

8 : OTHER NON-CURRENT ASSETS

| | | |
|-----------------------------|------|------|
| Security and Other Deposits | 1.45 | 1.45 |
|-----------------------------|------|------|

**PIONEER AGRO EXTRACTS LIMITED**

CIN NO L15319PB1993PLC012975

ANNUAL REPORT 2018-2019

| | | | | |
|---|--------|--------|--------|---------|
| Advance Tax | 3.02 | 4.47 | 11.65 | 4.75 |
| 9. LOAN (ASSETS) | | 252.00 | 0.00 | |
| 10 : CASH AND CASH EQUIVALENTS | | | | |
| - Cash in Hand | 0.02 | | 0.03 | |
| - Imprest Balance with employees | 0.11 | | 0.11 | |
| - With Scheduled Banks | | | | |
| - In Current Accounts | 7.50 | | 2.75 | |
| - In Fixed Deposits | 117.39 | | 382.83 | |
| - Cheques in transit | 7.96 | 132.99 | 0.00 | 385.72 |
| | | | | |
| 11 : OTHER CURRENT ASSETS - ADVANCES OTHER THAN CAPITAL ADVANCES | | | | |
| (Unsecured : Considered Good) | | | | |
| - To related parties | | 0.00 | | 0.00 |
| - <u>Other Loans & Advances</u> | | | | |
| - Duties, Taxes & VAT | 11.73 | | 0.57 | |
| - Income Tax & MAT Credit Receivables | 49.79 | | 23.96 | |
| - Others | 4.14 | 65.66 | 4.21 | 28.74 |
| | | 65.66 | | 28.74 |
| | | | | |
| 12 : OTHER INCOMES | | | | |
| Interest Income | 26.62 | | 15.44 | |
| Bargain Settlements | 26.95 | | 0.00 | |
| Non operational sale | 7.16 | | 0.00 | |
| Commission & Brokerage | 0.00 | | 1.42 | |
| Profit/Loss on Fixed Assets Sold | (0.08) | | 125.42 | |
| Rent received | 0.00 | | 0.77 | |
| Miscellaneous Income | 0.45 | 61.10 | 2.81 | 7145.87 |
| | | 61.10 | | 145.87 |
| | | | | |
| 13 : EMPLOYEE BENEFITS EXPENSE | | | | |
| - Establishment expenses | | | | |
| - Salary | 13.96 | | 12.62 | |
| - Other employee benefit expenses | 0.22 | | 0.22 | |
| - Staff Welfare Expenses | 0.00 | 14.18 | 0.00 | 12.84 |
| | | | | |
| 14 : FINANCE COSTS | | | | |
| Interest expense on: | | | | |
| - Others | 0.13 | 0.13 | 0.72 | 0.72 |
| Bank Charges | | 0.02 | | 0.00 |
| | | 0.15 | | 0.72 |
| | | | | |
| 15 : DEPRECIATION | | | | |
| - Depreciation | 12.22 | | | 17.56 |
| | 12.22 | | | 17.56 |
| | | | | |
| 16 : OTHER EXPENSES | | | | |

**PIONEER AGRO EXTRACTS LIMITED****ANNUAL REPORT 2018-2019**

CIN NO L15319PB1993PLC012975

| | | | | | | |
|---|--|-------|-------|------|------|-------|
| A | <u>Manufacturing Expenses</u> | | | | | |
| | Packing Material | | | | | |
| | - Traded | 0.00 | 0.00 | 0.00 | | 0.00 |
| | Chemicals and Consumable | | | | | |
| | - Traded | 0.00 | 0.00 | 0.00 | | 0.00 |
| | Repair and | | | | | |
| | - Maintenance | | | | | |
| | - Building | | 0.00 | | 0.00 | |
| | - Machinery | | 0.00 | 0.00 | 0.31 | 0.31 |
| | Electricity | | | | | |
| | - Expenses | 0.00 | | | 0.90 | |
| | | | 0.00 | | | 0.90 |
| B | <u>Administrative and Other Expenses</u> | | | | | |
| | - Rent | 0.36 | | 0.36 | | |
| | Telephone & | | | | | |
| | - Postage | 0.77 | | 0.80 | | |
| | Legal, Professional and | | | | | |
| | - Consultancy | 12.25 | | 8.49 | | |
| | Printing & | | | | | |
| | - Stationery | 0.01 | | 0.01 | | |
| | - Insurance | 0.54 | | 0.20 | | |
| | Travelling and | | | | | |
| | - Conveyance | 0.00 | | 1.37 | | |
| | [Including Director's | | | | | |
| | Travelling NIL (NIL)] | | | | | |
| | Vehicle Repairs | | | | | |
| | - & Maintenance | 1.64 | | 0.63 | | |
| | General | | | | | |
| | - Expenses | 0.28 | | 0.50 | | |
| | Land & Site | 0.00 | | 1.38 | | |
| | Cleaning | | | | | |
| | - Expenses | | | | | |
| | - Watch & Ward | 0.00 | | 2.75 | | |
| | Auditors | | | | | |
| | - Remuneration | | | 0.25 | | |
| | - Audit Fee | 0.25 | | | | |
| | - Tax Audit Fee | 0.00 | | 0.00 | | |
| | - Certifications | | 0.30 | | | |
| | Fee | 0.05 | | 0.05 | | |
| | Sundry fee & | | | | | |
| | - subscription | 0.12 | 16.27 | 0.15 | | 16.97 |

16 : SEGMENT REPORTING

Segment reporting is not applicable.

**17 : DISCLOSURE UNDER THE
MICRO, SMALL AND MEDIUM
ENTERPRISES DEVELOPMENT ACT,
2006**

Amount due to Micro and Small enterprises disclosed on the basis of information available with the company regarding status of the suppliers are as follows :



| S. No. | Particulars | 2018-19 (Rs. in lakhs) | 2017-18 (Rs. in lakhs) |
|--------|--|------------------------------|------------------------------|
| 1 | Amount remaining unpaid at the end of the year | 0.00 | 0.00 |
| 2 | Amount paid during the year | 0.00 | 0.00 |
| 3 | Amount due and payable (on the amounts which have been paid beyond the appointed date during the year) | Nil | Nil |
| 4 | Amount accrued and unpaid at the end of the year | Nil | Nil |
| 5 | Amount due of the previous year | Nil | Nil |

In accordance with AS-15 the following contributions to Defined contribution plans are treated as expenses during the year.

18

- Employer's Contribution to Provident Fund

| | Amount (in Rs.) |
|---------|--------------------|
| 2018-19 | Nil |
| 2017-18 | Nil |
| 2016-17 | Nil |

- Gratuity Payment to LIC as post-employment Plan

| | Amount (in Rs.) |
|---------|--------------------|
| 2018-19 | Nil |
| 2017-18 | Nil |
| 2016-17 | Nil |

19 TAXES ON INCOME

- Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.



- Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as the reporting date. Deferred tax liabilities are recognised for all timing difference. Deferred tax asset in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

- Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.

- Provision for current tax has not been made as the tax has been paid on the basis of MAT.

20 NOTES TO ACCOUNTS

- (i) The Company had closed down its vanaspati and edible oil business and has sold majority of its assets as per Postal Ballot Resolution passed on 18/12/2013 as per section 180(1)(a) of the Companies Act, 2013 and other applicable statutory provisions.
- (ii) Depreciation during the year has been provided as per the rates mentioned in the schedule II of the Companies Act 2013.
- (iii) The company has recognised Deferred Tax Asset on unabsorbed depreciation to the extent of corresponding Deferred Tax Liability on the difference between the book value and written down value of the fixed assets under Income Tax Act, 1961. The Company has not recognised Deferred Tax Asset on unabsorbed depreciation and brought forward business losses based on management's estimates of future profits.
- (iv) The amount recoverable from PSPCL amounting to Rs.3,66,553/- is subject to confirmation.

21 : RELATED PARTY DISCLOSURES UNDER ACCOUNTING STANDARD 18**A Names of related parties & description of relationship**Related parties where control**I exists :**

- | | |
|------------------------------------|---|
| (i) Pioneer Industries Limited | Due to common director |
| (ii) Damtal Flour & Food Pvt. Ltd. | Director being Director & Director's relative |
| (iii) Jagat Mohan Aggawal | Director of the Company |

Key Management**II Personnels :**

- | | |
|------------------------------------|-------------------------|
| (i) Shri Jagat Mohan Aggawal | Managing Director |
| (ii) Shri Ajay Kumar Goel | Joint Managing Director |
| (iii) Shri Bharat Bhushan Aggarwal | Executive Director |
| (iv) Shri Shyam Manohar Parashar | Chief Financial Officer |
| (v) Smt. Ragini Mahajan | Company Secretary |

Detail of transactions with related**B parties :**

| Name/Nature of transaction | Current Year | | Previous Year | Outstanding (Rs. in Lacs) |
|----------------------------|---------------------|---------------------------|---------------------|---------------------------|
| | Amount (Rs in Lacs) | Outstanding (Rs. in Lacs) | Amount (Rs in Lacs) | |

| | | | | |
|--|-------|--------|--------|-----|
| I Pioneer Industries Limited | | | | |
| Rent received (Net of GST) | | Nil | 0.77 | |
| Interest receivable on Loan given | 12.83 | 252.00 | Nil | Nil |
| II Damtal Flour & Food Pvt. Ltd., | | | | |
| Sale | 0.15 | Nil | 163.00 | Nil |



PIONEER AGRO EXTRACTS LIMITED

ANNUAL REPORT 2018-2019

CIN NO L15319PB1993PLC012975

| | | | | | | |
|-----|----------------------|---------------|------|-----|------|-----|
| III | Jagat Mohan Aggarwal | Interest Paid | 0.12 | Nil | 0.10 | Nil |
| IV | Jagat Mohan Aggarwal | Rent Paid | 0.36 | | 0.36 | |

Signatures to Notes forming part of financial statements

For **SUMEET BEHL & ASSOCIATES,**

Chartered Accountants
Firm Reg. No.: 013655N

(SARBJEET KAUR)

Partner

Membership No. 528345

Place: Pathankot

Dated: 15.05.2019

(JAGAT MOHAN AGGARWAL)
Managing Director

(AJAY KUMAR)
Joint
Managing
Director

(RAGINI MAHAJAN)

Company Secretary

(SHYAM MANOHAR PARASHAR)
Chief
Financial
Officer



ROUTE MAP FOR 27TH AGM

