

**ANNEXURE  
FORM A**

**Format of covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company	PRIMA AGRO LTD
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	NA
5.	To be signed by-  • CEO/Managing Director  • CFO  • Auditor of the company  • Audit Committee Chairman	<p>For PRIMA AGRO LIMITED</p> <p><i>[Signature]</i> Managing Director</p> <p><i>[Signature]</i> V. R. Sadasiva Pillai</p> <p>For VIJAYAKUMAR &amp; EASWARAN CHARTERED ACCOUNTANTS FRN: 004703S</p> <p>CA K. EASWARAN PILLAI, F.C.A SENIOR PARTNER M M No: 022062</p> <p><i>[Signature]</i></p>

**FORM B**

**Format of covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company	
2.	Annual financial statements for the year ended	
3.	Type of Audit observation	
4.	Frequency of observation	
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	
6.	Additional comments from the board/audit committee chair:	
7.	To be signed by- • CEO/Managing Director • CFO • Auditor of the company • Audit Committee Chairman	

# PRIMA AGRO LIMITED



**28<sup>th</sup> ANNUAL REPORT 2014-15**

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Shri. S K Gupta	:	Chairman
Shri Sanjay Gupta	:	Managing Director
Smt. Swati Gupta	:	Director
Shri Rajyawardhan Agarwal	:	Director

## AUDITORS

M/s Vijayakumar & Easwaran Chartered Accountants Ernakulam

## BANKERS

ICICI Bank  
Indian Overseas Bank

## REGISTERED OFFICE

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

## SHARE TRANSFER AGENTS

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

## PLANT LOCATION

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

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

## NOTICE

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the Company will be held at its Registered Office at "Door No: V/679-C, Industrial Development Area, Muppathadam P O, Edayar, Cochin – 683 110 on Monday the 07<sup>th</sup>, September, 2015 at 10 am for transacting the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Annual Accounts of the Company for the year ended 31st March, 2015 together with the Reports of the Directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152, 162 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule IV to the Companies Act, 2013 and pursuant to the Articles of Association of the Company Sri. S.K.Gupta who is retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, the consent of the Company be and is hereby accorded to the re-appointment of Mr.S.K.Gupta (DIN : 01575160), as a Director of the Company.

3. To appoint Auditors who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

The retiring Auditors, M/s Vijayakumar & Easwaran, Chartered Accountants, (Registration No.004703S) are eligible for re-appointment and have given a written certificate as per Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 and to consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"RESOLVED that the retiring Auditors, M/s Vijayakumar & Easwaran, Chartered Accountants, (Registration No.004703S) being eligible for reappointment, be and are hereby appointed as Auditors of the Company for the financial year ending 31st March, 2016, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors."

### SPECIAL BUSINESS.

- 4.To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152, 162 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Smt. Swati Gupta (DIN00249036), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March, 2015, in terms of Section 161(1) of the Act and in pursuance to Article 103 of the Articles of Association of the Company, and whose term of office expires at the Annual

General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

5.To approve the material related party transactions with Associate Companies.

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

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for entering into the following proposed Related Party Transactions with Associate Companies for the next three years with over all annual limits specified below.”

<b>Name of Associate Concern</b>		<b>Amount in Lacs</b>
Ayyappa Real Estate (P) Ltd.	-	0.50
Ayyappa Roller Flour Mills Ltd.	-	80.00
PAPL Exim India Ltd.	-	2.00
Prima Credits Ltd.	-	0.50
Prima Alloys (P) Ltd.	-	0.50
Prima Beverage (P) Ltd.	-	10.00
Prima Industries Ltd.	-	100.00
<b>Grand Total</b>	-	<b>193.50</b>

“RESOLVED FURTHER THAT pursuant to the provisions of revised Clause 49 of the Listing Agreement (effective from October 1, 2014), the members of the Company be and is hereby ratify the contracts/arrangements/transactions entered in to by the Board for the FY 2014 -15 with the Associate Companies and as decided by the Board of Directors in its meeting held on 30-10-2014.”

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

#### **EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT**

Item No -4

Mrs. Swati Gupta was appointed as an Additional Director by the Board of Director w.e.f 31-03-2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 103 of Article of Association of the Company. Pursant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Sections 149, 152, 162 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mrs.Swati Gupta on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 4 for adoption.

Item No-5.

Material related party transactions with Associate Companies.

As per the provision of section 188(1) of the 2013 Act that govern the Related Party Transactions require a Company to obtain prior of shareholders by way of a special Resolution. Further, third provision to section 188 (3) also provide that any contract or arrangement entered in u/s 188(1) may be ratified by the Board or, as the case may be, by the shareholders. The company had entered in to some related party transactions for the financial year 2014-15 and therefore the above said resolutions for prior approval and ratification are put up for approval of the share holders. It is also necessary to approve a financial limit for such related party transaction for the Financial Year 2015-16 for which the above resolution is put up.

#### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The duly filled up Proxy Form should be lodged with the Company at its Registered Office not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday 02<sup>nd</sup> September, 2015 to Monday 07<sup>th</sup> September, 2015 (both days inclusive).
4. Members/Proxies are requested to bring the Attendance Slip duly filled in for attending the Meeting. No duplicate will be issued at the venue of the Meeting.
5. Share Holders are requested to inform the Company any changes in their mailing address and also to quote folio number in all their correspondence with the Company.
6. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting.

Place: Kochi

Date: 07.08.15

By Order of the Board

Sd/-  
Sanjay Gupta  
Managing Director

#### FOR THE ATTENTION OF THE MEMBERS:

Members are requested to send intimations of any changes in their addresses, applications for demat of shares, applications for transfer of shares and any related correspondence to the Company's share transfer agents M/s. Venture Capital And Corporate Investments Pvt. Limited,(Category -I Registrars) 12-10-167, Bharatnagar, Hyderabad - 500018, Tel : 040 23818475, Fax :040 23868024, Email:info@vccilindia.com.

Sending notices and documents to shareholders through email:

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

## DIRECTORS' REPORT

To

The Members of Prima Agro Limited

Your Directors have pleasure in presenting the 28th Annual Report together with the Audited Balance Sheet and Profit and Loss Accounts for the year ended 31st March 2015.

### INTRODUCTION

The global economy in FY 2014-15 witnessed divergent trends among major economies. Despite unpredictable headwinds, the global economic recovery is gaining momentum. India's economy is poised to return to its high-growth path, thanks to lower fiscal and current account deficits, falling inflation and structural reforms to boost investments. Monetary policy is also likely to be supportive with the Reserve Bank of India (RBI) having moved to flexible inflation targeting. The manufacturing sector is likely to benefit from lower interest rates.

Your Company's performance for the year 2014-15 has to be viewed in the context of aforesaid economic and market environment. In a highly competitive scenario, where new brands and offerings are entering the market almost every quarter, your Company delivered competitive growth, driven by innovation, sharper in-market execution, and competitive marketing.

### 1. PERFORMANCE OF THE COMPANY (STANDALONE)

During the year, the Company achieved gross revenue of Rs. 1118.15 Lacs and had earned an after tax profit of Rs.34.92 Lacs.

#### Financial Results (in Lacs)

Particulars	Current Year 31/03/2015	Previous Year 31/03/2014
Turnover/Processing Income	1118.15	934.68
Profit Before depreciation	128.34	89.20
Depreciation	31.65	28.46
Profit (Loss) after Depreciation & Taxes	34.92	26.05

### 2. DIVIDEND

No Dividend was declared for the current financial year due to conservation of Profits/due to loss incurred by the Company /due to insufficient profit.

### 3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

#### 4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

With great pleasure we may report that with the enduring and dedicated effort of Directors your Company had come out of its financial difficulty it had faced in the past and again started showing positive results. At present your Company is not having any borrowings from any Financial Institutions and had settled all dues of financial institutions.

Trading in shares of your Company had already restarted in Bombay Stock Exchange and shareholders can take use of this facility by de-mating your holdings. Share holders may please take note that de-mat facility for the shares of the company is now available through NSDL and CDSL. All share holders are requested to de-mat the shares held by them.

Your Company had two Animal Feed manufacturing plants situated at Kochuveli, Thiruvananthapuram and Edayar, Ernakulam. These plants each having the capacity for manufacturing 300 MT Cattle Feed per day and is structured to produce a variety of Animal Feeds. The Company had installed the most modern plant with computerized controls. The Company is adopting sophisticated techniques and evolving recipes with appropriate ingredients to meet the nutritional and energy requirements of cattle, poultry and goats, Your Company is now manufacturing Animal Feed for M/s KSE Ltd.

Your Company is now installing a 100 MT weighbridge at its site at Edayar and its estimated Capital expenditure will be around Rs.35 Lacs and the same will be operative in the month of Sept, 2015. This will increase the material handling facility.

#### 5. CHANGE IN THE NATURE OF BUSINESS.

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

#### 6. INTERNAL FINANCIAL CONTROL

Your Company is having adequate internal financial controls with reference to the Financial Statements. The statutory auditors are satisfied with the present system of internal control.

#### 7. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

There are no subsidiary companies or joint ventures. The following are the Associate Companies.

- (i) Ayyappa Roller Flour Mills Ltd
- (ii) Prima Beverage Pvt Ltd
- (iii) PAPL EXIM India Ltd
- (iv) Ayyappa Real Estate (P) Ltd
- (v) Prima Alloys (P) Ltd
- (vi) Prima Credits Ltd
- (vii) Prima Industries Ltd

Performance of the above associate companies are not included in the Financial Results.



**8. DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

**9. DIRECTORS**

(i) During the reporting year Mrs. Swati Gupta (DIN. 00249036) was appointed as additional Director of the Company w.e.f. 31.03.2015. Her term of office is ending at the forthcoming Annual General Meeting of the company, who being eligible, offered herself for re-appointment and the same is being proposed in the forthcoming Annual General Meeting of the Company.

(ii) During the reporting year Mr. S.K. Gupta (DIN : 01575160), Director is retiring by rotation and who being eligible, offered himself for re-appointment and the same is being proposed in the forthcoming Annual General meeting

**10. STATUTORY AUDITORS**

M/s Vijayakumar & Eswaran, Chartered Accountants, Cochin will retire at the forthcoming Annual General Meeting of the Company and are eligible for re-appointment and also indicated their willingness to be reappointed. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

**11. Auditors' Report**

The Auditors had submitted an unqualified Audit Report for the Financial Year 2014-15.

**12. SHARECAPITAL**

There were no changes in the share Capital during the year.

**a. BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

**b. SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

**c. BONUS SHARES**

No Bonus Shares were issued during the year under review.

**d. EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any STOCK OPTION Scheme to the employees.

**13. EXTRACT OF ANNUAL RETURN**

The extract of the annual return as per section 92 (1) of the Companies Act 2013 in Form No. MGT – 7 forming part of the Board's report is annexed separately.

**14. RISK MANAGEMENT POLICY**

The Company had insured all its fixed asset and stock to cover any possible risk.

**15. PERSONNEL AND INDUSTRIAL RELATIONS**

Industrial relations of the Company continued to be cordial during the year. Your Directors take this opportunity to record their appreciation for the services rendered by the employees at all levels.

**16. STATUTORY DISCLOSURES**

Your Company does not have any employee in respect of whom information under Section 217(2A) of the Companies Act, 1956 as amended, is required to be annexed.

**17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

As required under Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Directors Particulars in the Report of Board of Directors) Rules 1988, the information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo in Form No. A & B is required, which is annexed to this report.

**18. DIRECTOR'S RESPONSIBILITY STATEMENT**

The Directors confirm:

- ◆ that the applicable accounting standards have been followed along with proper explanation wherever required in the preparation of Annual Accounts.
- ◆ that the Company has adopted prudent accounting policies.
- ◆ that proper care has been taken for maintenance of accounting records in accordance with the provisions of the Act and
- ◆ that the Annual Accounts of the Company have been prepared on a going concern basis.
- ◆ That the Company had laid down sufficient internal financial controls in the operations of the company
- ◆ That the Company had devised proper systems to ensure Compliance with the provisions of all applicable laws.

**19. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS**

A Report on Corporate Governance and Management Discussion and Analysis as required under Clause 49 of the Listing Agreement is attached.

**20. ACKNOWLEDGEMENT**

The Board of Directors wishes to place on record their sincere gratitude for the assistance extended by The Company's Banks for their continued support to the company. Your Directors also thank the Management of M/s Kerala Feeds Ltd and other business clients for the extended support to the Company. The Board of Directors wishes to place on record their sincere gratitude to all Govt. depts, employees and share holders for their active support and co-operation.

For and on behalf of the Board

Sd/-

Sanjay Gupta

Managing Director

Place : Cochin

Date : 07-08-2015

**ANNEXURE TO THE BOARD OF DIRECTORS' REPORT  
INFORMATION AS PER SECTION 134(3)(m) FORMING PART OF THE DIRECTORS' REPORT**

**I. Energy Conservation**

The Company is making all-round efforts for conservation of energy. To reduce the energy cost, energy efficient equipment were used and the effect of the same has been felt.

Total energy consumption and energy consumption per unit for production as prescribed in Form A- is not applicable, as the Company is not covered in the list of specified industries.

**Form B (See Rule 2)**

**I. Form of disclosure of particulars with respect to absorption of Research and Development (R&D)**

- |  |  |
|--|--|
| 1. Specified areas in which R&D carried out                | : Quality Control by the Company.                            |
| 2. Benefits derived as a result of the above R & D         | : The qualitative aspects of the products are well accepted. |
| 3. Future plan of action                                   | : To continuously upgrade the quality of product through R&D |
| 4. Expenditure on R & D                                    | : Nil  |
| a. Capital   | : Nil  |
| b. Recurring   | : Nil  |
| c. Total   | : Nil  |
| d. Total R&D Expenditure as a percentage of total turnover | : Nil  |

**II. Technology Absorption, Adaptation and Innovation**

- |  |  |
|--|--|
| 1. Efforts in brief made towards technology absorption and innovation  | : New Technology has been adopted for manufacturing.               |
| 2. Benefits recorded as a results of the above   | : The quality of the final products has been improved Considerably |
| 3. Particulars of Technology imported during the last 5 years  |  |
| a. Technology imported   | : Nil  |
| b. Year of import  | : N A  |
| c. Has technology been fully absorbed  | : N A  |
| d. If not fully absorbed areas where this has not taken place, reasons therefore and future plans of action. | : N A  |

**III. Foreign Exchange earnings and Outgo**

- a. Activities relating to exports, initiatives taken to increase exports, development of new export market for products and services and exports plans.

Marketing efforts are being made for developing export market for the products of the company.

b. Foreign Exchange used		
Foreign Travel	:	Nil
Capital Goods Import	:	Nil
Raw Materials Import	:	Nil
Trading Goods	:	Nil
Others	:	USD 147000
c. Foreign Exchange earned	:	Nil

By Order of the Board  
Sd/-  
Sanjay Gupta  
Managing Director

Place: Kochi  
Date :07-08-2015

## **CORPORATE GOVERNANCE REPORT**

**(Pursuant to Clause 49 of the Listing Agreement)**

### **CORPORATE GOVERNANCE**

Transparency and accountability are the two basic tenets of Corporate Governance. At Prima , we feel proud to belong to a Company whose visionary founders laid the foundation stone for good governance long back and made it an integral principle of the business

#### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The basic philosophy of Corporate Governance at "Prima" is to achieve business excellence and to create and enhance the value for its Stakeholders, Customers, Employees and Business Associates and thereby to make a significant contribution to the Economy. The Company endeavors to achieve the highest levels of transparency, accountability, integrity and responsibility by following the best practices in Corporate Governance. We are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Our Code of Business Principles is an extension of our values and reflects our continued commitment to ethical business practices across our operations. We acknowledge our individual and collective responsibilities to manage our business activities with integrity. To succeed, we believe, requires highest standards of corporate behavior towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

#### **2. BOARD OF DIRECTORS**

The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

The Board of Directors comprises of Executive Non-executive and Independent Directors as required under applicable legislation. Except for the Managing Director, all other directors are liable to retire by rotation as per the provisions of the Companies Act, 1956/2013. As on date of this Report, the Company's Board consists of three Directors comprising one Non-Executive Chairman, One Independent Directors and Managing Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The composition of the Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting as also the number of other directorships and memberships of committees are given below:

Name of Director	Category	Number of shares held in the Company as on 31.03.2015	Attendance at		Directorships and Chairmanship/Membership of Board Committees in other companies as on 31.03.2015		
			Board Meetings	Last AGM	Director	Committee Member	Committee Chairman
1. Shri. Sanjay Gupta	P, M.D.	391600	4	Yes	8	None	None
2. Shri. S.K. Gupta	P, C	183000	7	Yes	8	1	1
3. Smt. Swati Gupta	Director	1300	-	-	2	None	None
4. Shri. Rajyawardhan Agarwal	NED & I	-	7	Yes	1	1	None

NED: Non-Executive Director; I: Independent Director; MD: Managing Director; ND: Nominee Director; P: Promoter

Other Directorships do not include Alternate Directorships, Directorships of Private Limited Companies which are neither a subsidiary nor a holding company of a Public Company, Companies under Section 8 of the Companies Act, 2013 and of companies incorporated outside India.

Chairmanship/ Membership of Board Committees include Chairmanship / Membership of Audit Committee and Shareholders' / Investors' Grievance Committee only as clarified by SEBI. The Membership / Chairmanship of Board Committees of Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 are excluded for the purpose.

#### Reappointment of Directors

The Director, Mr. S.K. Gupta retires by rotation at the ensuing Annual General Meeting and is eligible for reappointment. The brief resumes and information relating to the director as required under clause 49 of listing agreement with the Stock Exchange is furnished below:

Brief Note on Directors Seeking Appointment/ Reappointment during the year. Name of

Director : Mr. S.K. Gupta  
Date of Birth : 08.08.1940  
Date of Appointment : 05.12.12  
Qualification : Graduate

Expertise in specific Functional are : He hailed from Rajasthan almost 50 years back and established the Prima Group in Kerala. He has vast experience in the field of agro based Industries, especially in flour milling. He is having wide business contacts. He is now the Chairman of the company. Under his leadership the Company is leading towards success.

## Details of other Directorships

Name of the Company	Position held	Committee type	Membership status
1.Prima Industries Limited	Chairman	Audit	NIL
2.Ayyappa Roller Flour Mills Ltd	Chairman	NIL	NIL
3.Prima Credits Ltd	Director	NIL	NIL
4.PAPL Exim India Ltd	Director	NIL	NIL
5.Prima Beverage (P) Ltd	M.D.	NIL	NIL
6.Prima Alloys (P) Ltd	Director	NIL	NIL
7. Ayyappa Real Estates (P) Ltd	Director	NIL	NIL

(II) Mrs Swati Gupta , Additional Director retires at the ensuing Annual General Meeting and is eligible for reappointment. The brief resumes and information relating to the director as required under clause 49 of listing agreement with the Stock Exchange is furnished below:

Name of Director	: Mrs.Swati Gupta
Date of Birth	: 15.05.1970
Date of Appointment	: 31.03.2015
Qualification	: Graduate
Expertise in specific Functional are	: She is expert in HR and corporate administration

**Details of other Directorships:**

Name of the Company	Position held	Committee type	Membership status
Prima Industries Limited	Director	Nil	Nil

**3.AUDITCOMMITTEE**

The Company's Audit Committee consists of Non-Executive and Independent Directors. The qualification of the members of the Committee, its composition and terms of reference are as per the requirements of Clause 49 of the Listing Agreement. The Chairman of the Audit Committee Shri. S K Gupta has expert knowledge of finance and accounting.

During the year ended 31st March 2015, the Committee met 5 times on 13/05/2014, 24/06/2014, 29/07/2014, 28/10/2014 & 28/01/2015

The Audit Committee Meetings are attended by invitation by the Managing Director, General Manager and Representative of the Statutory Auditors.

Name of Members of Audit Committee	Designation	No. of meeting attended
Shri. S.K.Gupta	Chairman, Non-Executive	5
Shri. Rajyawardhan Agarwala	Member & Non-Executive & Independent Director	5

#### 4. REMUNERATION COMMITTEE

a) Composition, Name of Members, Chairperson and attendance

Name of Members of Audit Committee	Designation
Shri. S.K.Gupta	Chairman, Non-Executive Director
Shri. Rajyawardhan Agarwala	Member & Non- Executive & Independent Director

#### b) Brief description of terms of reference

To determine and recommend to the Board the remuneration including commission, perquisites and allowance payable to the whole time directors based on overall performance and financial results of the Company during the relevant financial year and in consonance with the existing industrial practice.

#### c) Remuneration to Directors

The Company pays remuneration to Managing Director by way of salary and perquisites (fixed components).

#### d) Details of remuneration paid to Managing Director for the year

The aggregate of salary, perquisites and commission paid/payable for the year ended 31<sup>st</sup> March, 2015 to Managing Director, is as follows:

Shri. Sanjay Gupta, Managing Director : ₹ . 9,90,0000/-

#### e) Remuneration paid to Non-Executive Directors : No Remuneration is paid to Non-Executive Directors.

The details of sitting fees paid during the period : No Sitting Fees is paid during the year.

#### 5. SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

The Investors Grievance Committee reviews and redresses shareholder grievances / complaints. The Committee oversees the performance of the Registrars and Share Transfer Agents and recommends measures for overall improvement of the quality of investor services. The members of the Committee are as under:

Name of the Member	Category
Shri. S.K.Gupta	Chairman
Shri. Rajyawardhan Agarwala	Independent Director

Given below is the position of investor queries / complaints and other correspondences received and attended to during 2014-2015:

Nature of complaint/queries	No. of complaints
For non-receipt of dividend, shares lodged for transfer, Issue of duplicate share certificates	-
Queries/Complaints redressed	-
Pending queries/complaints as on 31.03.2015	-
Other letters received from shareholders and replied	9



Every letter received from the investors is replied generally within two weeks of receipt unless the issues involved require investigation or looking into very old records to be retrieved from godowns or information is to be obtained from banks or others.

The shares of the Company are traded in physical as well as in de-mat form. A table showing the requests Received for dematerialization /transfer during 2014-2015 is given below –

	Transfers	
	No. of requests	No. of shares
Lodged	281	300100
Processed	281	300100
Objections	-	-
Pending as on 31.03.2015	-	-

## 6. Board Meetings

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Kochi. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman and the Chief Executive Officer of the Company. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the financial year ended 31st March, 2015, Seven Board meetings were held on 19/4/2014, 15/5/2014, 27/6/2014, 31/7/2014, 30/10/2014, 30/01/2015 & 31/03/2015.

The maximum interval between any two meetings was well within the maximum allowed gap of 120

## 7. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time	No. of Special resolutions approved at the AGM
2011-12	Door No. v/679C, IDA, Muppathadam P.O., Edayar	27.09.2012	4.00 p.m.	4
2012-13	Door No. v/679C, IDA, Muppathadam P.O., Edayar	30.08.2013	11.00 a.m.	1
2013-14	Door No. v/679C, IDA, Muppathadam P.O., Edayar	16.08.2014	10.00 a.m.	1

At the forthcoming Annual General Meeting there is no item on the agenda that needs approval by Postal Ballot, as required under the provisions of Section 110 A of the Companies Act, 2013.

## 8. DISCLOSURES

During the year there were no transactions of material nature with the Directors or the Managing Director, relatives that had potential conflict with the interest of the Company.

No penalties or strictures were imposed by Stock Exchanges or SEBI or any other statutory authority on the company in any matter related to capital markets during the last three years.

The Company had already secured demat facility for its shares through NSDL & CDSL. Non- mandatory disclosures are not being complied with for the time being.

### 9.Code of Conduct

The Company has complied with the Code of Conduct for Directors and Senior Management approved by the Board and as per Sch IV of the Companies Act, 2013.

### 10.CEO/CFO Certification:

Mr. Sanjay Gupta, Managing Director and Mr. V R Sadasivan Pillai, General Manager (Finance) have given CEO/CFO Certificate to the Board. The Board noted the said CEO/ CFO certificate, as per the format given under clause 49(v), at its meeting held on 7th August 2015

### 11.MEANS OF COMMUNICATION

The quarterly, half-yearly and annual results are published in 'two news papers. Management Discussion and Analysis forms part of the Annual Report.

### 12.GENERAL SHAREHOLDERS' INFORMATION

#### i) Annual General Meeting

Date and time	: 07 <sup>th</sup> September, 2015 10AM
Venue	: Door No. V-679/C, Industrial Development Area, Muppathadam P.O., Edayar, Cochin - 683110.

#### ii) Financial Calendar : 2014-15

The company follows April – March as the Financial Year. The results of every quarter are declared in the month following the quarter. Financial Results are published in the company's website.

#### iii) Code of Insider Trading

The Company has adopted and implemented a Code of Conduct pursuant to SEBI (Prohibition of Insider Trading Regulations, 1992). The Code lays down the guidelines, which include procedures to be followed and disclosures to be made by the Insiders (Directors, Officers and Designated Employees) while dealing in shares of the Company.

#### iv) Internal Control System and their Adequacy

The Senior Management reviews periodically various issues that directly influence the business and take decisions to ensure that the Company's interest and that of the stake holders are protected. The Company's systems and internal controls monitors the following:

- Protection and conservation of resources of the Company.
- Compliance with statutory requirements.
- Maximum utilization of resources.

The management structure is defined with adequate responsibility and authority to take decisions and implement the same. The Audit Committee of Board of Directors takes the responsibility for review of the Internal Controls and the matters connected there with.

#### v) Material Developments in Human Resources/Industrial Relations Front, including number of People employed.

The Company gives utmost importance to the Human Resource Development and high priority is given to keep the individual relations healthy. The Industrial relations are cordial and satisfactory.

- vi) Dates of book closure : Wednesday, 02<sup>nd</sup> September, 2015 to Monday 07<sup>th</sup> September 2015 (Both days inclusive).
- vii) Dividend payment date : N.A.
- viii) Listing on Stock Exchange : BSE-Mumbai,
- ix) Stock Code : 519262
- x Demat ISIN Number : ISIN-INE297D01018

**xi) Market Price data**

Company's shares traded during the period.

Month	Month's High Price	Month's Low Price
April-2014	4.55	
May-2014	4.7	4.7
June-2014	4.5	4.5
July-2014	5.19	5.19
August-2014	5.62	5.62
September-2014	4.9	4.9
October – 2014	4.22	4.21
November-2014	8.52	8.52
December-2014	13.05	13.05
January-2015	15.5	15.5
February-2015	11.2	10.65
March-2015	7.81	7.56

Registrar and transfer Agents:  
(Share Transfer and  
Communication regarding  
Share Certificates, Dividends  
And change of address)

Venture Capital And Corporate  
Investments Pvt. Limited,  
(Category-I Registrars)  
12-10-167, Bharatnagar,  
Hyderabad -500018,  
040 23818475 (Tel), 040 23868024 (Fax),  
Email: info@vccilindia.com

Share Transfer System : Presently, the share transfers which are received in physical form are processed through our RTA and the share certificates returned within a period of 30 days from the date of receipt, subject to the document being valid and complete in all respect.

**Distribution of the shareholding on the basis of categories of shareholders as 31.03.2015 is as under:**

Category Code	Category of shareholder	No. of share holders	Total no. of shares	Number shares held dematerialized form	Percentage to total shares
(A)	Shareholding of Promoter and Promoter group				
(1)	Indian	7	855300	812800	16.46
(a)	Individuals				
(b)	Bodies Corporate	5	887900	297200	17.09
	<b>Sub-Total (A) (1)</b>	<b>12</b>	<b>1743200</b>	<b>1110000</b>	<b>33.56</b>
(2)	Foreign				

(a)	Bodies Corporate				
	<b>Sub-Total (A) (2)</b>	<b>12</b>	<b>1743200</b>	<b>1110000</b>	<b>33.56</b>
	<b>Total shareholding of Promoter and Promoter Group</b>				
	<b>(A) =(A)(1)+(A)(2)</b>	<b>12</b>	<b>1743200</b>	<b>1110000</b>	<b>33.56</b>
	<b>Public shareholding</b>				
(1)	<b>Institutions</b>				
(a)	Mutual Funds				
(b)	Foreign Institutional Investors				
	<b>Sub-Total (B)(1)</b>	-	-	-	-
(2)	<b>Non-Institutions</b>				
(a)	Bodies Corporate	48	93711	59411	1.80
(b)	Individuals				
	i. Individual shareholders holding nominal share capital up to Rs. 1 Lakh	13162	3077910	314810	59.25
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	12	266787	112387	5.14
(c)	Trust				
(d)	Directors & their relatives				
(e)	Non resident individuals	3	518	518	0.01
(f)	Overseas Corporate Bodies				
(g)	Clearing members	5	12774	12774	0.25
(h)	Hindu undivided families				
	<b>Sub-Total (B) (2)</b>	<b>13230</b>	<b>3451700</b>	<b>499900</b>	<b>66.44</b>
	<b>Toal Public shareholding (B)=(B)(1)+(B)(2)</b>	<b>13230</b>	<b>3451700</b>	<b>499900</b>	<b>66.44</b>
	<b>Total (A)+(B)</b>	<b>13242</b>	<b>5194900</b>	<b>1609900</b>	<b>100</b>

Distribution of shareholding as on 31.03.2015, pursuant to clause 35 of the Listing agreement is as under

Shareholding of nominal value of ₹	No. of Shareholders	% of Shareholders	Amount of Share capital in ₹	% of Shareholding
Upto – 500	12323	93.07	1915165	36.87
501-1000	577	4.36	477973	9.2
1000-2000	198	1.5	291032	5.6
2001-3000	56	0.42	142125	2.74
3001-4000	17	0.13	60181	1.16
4001-5000	23	0.17	108277	2.08
5001-10000	23	0.17	153060	2.95
10001 and above	24	0.18	2047087	39.41
<b>Total</b>	<b>13241</b>	<b>100</b>	<b>5194900</b>	<b>100</b>

## Dematerialisation of shares and liquidity:

The Company's shares are available for dematerialization on both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company's shares are regularly traded in the Bombay Stock Exchange Limited,

Plant Location	: 1. Prima Agro Limited Industrial Development Area, Muppathadam P.O., Edayar – 683 110
	2. Prima Agro Limited Industrial Development Area, Plot No.71, Kochuveli, Trivandrum – 695 021
Investor correspondence For transfer	: Venture Capital And Corporate Investments Pvt.Limited, (Category-I Registrars) 12-10-167, Bharatnagar, Hyderabad -500018, 040 23818475 (Tel), 040 23868024 (Fax), Email: <a href="mailto:info@vccilindia.com">info@vccilindia.com</a>
Any query on Annual Report	: Secretarial Dept. Door No: V/679-C Industrial Development Area Muppathadam P O, Edayar, Cochin _ 683 110

**DECLARATION ON CODE OF CONDUCT**

As required by Clause 49 (ID) of the Listing Agreement, it is hereby affirmed that all the Boardmembers and Senior Management personnel have complied with the Code of Conduct of the Company.

Place: Cochin

Date: 07.08.2015

Sd/

Sanjay Gupta  
Managing Director**CEO/CFO Certificate under Clause 49 of the Listing Agreement**

We, Sanjay Gupta, Managing Director and Mr. V R Sadasivan Pillai, General Manager (Finance) of Prima Agro Limited (the Company) hereby certify to Board that:

- a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2015 and that to the best of our knowledge and belief:
  - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit committee that:
- (1) there are no significant changes in internal control over financial reporting during the year;
  - (2) there have been no significant changes in accounting policies during the year which are required to be disclosed in the notes to the financial statements; and
  - (3) there have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

#### CAUTIONARY STATEMENT

Company's projections and estimates will vary from actual results, which depend on variety of factors like quality of raw material, price, and changes in Government policies, economic conditions over which the company does not have control.

Sd/-

Sanjay Gupta  
Managing Director

Sd/-

V.R. Sadasivan Pillai  
General Manager (Finance)

Place: Cochin

Date: 07.08.2015

**AUDITORS' CERTIFICATE**

TO THE MEMBERS OF  
PRIMA AGRO LIMITED

We have examined the compliance of conditions of corporate governance by **Prima Agro Limited** for the year ended on 31<sup>st</sup> March, 2015, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us and the representations made by the directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49' of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For VIJAYAKUMAR & EASWARAN**  
CHARTERED ACCOUNTANTS  
FRN:0047035

**Place: Kochi**  
**Date: 23/05/2015**

Sd/-  
**K.Easwaran Pillai**  
Senior Partner  
Membership No.22062

**INDEPENDENT AUDITOR'S REPORT**

To

**The Members**  
**PRIMA AGRO LIMITED.**  
**V-679/C, INDUSTRIAL DEVELOPMENT AREA**  
**MUPPATHADAM, EDAYAR**  
**KOCHI – 683 110**

**Report on the Financial Statements**

We have audited the accompanying financial statements of M/s. **PRIMA AGRO LIMITED ("the Company")**, which comprise the Balance Sheet as at 31st March 2015, the statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters 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 the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

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

We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provision of the Act and the Rules made there under. 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 financial 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 Company's 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 qualified audit opinion on the financial statements

**Basis for Qualified Opinion**

During the year, the company granted loans and advances to group concerns amounting to Rs 2,05,34,200.00 which is not in the ordinary business transaction. Interest has not been accounted in the books of accounts relating to such loans/advances.



**Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the matter described in the Basis for Qualified Opinion paragraph, 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:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
- c) 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, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
2. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
  - a) We have sought and except for the matters described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) Except for the matters described in the Basis for Qualified Opinion paragraph above, in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
  - c) 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.
  - d) Except for the matters described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
  - e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the company.
  - f) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.

**For VIJAYAKUMAR & EASWARAN  
CHARTERED ACCOUNTANTS  
FRN 004703S**

**CA. K. EASWARAN PILLAI, FCA  
SENIOR PARTNER  
Membership No: 022062**

**Place: COCHIN  
Date: 23/05/2015**

**ANNEXURE TO AUDITOR'S REPORT***(Referred to our report of even date)*

- i.
- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- ii.
- a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - b) The procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
  - c) The company is maintaining proper records of inventory and the stock as disclosed in the financial statements are valued and certified by the management. The discrepancies noticed on verification between the physical stocks and book records were not material.
- iii. The Company has granted the following loans to companies, firms and other parties covered in the register maintained u/s.189 under the Companies Act

Sl. No	Name of the Company/Firm or Other Parties	Relationship	Loan Granted during the year	Year end Balance
1.	Prima Industries Ltd	Associate	1,28,79,106.00	66,39,770.00
2.	Prima Beverages (P) Ltd.	Associate	24,93,106.00	2,17,936.40
3.	Ayyappa Roller Flour Mills Ltd	Associate	48,49,875.00	77,87,111.08
4.	PAPL Exim India Ltd	Associate	3,12,113.00	1,06,979.80

- a) We are unable to comment on the rate of interest and other terms and conditions on which loans have been taken from/granted to companies, firm or other parties listed in the register maintained u/s 189 of the Companies Act which are prima facie, prejudicial to the interest of the company since the terms are not defined.
  - b) The Company is not paying any interest on such loans and there is no stipulation as to repayment of principal in respect of loans granted to parties listed in the register maintained under Section 189 of the Companies Act, hence we are unable to comment on the regularity of repayment of principal in respect of the said loans.
- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system of the company.
- v. The company has not accepted any deposit from the public hence the directions issued by the Reserve Bank of India and provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the Rules framed thereunder are not applicable to this company.
- vi. The Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act.

- vii.
- a) According to the information and explanations furnished to us, during the year, undisputed statutory dues including provident fund, investor education protection fund, employees state insurance, income tax, sales tax, wealth tax, customs duty, excise duty, cess and other material statutory dues applicable to it have been deposited with appropriate authorities and there has been no serious delays.
  - b) According to the information and explanation given to us, there are no dues of sale tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
  - c) According to the records of the company, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- viii. In our opinion, the company has accumulated losses to the extent of ₹ 19, 44, 23,896.29/- and ₹ 19, 79, 15,767.29 in previous year. The accumulated losses of the company are more than fifty per cent of its paid up capital and free reserves. However the company has not reported cash loss during the current year and in previous year.
- ix. In our opinion and according to the information and explanation given to us, the company during the year has not defaulted in repayment of dues to the Financial Institutions.
- x. In our opinion, the company has not given guarantees for loans taken by others from banks or financial institutions.
- xi. In our opinion, the term loans have been applied for the purpose for which they were raised.
- xii. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For VIJAYAKUMAR & EASWARAN  
CHARTERED ACCOUNTANTS  
FRN 004703S**

**Place: COCHIN  
Date: 23/05/2015**

**CA. K. EASWARAN PILLAI, FCA  
SENIOR PARTNER  
Membership No: 022062**

## PRIMA AGRO LTD

CIN L15331KL1987PLC004833

**Balance Sheet as at 31<sup>st</sup> March 2015**

	Particulars	Note No.	31st March 2015	31st March 2014
I.	<b>EQUITY &amp; LIABILITIES</b>			
(1)	<b>Shareholder's Funds</b>			
	(a) Share Capital	1	111,949,000.00	111,949,000.00
	(b) Reserves & Surplus	2	(66806028.93)	(70297899.93)
(2)	<b>Non-Current Liabilities</b>			
	(a) Long-term Borrowings	3	2,782,761.40	3,573,865.00
	(b) Deffered Tax Liabilities		4,727,278.00	4,610,376.00
	(c) Other Long term Liabilities	4	-	-
	(d) Long-term Provisions	5	4,102,092.57	1,902,973.69
(3)	<b>Current Liabilities</b>			
	(a) Short-term Borrowings	6	-	-
	(b) Trade Payables		21,884,094.50	16,166,853.04
	(c) Other Current Liabilities	7	2,308,216.70	4,776,161.58
	(d) Short-term Provisions	8	6,490,000.00	2,990,000.00
	<b>TOTAL</b>		<b>87,437,414.24</b>	<b>75,671,329.38</b>
II.	<b>ASSETS</b>			
(1)	<b>Non-Current Assets</b>			
	(a) Fixed Assets	9		
	(i) Tangible Assets		40,156,840.43	42,619,429.01
	(ii) Capital Work-in-Progress		1,984,027.50	-
	(b) Non-Current Investments	10	13,524,480.00	10,224,480.00
	(c) Deferred Tax Assets (Net)			
	(d) Long-term Loans & Advances	11	25,044,755.82	15,533,921.62
	(e) Other Non-Current Assets	12	-	-
(2)	<b>Current Assets</b>			
	(a) Current Investments			
	(b) Inventories	13	236,827.21	188,751.95
	(c) Trade Receivables	14	2,709,400.00	3,908,852.78
	(d) Cash & Cash Equivalents	15	2,416,433.78	1,922,333.02
	(e) Short-term Loans & Advances	16	849,070.50	947,526.00
	(f) Other Current Assets		515,579.00	326,035.00
	<b>TOTAL</b>		<b>87,437,414.24</b>	<b>75,671,329.38</b>
	Significant Accounting Policies & Notes forming Part of Accounts	24		

For PRIMA AGRO LTD

For VIJAYAKUMAR & EASWARAN  
CHARTERED ACCOUNTANTS  
FRN 004703SSANJAY GUPTA  
MANAGING DIRECTOR  
DIN-00248003S.K GUPTA  
DIRECTOR  
DIN-01575160K.EASWARAN PILLAI, F.C.A  
SENIOR PARTNER  
Membership No.022062Place : Cochin  
Date :5/23/2015

## PRIMA AGRO LTD

CIN L15331KL1987PLC004833

Profit and Loss Statement for the year ended 31<sup>st</sup> March 2015

	Particulars	Note No.	31st March 2015	31st March 2014
I.	Revenue from Operations	17	111,411,326.70	92,753,456.65
II.	Other Income	18	403,750.64	714,446.66
<b>III.</b>	<b>Total Revenue (I + II)</b>		<b>111,815,077.34</b>	<b>93,467,903.31</b>
IV.	Expenses:			
	Cost of materials consumed	19	4,831,215.50	7,350,430.00
	Purchases of Stock-in-Trade			
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(48075.26)	9,574.28
	Employee benefits expense	21	15,873,811.88	13,278,814.79
	Finance costs	22	549,858.05	1,029,492.58
	Depreciation and amortization expense		3,165,446.64	2,845,977.66
	Other expenses	23	77,774,165.01	62,879,168.68
	Total expenses		<b>102,146,421.82</b>	<b>87,393,457.99</b>
<b>V.</b>	<b>Profit before exceptional items and tax (III - IV)</b>		9,668,655.52	6,074,445.32
VI.	Add: Exceptional items			
VII.	Add: Prior Period Items			-906,859.54
<b>VIII.</b>	<b>Profit before tax (V + VI + VII)</b>		9,668,655.52	5,167,585.78
IX	Tax expense:			
	(1) Current tax		3,500,000.00	2,410,000.00
	(2) Short/Excess Provision of Tax		2,559,882.52	-
			6,059,882.52	2,410,000.00
	(3) Deferred tax		116,902.00	152,445.00
<b>X</b>	<b>Profit (Loss) for the period (VIII - IX)</b>		<b>3,491,871.00</b>	<b>2,605,140.78</b>
XI	Earnings per equity share:			
	(1) Basic		0.67	0.5
	(2) Diluted		0.67	0.5

For PRIMA AGRO LTD

SANJAY GUPTA  
MANAGING DIRECTOR  
DIN-00248003

S.K GUPTA  
DIRECTOR  
DIN-01575160

As per our report of even date attached  
For VIJAYAKUMAR & EASWARAN  
CHARTERED ACCOUNTANTS  
FRN 004703S

K.EASWARAN PILLAI, F.C.A  
SENIOR PARTNER  
Membership No 022062

Place : Cochin  
Date : 5/23/2015

## Note 1

Share Capital	As at 31st March 2015		As at 31st March 2014	
	No.	Amount	No.	Amount
<b>Authorised</b>				
70,00,000 Equity Shares of Rs. 10 each	7,000,000	70,000,000.00	7,000,000	70,000,000.00
1,00,00,000 Cumulative Redeemable Preference Shares of Rs 10 each	10,000,000	100,000,000.00	10,000,000	100,000,000.00
	17,000,000	170,000,000	17,000,000	170,000,000.00
<b>Issued</b>				
51,94,900 Equity Shares of Rs. 10 each	5,194,900	51,949,000.00	5,194,900	51,949,000.00
60,00,000 Cumulative Redeemable Preference Shares of Rs 10 each	6,000,000	60,000,000.00	6,000,000	60,000,000.00
<b>Subscribed &amp; Paid up</b>			-	-
51,94,900 Equity Shares of Rs. 10 each	5,194,900	51,949,000.00	5,194,900	51,949,000.00
60,00,000 Cumulative Redeemable Preference Shares of Rs 10 each	6,000,000	60,000,000.00	6,000,000	60,000,000.00
<b>Subscribed but not fully Paid up</b>				

Particulars	No.	Amount	No.	Amount
Shares outstanding at the beginning of the year	5,194,900	51,949,000.00	5,194,900	51,949,000.00
Shares Issued during the year			-	-
Shares bought back during the year			-	-
Shares outstanding at the end of the year	5,194,900	51,949,000.00	5,194,900	51,949,000.00

## (PREFERENCE)

Particulars	No.	Amount	No.	Amount
10%Preference Shares outstanding at the beginning of the year	6,000,000	60,000,000.00	-	-
10%Preference Shares Issued during the year			6,000,000	60,000,000.00
Shares bought back during the year			-	-
Shares outstanding at the end of the year	6,000,000	60,000,000.00	6,000,000	60,000,000.00

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sanjay Gupta	391,600	7.50	391,600	7.50
Ayyappa Roller Flour Mills Ltd	297,200	5.72	297,200	5.72
Ayyappa Real Estate (P) Ltd	274,300	5.28	274,300	5.28

Details of shares reserved for issue under options & contracts for sale of shares/disinvestment

*Terms of the contract				
*Amount of Shares				

## Note 2

Reserves & Surplus	31st March 2015	31st March 2014
<b>a. Capital Reserves</b>		
Opening Balance	122,499,517.36	122,499,517.36
(+) Current Year Transfer		-
(-) Written Back in Current Year		
Closing Balance	122,499,517.36	122,499,517.36
<b>b. Other Reserves - Capital Subsidy</b>		
Opening Balance	3,268,350.00	3,268,350.00
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	3,268,350.00	3,268,350.00
<b>c. Other Reserves - Investment Allowance Reserve</b>		
Opening Balance	1,850,000.00	1,850,000.00
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	1,850,000.00	1,850,000.00
<b>d. Surplus</b>		
Opening balance	(197,915,767.29)	(200,520,908.07)
(+) Net Profit/(Net Loss) For the current year	3,491,871.00	2,605,140.78
Closing Balance	(194,423,896.29)	(197,915,767.29)
<b>Total</b>	<b>(66,806,028.93)</b>	<b>(70,297,899.93)</b>

## Note 3

Long-Term Borrowings	As at 31st March 2015	As at 31st March 2014
<b>A. SECURED</b>		
<b>a. Term Loans</b>		
from banks		
1. ICICI Indica Car Loan (EMI A/c)	469,307.40	719,722.50
2. ICICI Amaze Car Loan (EMI A/c)	127,738.00	371,179.30
<b>Other loans &amp; advances</b>		
LIC Keyman Loan	98,327.00	98,327.00
<b>Total</b>	<b>695,372.40</b>	<b>1,189,228.80</b>
<b>B. UNSECURED</b>		
a. Deposits	596,015.00	631,015.00
b. Loans and Advances from Related Parties	1,491,374.00	1,753,621.20
<b>Total</b>	<b>2,087,389.00</b>	<b>2,384,636.20</b>

## Note 5

Long-Term Provisions	As at 31st March 2015	As at 31st March 2014
<b>a. Provision for Employee Benefits</b>		
Gratuity	1,148,430.57	959,472.69
Exgratia	2,804,587.00	794,426.00
<b>b. Others</b>		
Other Provisions	149,075.00	149,075.00
<b>Total</b>	<b>4,102,092.57</b>	<b>1,902,973.69</b>

## Note 7

Other Current Liabilities	As at 31st March 2015	As at 31st March 2014
a. Current Maturities of Long - Term Debt	501,929.70	450,385.00
b. Other payables (Advance from customers)	1,635,287.00	4,199,371.58
c. Other Payables (Audit Fee)	171,000.00	126,405.00
<b>Total</b>	<b>2,308,216.70</b>	<b>4,776,161.58</b>

## Note 8

Short Term Provisions	As at 31st March 2015	As at 31st March 2014
<b>Others</b>		
Provision for taxes 2011 - 12	150,000.00	150,000.00
Provision for taxes 2012 - 13	430,000.00	430,000.00
Provision for taxes 2013 - 14	2,410,000.00	2,410,000.00
Provision for taxes 2014 - 15	3,500,000.00	
<b>Total</b>	<b>6,490,000.00</b>	<b>2,990,000.00</b>

## Note 10

Particulars	As at 31st March 2015	As at 31st March 2014
	₹	₹
Other Investments		
(d) Investments in Government or Trust securities	19,100.00	19,100.00
(h) Other non-current investments (Market value as on 31-03-2015 amounting Rs 1,45,21,624.18)	13,505,380.00	10,205,380.00
Total (B)	13,524,480.00	10,224,480.00
Grand Total (A + B)	13,524,480.00	10,224,480.00
Less : Provision for diminution in the value of Investments		
<b>Total</b>	<b>13,524,480.00</b>	<b>10,224,480.00</b>

Particulars	As at 31st March 2015	As at 31st March 2014
	₹	₹
Aggregate amount of quoted investments and Market value	13,524,480.00	10,224,480.00
Aggregate amount of unquoted investments		



**Note 9**  
**Disclosure pursuant to Note No: 6(i) & 6(ii) of Part one & Schedule VI**

	Gross Block						Accumulated Depreciation					Net Block	
	Balance as at 1 April 2014	Additions/ (Disposals)	Acquired through business combinations	Revaluations / (Impairments)	Balance as at 31 March 2015	Balance as at 1 April 2014	Dep charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31 March 2015	Balance as at 1 April 2014	Balance as at 31 March 2015	
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	
<b>Fixed Assets</b>													
<b>a</b>													
<b>Tangible Assets</b>													
Land	4,202,195.00	-	-	-	4,202,195.00	-	-	-	-	-	4,202,195.00	4,202,195.00	
Buildings	43,935,223.86	-	-	-	43,935,223.86	19,607,470.12	1,392,746.60	-	-	21,000,216.72	24,327,753.74	22,935,007.14	
Plant and Equipment	85,372,728.51	61,373.00	-	-	85,434,101.51	75,048,326.09	883,348.74	-	-	75,931,674.83	10,324,402.42	9,502,426.68	
Furniture and Fixtures	913,020.00	-	-	-	913,020.00	900,460.17	-	-	-	900,460.17	12,559.83	12,559.83	
Vehicles	5,010,655.00	60,787.00	-	-	5,071,442.00	2,733,213.06	403,814.35	-	-	3,137,027.41	2,277,441.94	1,934,414.59	
Office Equipment	1,778,818.00	407,548.00	-	-	2,186,366.00	752,329.91	298,407.40	-	-	1,050,737.31	1,026,488.09	1,135,628.69	
Others :-	-	-	-	-	-	-	-	-	-	-	-	-	
i) Cycle	1,505.36	-	-	-	-	1,505.36	-	-	-	-	-	-	
ii) Computer	3,843,118.00	122,650.00	-	-	3,965,768.00	3,394,530.01	187,129.55	-	-	3,581,659.56	448,587.99	384,108.44	
iii) Live Stock	-	50,500.00	-	-	50,500.00	-	-	-	-	-	50,500.00	50,500.00	
<b>Total</b>	<b>145,057,263.73</b>	<b>702,858.00</b>	<b>-</b>	<b>-</b>	<b>145,758,616.37</b>	<b>102,437,834.72</b>	<b>3,165,446.64</b>	<b>-</b>	<b>-</b>	<b>105,601,776.00</b>	<b>42,619,429.01</b>	<b>40,156,840.37</b>	
<b>Capital Work in Progress</b>													
	-	1,984,027.50	-	-	1,984,027.50	-	-	-	-	-	-	1,984,027.50	
<b>Total</b>	<b>-</b>	<b>1,984,027.50</b>	<b>-</b>	<b>-</b>	<b>1,984,027.50</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,984,027.50</b>	
<b>Grand Total</b>	<b>145,057,263.73</b>	<b>2,686,885.50</b>	<b>-</b>	<b>-</b>	<b>147,742,643.87</b>	<b>102,437,834.72</b>	<b>3,165,446.64</b>	<b>-</b>	<b>-</b>	<b>105,601,776.00</b>	<b>42,619,429.01</b>	<b>42,140,867.87</b>	
<b>b</b>													

**Note 11**

Long Term Loans and Advances	As at 31 March 2015	As at 31 March 2014
	₹	₹
<b>a. Security Deposits</b>		
Unsecured, considered good	2,839,449.60	2,936,449.60
	2,839,449.60	2,936,449.60
<b>b. Loans and Advances to Related Parties</b>		
Unsecured, considered good	14,751,797.28	4,772,317.56
	14,751,797.28	4,772,317.56
<b>c. Other Loans and Advances</b>		
Unsecured, considered good	7,453,508.94	7,821,154.46
	7,453,508.94	7,825,154.46
<b>Grand Total</b>	<b>25,044,755.82</b>	<b>15,533,921.62</b>

All the loans, advances & deposits are unsecured, considered good

Loans & advances due by:

Particulars	As at'31 March 2015	As at'31 March 2014
Directors		
Other officers of the Company		
Firm in which director is a partner		
Company in which director is a member	14,751,797.28	4,772,317.56
	<b>14,751,797.28</b>	<b>4,772,317.56</b>

**Note 13**

Inventories	As at 31 March 2015	As at 31 March 2014
	₹	₹
g. Others (Firewood)	236,827.21	188,751.95
	236,827.21	188,751.95
<b>Total</b>	<b>236,827.21</b>	<b>188,751.95</b>

**Note 14**

Trade Receivables	As at 31 March 2015	As at 31 March 2014
	₹	₹
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good		
Unsecured, considered good		
Unsecured, considered doubtful	2,709,400.00	3,908,852.78
Less: Provision for doubtful debts	2,709,400.00	3,908,852.78
<b>Total</b>	<b>2,709,400.00</b>	<b>3,908,852.78</b>

**Note 15**

Cash and Bank Balances	As at 31 March 2015	As at 31 March 2014
	₹	₹
I. Cash & cash equivalents		
a. Balances with banks*	454,059.78	162,614.02
b. Bank deposits with more than 12 months maturity)	861,026.00	736,605.00
d. Cash on hand	101,348.00	23,114.00
	<b>1,416,433.78</b>	<b>922,333.02</b>
II. Other bank balances		
a. Earmarked Balances (eg/- unpaid dividend accounts)	1,000,000.00	1,000,000.00
b. Margin money	1,000,000.00	1,000,000.00
	<b>2,416,433.78</b>	<b>1,922,333.02</b>

Balance with Banks	31st March 2015	31st March 2014
State Bank of India - EKM	61,289.70	57,808.70
ICICI - Kalamassery 00004	365,449.05	92,523.34
State Bank of Travancore - TVM	114.00	1,770.00
ICICI Bank 6348	16,775.05	-
Indian Overseas Bank - CA 353	8,991.93	9,071.93
HDFC	1,440.05	1,440.05
<b>Total</b>	<b>454,059.78</b>	<b>162,614.02</b>

**Note 16**

Short-term loans and advances	As at 31 March 2015	As at 31 March 2014
	₹	₹
<b>a. Others (Advance to suppliers)</b>		
Secured, considered good		
Unsecured, considered good	849,070.50	947,526.00
Doubtful		
	<b>849,070.50</b>	<b>947,526.00</b>

## Note 17

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	₹	₹
a) Sale of products		-
b) Processing Charges	111,141,731.70	92,429,261.65
c) Other operating revenues	269,595.00	324,195.00
<b>Total</b>	<b>111,411,326.70</b>	<b>92,753,456.65</b>

## Note 18

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	₹	₹
Other non-operating income (net of expenses directly attributable to such income)	403,750.64	714,446.66
<b>Total</b>	<b>403,750.64</b>	<b>714,446.66</b>

## Note 19

Cost of Materials Consumed	For the year ended 31 March 2015	For the year ended 31 March 2014
	₹	₹
a) Packing materials		-
b) Store Materials	1,260,990.00	2,001,306.00
c) Store Consumables	2,759,083.00	4,366,909.00
d) Consumables - Interstate	811,142.50	982,215.00
<b>Total</b>	<b>4,831,215.50</b>	<b>7,350,430.00</b>

## Note 20

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Opening stock	188,751.95	198,326.23
Closing stock	236,827.21	188,751.95
Change	<b>(48,075.26)</b>	<b>9,574.28</b>

## Note 21

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	₹	₹
(a) Salaries & wages	10,776,137.00	9,848,528.00
(b) Directors' Remuneration	990,000.00	900,000.00
(c) Contribution to Provident fund and other funds	1,271,710.88	1,324,334.61
(d) Staff Welfare & Other Allowances	2,835,964.00	1,205,952.10
<b>Total</b>	<b>15,873,811.88</b>	<b>13,278,814.79</b>

**Note 22**

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	₹	₹
Interest expense	461,708.30	989,355.30
Other borrowing costs	88,149.75	40,137.28
<b>Total</b>	<b>549,858.05</b>	<b>1,029,492.58</b>

Note 23

Note 23 A

**Items of income & expenditure exceeding 1% of turnover of Rs.1,00,000/- whichever is higher**

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
a) Factory Expenses	9,236,881.00	9,067,835.00
c) Electricity and Fuel Charges	29,919,160.14	26,325,109.83
d) General Expenses	3,846,043.00	3,257,606.50
e) Vehicle Running Expenses	1,492,856.00	1,364,460.00
f) Traveling & Conveyance	2,801,325.00	1,348,050.00
g) Directors Travelling Expenses	4,609,900.00	8,610,641.00
h) Directors Medical Expenses	9,098,649.00	
<b>Total</b>	<b>61,004,814.14</b>	<b>49,973,702.33</b>

**Note 23 B****Payments to auditors**

As Auditors	171,000.00	140,450.00
Taxation matters		
	<b>171,000.00</b>	<b>140,450.00</b>

**Note 23 C****Other expenses**

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
	₹	₹
a) Rent	162,600.00	143,700.00
b) Repairs to Buildings	3,653,440.00	3,571,575.00
c) Repairs to Plant & Machinery	3,692,079.08	2,857,255.20
d) Insurance	77,241.00	75,072.00
e) Rates & taxes (excluding taxes on income)	358,144.00	203,805.00
f) Miscellaneous expenses	8,654,846.79	5,913,609.15
<b>Total</b>	<b>16,598,350.87</b>	<b>12,765,016.35</b>

Note: 24

**SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF ACCOUNTS**

**SIGNIFICANT ACCOUNTING POLICIES**

**A. Basis for preparation of Financial statements**

The Financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting, in accordance with the Accounting Principles generally accepted in India and comply with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable and the relevant provisions of the Companies Act, 2013. Except where otherwise stated, the accounting principles have been consistently applied.

**B. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities of the financial statements and the reported amounts of the revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/ materialized.

**C. Fixed Assets**

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation. Cost of fixed assets includes freight and other incidental expenditure related to the acquisition and installation of the respective assets. Borrowing cost directly attributable to acquisition or construction of qualifying assets are capitalized as part of the cost of the assets upto the date the asset is ready for the intended use or sale.

**D. Depreciation**

Depreciation on Fixed Assets is provided on a straight line basis at the rates specified in Schedule II of the Companies Act, 2013.

**E. Impairment of Assets**

The carrying amount of Fixed Assets are reviewed at each balance sheet date to assess whether they are recorded in excess of their recoverable amounts, and where the carrying values exceeds the estimated recoverable amounts, and assets are written down to their recoverable amount.

**F. Investments**

Investments (Non-trade) are considered as long term and are stated at cost.

**G. Inventories**

Inventories are valued at cost or net realizable value, whichever is lower.

**H. Revenue Recognition**

Revenue from sale of goods is recognized at the point of despatch to the customers net of sales returns. Income from job work and processing charges is recognized on accrual basis.

**I. Employees Retirement and other Benefits**

- i. Provident fund/Pension fund – Contributions to Provident/Pension fund are accounted on Actual basis.
- ii. The scheme of Gratuity covers gratuity liability of the employees including past services. The annual premium has been charged to Profit and Loss Account on accrual basis as per Company's own computation.

**J. Accounting for Taxes on Income**

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

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

**K. Earnings per Share**

In accordance with Accounting Standard (AS-20), 'Earnings per share' issued by the Institute of Chartered Accountants of India, basic and diluted earnings per share is computed using the weighted average number of equity shares outstanding during the period.

**L. Accounting for Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes forming parts of accounts. Contingent Assets are neither recognized nor disclosed in the financial statements.

**ADDITIONAL NOTES FORMING PART OF THE ACCOUNTS**

1. Information on dues to Small Scale Industrial Units.
  - a. No case of suppliers, who are covered under the "interest on delayed payments to Small Scale and Ancillary Industrial Undertaking Act, 1933" has come to the notice of the Company
  - b. Amount outstanding for payments to SSI 's Rs 1,81,108.80.
  - c. Name of the SSI units to whom the Company owes any sum which is outstanding for more than 1 year:  
(1) MBR Agro Ind. Rs 1, 81,108.80
  - d. The above information has been compiled to the extent to which the parties could be identified as Small Scale and ancillary undertakings on the basis of the information made available by the Company.
2. Claims against the company not acknowledged as debt – Nil

	<b>For the year ended 31.03.2015 Rs</b>	<b>For the year ended 31.03.2014 Rs</b>
3. <u>Managerial Remuneration</u> Mr. Sanjay Gupta, Managing Director	9,90,000.00	9,00,000.00
4. <u>Remuneration to Auditors (excluding service tax)</u> Statutory Audit	1,50,000.00	1,25,000.00
5. Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
6. <u>Capacity Utilization</u>		
a. <u>Trivandrum</u>		
Licensed Capacity	60000	60000
Installed Capacity	60000	60000
Actual production in MTs (Job work)	39269.10	32183.37
b. <u>Edayar, Cochin</u>		
Licensed Capacity	120000	120000
Installed Capacity	120000	120000
Actual production in MTs. (Job work )	78264.18	72791.09

7. Closing stock of fire wood is as valued and certified by the Managing Director.
8. Value of imports calculated on C.I.F. basis during the year  
Raw Materials Rs. Nil (Previous Year – Nil)

There were no earnings in foreign currency during the year/previous year.

9. Balances in the accounts of debtors, creditors and financial institutions are subject to confirmation.

10. **Earnings per share**

	For the year ended 31-03-2015 Rs	For the year ended 31-03-2014 Rs
Profit/(Loss) after Tax	34,91,871.00	26,05,140.78
Number of Shares Outstanding	51,94,900	51,94,900
Earnings per Share		
-Basic	0.67	0.50
-Diluted	0.67	0.50

11. **Related Party Transactions**

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

Name of Related Party	Relationship
Sanjay Gupta Swati Gupta	Key Managerial Personnel
Ayyappa Roller Flour Mills Ltd. Ayyappa Real Estate (P) Ltd PAPL Exim India Ltd Prima Alloys (P) Ltd Prima Beverages (P) Ltd Prima Credits Ltd Prima Industries Ltd	Entity in which Key Managerial Personnel have significant influence

b. Transaction during the year with related parties:

Nature of Transaction	Entity in which KMP have significant influence	Key Managerial Personnel
Loan taken during the year	76,29,315.00	Nil
Loan granted during the year	2,05,34,200.00	Nil
Amount Payable as at 31/03/2015	Nil	66,091.00
Amount Receivable as at 31/03/2015	1,47,51,797.28	Nil

12. Loans and advances granted to following related parties during the year are not in the ordinary course of business transactions.

Name of the Associate	Loan granted during the year	Balance as on 31/03/2015
Ayyappa Roller Flour Mills Ltd	48,49,875.00	77,87,111.08.00
PAPL Exim India Ltd	3,12,113.00	1,06,979.80
Prima Beverages (P) Ltd	24,93,106.00	2,17,936.40
Prima Industries Ltd	1,28,79,106.00	66,39,770.00

13. During the year 2000-01, a complaint was filed by Food Corporation of India, against the Company in the Hon'ble High Court of Kerala. At this time, it's not possible to predict the potential financial impact on the Company of an adverse decision. And in this concern the company has executed a bank guarantee of Rs 10,00,000.00 with State Bank of India, Commercial Branch, Cochin as per the order of Hon'ble High Court Of Kerala dated 07/04/2000 in C.M.P.18042/2000 in O.P No.10898/2000. Interest on such deposit has not been accounted in the books of accounts.



14. Mr. Sanjay Gupta, Managing Director of the company has been diagnosed on detailed medical examination and confirmed that he has been affected with **Stage IV Adenocarcinoma of the GE junction with liver metastasis**. The Board of Directors of the company on 27/06/2014 considered the complexity of the disease based on the diagnostic result and realised that appropriate treatment for its complete cure is not available in India. Further the Board recorded his dedicated and honest effort from inception of the company for its prosperity and unanimously decided to meet the all expenses including medical, travelling and boarding for providing expert medical treatment anywhere in the world as his further contribution and effort is inevitable for the mere existence of the company. This is decided as commercial expediency too. During the year, the company has incurred an amount of Rs 90,98,649/- towards medical expenses and an amount of Rs 18,02,189/- towards travelling expenses in this regard.
15. Previous year figures have been regrouped or recast wherever necessary to suit current year's layout .

For PRIMA AGRO LTD

**SANJAY GUPTA**  
MANAGING DIRECTOR  
DIN - 00248003

**S.K GUPTA**  
DIRECTOR  
DIN - 61575160

*As per our report of even date attached*

**For VIJAYAKUMAR & EASWARAN**  
CHARTERED ACCOUNTANTS  
FRN 004703S

**CA. K.EASWARAN PILLAI, F.C.A**  
SENIOR PARTNER  
Membership No: 022062

Place: COCHIN  
Date: 23/05/2015

**PRIMA AGRO LTD**

CIN - LI533ILL1987PLC004833

**Cash Flow Statement for the year ended 31st March 2015**

PARTICULARS	FOR THE YEAR ENDED		FOR THE YEAR ENDED	
	3/31/2015		3/31/2014	
<b>A Cash Flow from Operating Activities</b>				
<b>Operating Profit/(Loss) Before Tax</b>		<b>9,668,655.52</b>		<b>5,167,585.78</b>
Adjustments for:				
Depreciation	3,165,446.64		2,845,977.66	
Interest Paid	549,858.05		1,029,492.58	
Provisions (long term & short term)	(360,763.64)		(34,975.31)	
Transfer to Reserve	-	3,354,541.05	-	3,840,494.93
Operating Profit/(Loss) Before Working Capital Adjustments		13,023,196.57		9,008,080.71
Adjustments for:				
Debtors/Trade receivables	1,199,452.72		142,179.22	
Inventory	(48,075.26)		9,574.28	
Other current assets	(189,544.00)		(4,805.50)	
Loans and Advances (Short term)	98,455.50		(926,664.80)	
Current Liability	3,249,296.58	4,309,585.54	(523,304.42)	(1,303,021.22)
<b>Net Cash Flows from Operating Activity</b>		<b>17,332,782.11</b>		<b>7,705,059.49</b>
<b>B Cash Flow from Investment Activity</b>				
Capital Work-in Progress		(1,984,027.50)		
Sale/(Purchase) of fixed Assets		(702,858.00)		(2,354,727.59)
Loans and Advances (Long term)		(9,510,834.20)		(3,491,933.54)
Other loans and advances (Long term)		(3,300,000.00)		
<b>Net Cash Flows from Investment Activity</b>		<b>(15,497,719.70)</b>		<b>(5,846,661.13)</b>
<b>C Cash Flow from Financing Activity</b>				
Issue of Share Capital				60,000,000.00
Addition/(Repayment) of Secured Loans		(493,856.40)		(402,621.20)
Addition/(Repayment) of Unsecured Loans		(297,247.20)		(60,307,506.92)
Interest paid		(549,858.05)		(1,029,492.58)
<b>Net Cash Flows from Financing Activity</b>		<b>(1,340,961.65)</b>		<b>(1,739,620.70)</b>
<b>D Net Increase/(Decrease) in Cash &amp; Cash Equivalents</b>		<b>494,100.76</b>		<b>118,777.66</b>
<b>E Opening Balance of Cash &amp; Cash Equivalents</b>		1,922,333.02		1,803,555.36
<b>F Closing Balance of Cash &amp; Cash Equivalents</b>		<b>2,416,433.78</b>		<b>1,922,333.02</b>

## Notes

- 1 Cash and Cash Equivalents include Cash in Hand, Balance with Banks on Current Accounts and Deposit Accounts
- 2 The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard on Cash Flow Statement (AS-3) issued by the Institute of Chartered Accountants of India.
- 3 Previous year figures have been rearranged/regrouped wherever necessary
- 4 This is the Cashflow Statement referred to in our report of even date.

## For PRIMA AGRO LIMITED

**SANJAY GUPTA**  
MANAGING DIRECTOR

**S.K GUPTA**  
DIRECTOR

For VIJAYAKUMAR & EASWARAN  
CHARTERED ACCOUNTANTS  
FRN 004703S

**K.EASWARAN PILLAI, F.C.A**  
SENIOR PARTNER  
Membership No . 022062

Place : COCHIN  
Date : 5/23/2015

Form No. MGT-7  
ANNUAL RETURN

**As on the financial year ended on 31/03/2015 of M/s Prima Agro Limited**

[Pursuant to Section 92(1) of the Companies Act, 2013

And

Rule 11(1) of the Companies (Mgt. and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS:

- |     |   |   |                                  |
|-----|---|---|----------------------------------|
| i)  | CIN: Registration Date [DDMMYY]                       | : | L1533KL1987PLC004833             |
| ii) | Category of the Company                               | : | Public Company                   |
| ii) | Sub Category of the Company                           | : | Limited by shares                |
| iv) | Whether shares listed on recognized Stock Exchange(s) | : | Listed in Bombay Stock Exchange. |
| v)  | AGM details-  |   |                                  |
|     | Whether extension of AGM was granted – Yes / No.      | : | NO (AGM Date-07.09.2015)         |

## Vi) NAME AND REGISTERED OFFICE ADDRESS OF COMPANY:

PRIMA AGRO LIMITED

"Door No: V/679-C

Industrial Development Area

Muppathadam P O, Edayar

Ernakulam Dist, Cochin – 683 110, Kerala, India.

Telephone : 91-484-2551533

Fax Number : 91-484-2556060

Email Address : prima@vsnl.in

Website : www.prima.net.in

Name of the Police Station having jurisdiction where the registered office is situated:

BINANIPURAM POLICE STATION

## Vii) Name and Address of Registrar &amp; Transfer Agents ( RTA ) : - Full address and contact details to be given.

M/s. Venture Capital and Corporate Investments Pvt Ltd. (Category - 1, Registrars) 12-10-167,

Bharatnagar, Hyderabad - 500 018,

Tel: 040-23818475, Fax: 040-2386024,

E-mail: info@vccilindia.com.

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SNo.	Name and Description of main products / services	NIC Code of the Product/service
1	Cattle Feed - NIC CODE:2171- 100 % to total turnover of the company	

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]]

## S. No. NAME OF THE COMPANY

1.Ayyappa Real Estate (P) Ltd.	-	Associate Company
2.Ayyappa Roller Flour Mills Ltd.	-	"
3.PAPL Exim India Ltd.	-	"
4.Prima Credits Ltd.	-	"
5.Prima Alloys (P) Ltd.	-	"
6.Prima Beverage (P) Ltd.	-	"
7.Prima Industries Ltd.	-	"

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

## i) Share Capital

## a) Authorised Capital-

Class of Shares	Nominal Value per share (Rs.10/-)	Total Nominal value of shares [Rs.]
Equity Share :-		
At the beginning of the year	: 7,000,000 Shares	7,00,00,000
Changes during the year (Increase)	: Nil	Nil
Changes during the year (Decrease)	: Nil	Nil
At the end of the year	: 7,000,000 Shares	7,00,00,000
Preference Share :-		
At the beginning of the year	: 1,00,00,000 Shares	10,00,00,000
Changes during the year (Increase)	: Nil	Nil
Changes during the year (Decrease)	: Nil	Nil
At the end of the year	: 1,00,00,000 Shares	10,00,00,000
Total Authorized Capital at the beginning of the year:	1,70,00,000	17,00,00,000
Total Authorised Capital at the end of the year	: 1,70,00,000	17,00,00,000

## b) Issued Share Capital

At the beginning of the year	: 51,94,900 Shares	5,19,49,000
Changes during the year (Increase)	: Nil	Nil
Changes during the year (Decrease)	: Nil	Nil
At the end of the year	: 51,94,900 Shares	5,19,49,000
Preference Share :-		
At the beginning of the year	: 60,00,000 Shares	6,00,00,000
Changes during the year (Increase)	: Nil	Nil
Changes during the year (Decrease)	: Nil	Nil
At the end of the year	: 60,00,000 Shares	6,00,00,000
Total Authorized Capital at the beginning of the year:	1,11,94,900	11,19,49,000
Total Authorised Capital at the end of the year	: 1,11,94,900	11,19,49,000

## C) Subscribed Share Capital

At the beginning of the year	: 51,94,900 Shares	5,19,49,000
Changes during the year (Increase)	: Nil	Nil
Changes during the year (Decrease)	: Nil	Nil
At the end of the year	: 51,94,900 Shares	5,19,49,000
Preference Share :-		
At the beginning of the year	: 60,00,000 Shares	6,00,00,000
Changes during the year (Increase)	: Nil	Nil
Changes during the year (Decrease)	: Nil	Nil
At the end of the year	: 60,00,000 Shares	6,00,00,000
Total Authorized Capital at the beginning of the year:	1,11,94,900	11,19,49,000
Total Authorised Capital at the end of the year	: 1,11,94,900	11,19,49,000

## d) (i) Paid Up Share Capital-

At the beginning of the year	:	51,94,900 Shares	5,19,49,000
Changes during the year (Increase)	:	Nil	Nil
Changes during the year (Decrease)	:	Nil	Nil
At the end of the year	:	51,94,900 Shares	5,19,49,000
Preference Share :-			
At the beginning of the year	:	60,00,000 Shares	6,00,00,000
Changes during the year (Increase)	:	Nil	Nil
Changes during the year (Decrease)	:	Nil	Nil
At the end of the year	:	60,00,000 Shares	6,00,00,000

Total Authorized Capital at the beginning of the year:	1,11,94,900	11,19,49,000
Total Authorised Capital at the end of the year	1,11,94,900	11,19,49,000

ii) Debentures	:	No debentures are issued by the Company
iii) Other Securities-	:	No Other Securities are Issued by the Company
iv) Securities Premium Account	:	N.A
vii. Others please specify.....	:	N.A

#### V. Turnover and net worth of the company (as defined in the Act)

(i) Turnover:	
- Turnover at the end of the financial year	: Rs. 1118.15 Lacs
(ii) Net worth of the Company:	
- Net worth at the end of the financial year	: Rs.451.43 Lacs

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

(Annexed separately as part of annual report.)

#### F) INDEBTEDNESS -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	: Rs.340.20 Lacs
Change in Indebtedness during the financial year	
* Addition	: Rs.82.74 Lacs
Indebtedness at the end of the financial year	: Rs 422.94 Lacs

#### VII) DETAILS OF MEMBERS, DEBENTURE HOLDERS AND OTHER SECURITIES HOLDER

( RTA of the Company is maintaining the Share Holders Register)

VIII) Details of shares / debentures transfers since the close of last financial year [or in the case of the first return at any time since the incorporation of the Company.]

(RTA of the Company is maintaining the Share Transfer Register)

#### IX) PROMOTERS/DIRECTORS / KEY MANAGERIAL PERSONNEL AND CHANGES THEREIN

[Designation: - P- Promoter, C – Chairman, CMD- Chairman cum Managing Director, CW-Chairman cum Whole time Director, W –Whole Time Director, CS –Company Secretary, M –Manager, D –Director, MD – Managing Director, CEO-Chief Executive Officer, CFO-Chief Financial Officer]

[Category:- I- Independent, N- Nominee, A- Alternate, ED-Executive Director, NED - Non- Executive Director ]  
( These Details are showing separately )

#### X. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

( These Details are showing separately )

#### XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -

( These Details are showing separately )

#### XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NA

#### XIII. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

##### A. CERTIFICATION OF COMPLIANCES

Details of events / matters in respect of which the company was liable to file returns or comply with requisite provisions of the Companies Act and rules made hereunder;-

Description of the Event / Matter Filing SRN/ SR compliance	Date Of The Event Concerned with Authority (ROC/ NCL /Court)	Section & Description	Due date for filing / compliance Reasons for delay, if any	Date of
--	---	-----------------------	---	---------

#### B. DISCLOSURES

1. The Register of Members and Share Transfer Books of the Company will be closed from 02<sup>nd</sup> September 2015 to 07th September 2015 (both days inclusive) for AGM purpose.

2.No Dividend was declared for the current financial year due to conservation of Profits/due to loss incurred by the Company /due to insufficient profit.

3.Delisting of Shares / Securities, if any	Name of Stock Exchange from where it is delisted	Date of Delisting	Remarks
	-NIL-		

4.Change in Nominal Value of Shares Change	Nominal Value per share before Change	Nominal Value per share after Change	Date of Change
	-NIL-		

5.Particulars of inter- corporate loans, investments, etc during the year (for each body corporate) Remarks	Name of the body corporate Relation with such body corporate (whether it is holding, subsidiary or associate)	Aggregate amount of loans, investments
---	--	--

Name of the Associate Loan granted	during the year	Balance as on 31/03/2015
Ayyappa Roller Flour Mills Ltd	48,49,875.00	77,87,111 .08.00
PAPL Exim India Ltd	3,12,113.00	1,06,979.80
Prima Beverage (P) Ltd	24,93, 106.00	2,17,936.40
Prima Industries Ltd	1,28,79,106.00	66,39,770.00

6.Contracts or arrangements in which directors are interested / related party transactions Date of disclosure of interest	Date of contract / arrangement	Name of the director / related party Brief particulars of the contract /arrangement
	-NIL-	

7.Details of resolutions passed by postal ballot	Brief Particulars of resolution	Number of votes cast For	Against	-NIL-
--	---------------------------------	--------------------------	---------	-------

XIV. Details in respect of shares held by or on behalf of the FII's. NA

#### XV. OTHER DISCLOSURES

(1) Corporate Social Responsibility:-

(a) Amount spent by the company during the financial year in pursuance of its Corporate Social Responsibility policy – NIL

(b) The amount spent as percentage of the average net profits of the company made during the three immediately preceding financial years- NIL

(2) Disclosure of Directors:-

- All the Directors have furnished notices in form 12.1 and additional disclosures, wherever applicable, during the year;
- Each independent director has given a declaration that he meets the criteria of independence as provided in sub-section (6) of section 149.
- (4) The Company has duly re-appointed , M/s Vijayakumar & Easwaran,Chartered Accountants, (Registration No.004703S) as the Auditor of the Company at the annual general meeting held on 16<sup>TH</sup> August,2014.

We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year afore said correctly and adequately.

(b) The Company has maintained all the registers as per the provisions of the Act and the rules made there under and

(c) Unless otherwise anything in contrary is stated expressly elsewhere in this Return, the Company has complied with the applicable provisions of the Act during the financial year.

Sd/-  
Director

sd/-  
Company Secretary

Form No: MR 3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015  
[Pursuant to section 204(1) of the Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

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

Based on our verification of M/s. PRIMA AGRO LIMITED, books, papers, minute books, forms and returns filed and other records produced to us and according to information and explanations given to us by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2015 complied with the provisions of the Companies Act, 2013 (Act) and the Rules made there under, the Memorandum and Articles of Association of the Company and also applicable provisions of the aforesaid laws, standards, guidelines, agreements, etc.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Prima Agro Limited ("the Company") for the financial year ended on 31.03.2015 according to the provisions of:

- 1 The Companies Act, 2013 and the Rules made there under.
- 2 The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under.
- 3 The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- 4 The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
  - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and.
  - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- 5 The Listing Agreements entered into by the Company with Bombay Stock Exchange

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

1. The Factories Act, 1948.
2. The Payment of Wages Act 1936
3. The Minimum Wages Act 1948.

4. The Employees State Insurance Act 1948.
5. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952.
6. The Payment of Gratuity Act, 1972.
7. The Maternity Benefit Act 1961.
8. The Competition Act, 2002.
9. The Kerala Panchayat Raj Act and Kerala Municipalities Act.
10. The Kerala Shops & Establishment Act, 1960
11. Kerala Industrial Establishments (National & Festival Holidays Act) 1958
12. Sexual Harassment of Women at the work place (prevention, prohibition and redressal) Act, 2013.
13. Food Safety And Standards Act, 2006
14. Indian Boilers Act 1923.
15. The Water (Prevention and Control of Pollution) Act, 1974.
16. The Air (Prevention & Control of Pollution) Act, 1981.
17. The Environment (Protection) Act, 1986.
18. The Legal Metrology Act.
19. The Standard of Weight & Measures (Enforcement) Act, 1985.

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

- 1) Draft secretarial standards issued by the institute of Company Secretaries of India, to the extent applicable (The secretarial Standards on Board Meeting and General Meeting have not yet been notified).
- 2) Corporate Governance Voluntary Guidelines- 2009 issued by the Ministry of Corporate Affairs, Government of India;
- 3) Corporate Social Responsibility Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs, Government of India;

We report that, during the year under review:

1. The status of the Company during the financial year has been that of a Listed Public Company.
2. The Company has not been a holding or subsidiary of another company. The company is a Listed Public Company.
3. 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 Companies Act, 2013.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

4. 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.
5. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and directorships in other companies and interests in other entities.
6. The company has advanced loans, given guarantees and provided securities to directors and/or persons or firms or companies in which directors were interested.



7. The amount borrowed by the Company from its directors, members, bank(s)/ financial institution(s) and others were within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws.
8. The Company has not defaulted in the repayment of unsecured loans, facilities granted by bank(s)/financial institution(s) and non-banking financial companies. The Company has not issued Debentures and collected Public Deposits.
9. The Company has not created modified or satisfied charges on the assets of the company and complied with the applicable laws.
10. All registrations under the various state and local laws as applicable to the company are valid as on the date of report.
11. The Company has not issued and allotted the securities during the period under scrutiny.
12. The Company has not declared and paid dividends to its shareholders during the period under scrutiny.
13. The Company has;
  - a. no unpaid dividends,
  - b. not issued debentures and
  - c. not accepted fixed depositsSo there is no need for transferring amount to the Investor Education and Protection Fund during the period under scrutiny.
14. As informed by the Management, the Company has paid all its statutory dues and satisfactory arrangements have been made for arrears of any such dues.
15. The Company being a listed entity has complied with the provisions of the Listing Agreement.
16. The Company being a listed company is required to appoint Chief Financial Officer as per Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The company has been advised to comply the provisions and the company is in the process of complying with the provisions of the Act as certified by the Management.
17. As per the information from the management the company is in the process of updating the statutory register.
18. The Company has provided a list of statutes in addition to the laws as mentioned above and it has been observed that there are proper systems in place to ensure compliance of all laws applicable to the company.

We further report that:

1. the Company has complied with the provisions of Corporate Governance Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs, Government of India;
2. the Company has complied with the provisions of Corporate Social Responsibility Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs, Government of India;
3. the Company has followed the draft Secretarial Standards issued by the Institute of Company Secretaries of India to the extent applicable (The Secretarial Standards on Board Meetings and General Meetings have not yet been notified).
4. the Company has complied with the provisions of Equity listing Agreements entered into with Bombay Stock Exchange.

5. 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 are not applicable during the financial Year;
6. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and the company is in the process of preparing the required documents and records as per the rules and regulations.
7. the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 are not applicable for the company during the period under scrutiny.
8. the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with regard to grant of Stock Options and implementation of the Schemes are not applicable for the company during the period under scrutiny.
9. the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable for the company during the period under scrutiny.
10. the Company has complied with the provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
11. the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 are not applicable for the company during the period under scrutiny.
12. the provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 with regard to buy back of Equity shares are not applicable for the company during the period under scrutiny.
13. the Company has been advised to provide E-voting facility to the member and the Company is in the process of entering in to try party agreement between RTA and NSDL as certified by the management.
14. the company had complied with the Provisions of The Competition Act, 2002 with regard to prohibition of anti-competitive agreements, abuse of dominance and ensuring of competition advocacy . As per the verification, the company is ensuring fair competition in the market among its competitors.

We Further Report That:

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

1. The factories Act, 1948
  - a. Factory license valid till 31.12.2015
  - b. Statutory registers as per factories act has been maintained.
  - c. The company has regularly filed annual and half yearly returns with the concerned authorities.
1. Payment of wages Act 1936:-Overall Compliance under the Act is complied by the Company.
2. The Minimum Wages Act 1948:-The Company has complied with the provisions of the Act.
3. The Employees State Insurance Act 1948:-The Company has complied with the provisions of the Act.

4. Employees' Provident Fund and miscellaneous provisions Act, 1952: Overall Compliance under the Act has been compiled by the Company.
5. The payment of Gratuity Act, 1972:-Overall Compliance under the Act complied by the company
6. The Maternity Benefit Act 1961:-Overall Compliance under the Act complied by the Company.
7. The Competition Act, 2002:-Overall Compliance under the Act complied by the Company.
8. The Kerala Panchayat Raj Act and Kerala Municipalities Act: -The Company has complied with the provisions of the Act.
9. The Kerala Shops & Establishment Act, 1960:- Overall Compliance under the Act has been compiled by the Company.
10. Kerala Industrial Establishments (National & Festival Holidays Act) 1958:- The Company has complied with the provisions of the Act.
11. Sexual Harassment of Women at the work place (prevention, prohibition and redressal) Act, 2013. The Company has been advised to comply with the necessary requirements under this Act.
12. Food safety and Standards Act, 2006:-The Company has complied with the provisions of the Act.
13. Indian Boilers Act 1923:-The Company has complied with the provisions of the Act.
14. The Water (Prevention and Control of Pollution) Act, 1974: - The Company has obtained necessary license under the Act.
15. The Air (Prevention & Control of Pollution) Act, 1981:-The Company has obtained necessary license under the Act.
16. The Environment (Protection) Act, 1986:-The Company has obtained necessary license under the Act.
17. The Legal Metrology Act:-The Company has obtained necessary license under the Act and rules made thereunder.
18. The Standard of Weight & Measures (Enforcement) Act, 1985:-The Company has obtained necessary license under the Act and rules made thereunder.

We further report that:

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

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

Place :Cochin  
Date :22/07/2015

CS N Balasubramanian

Partner,  
BVR & Associates,  
Company Secretaries  
ACS/FCS No. F6439  
C P No: 4996

**Annexure A'**

To,  
The Members  
**M/s. PRIMA AGRO LIMITED**

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

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

CS N Balasubramanian

Place:Cochin  
Date:22/07/2015

Partner,  
BVR & Associates,  
Company Secretaries  
ACS/FCS No. F6439  
C P No.: 4996

## FORMAT FOR REGISTERING EMAIL ID

DP/Client ID / Folio No	:
Name of the sole / first holder	:
Postal Address	:
Email Address	:
Signature	:

**PRIMA AGRO LIMITED**

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

**PROXY FORM**

I/We .....  
.....of.....in the district of.....  
..... being a Member(s) of above named Company, hereby appoint  
Shri..... of.....in the district  
of.....or failing him S h r i .....  
..... of .....  
.....of.....in the district of .....as my/our proxy to vote for  
me/us, on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the members of the Company to be held on  
Saturday the 07<sup>th</sup> September, 2015 at 10.00 a.m. at its Regd.Office: "Door No: V/679-C , Industrial Development  
Area , Muppathadam P O , Edayar, Cochin – 683 110 on Kerala, India and at any adjournment thereof.

Signed at .....this.....day of.....2015

Signature of the Member



Regd. Folio No:  
No of shares held:

The Companies Act, 1956 lays down that an Instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting.

-----Cut here-----

**PRIMA AGRO LIMITED**

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

**ATTENDANCE SLIP**

(To be handed over at the entrance of the Meeting Hall)

Full name of the Member attending (IN BLOCK LETTERS).....

Full Name of the First Holder.....  
(To be filled in if First Holder does not attend Meeting)

Name of the Proxy .....  
(To be filled in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the Members of the Company being held on  
Monday the 07<sup>th</sup> September, 2015 at 10.00 a.m. at Regd.Office: "Door No: V/679-C, Industrial Development Area,  
Muppathadam P O, Edayar, Cochin – 683 110, Kerala, India

Regd. Folio No:  
No of shares held:

Member's/Proxy's Signature  
(to be signed at the time of handing over this slip)

PRINTEDBOOK

To

If undelivered, please return to:

**PRIMA AGRO LIMITED**  
**Corporate & Regd. Office**  
**"Door No: V/679-C ,**  
**Industrial Development Area ,**  
**Muppathadam P O, Edayar,**  
**Cochin – 683 110**