

CIN: L51109GJ2007PLC050404



Date: 31.08.2019

To

The Manager, Listing

**BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai- 400 001

Dear Sir,

**SCRIP ID: 540404**

**Sub.: Annual Report for the Year 2018-19**

In terms of regulation 34 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we enclose herewith the Copy of Annual Report of the Company for the Year 2018-19.

We request you to take the above submission on Record.

Thanking You

Yours Faithfully,

**For Prime Customer Services Limited**

*Jinen Ghelani*

**Jinen Ghelani**

**DIN: 01872929**

**Managing Director & CFO**

**Place: Ahmedabad**



**Encl.: As above.**

**PRIME** <sup>TM</sup>  
**fresh**

*We deliver fresh*

**12<sup>th</sup>**  
**Annual Report**  
**2018 - 2019**

**Prime Customer Services Ltd.**

CIN : L51109GJ2007PLC050404





**Team Prime - All smiles, core strength**



**Team Prime - Core to basics @ office**



**Team Prime - Field discipline F&V**



**Prime Workforce in action at Agility warehouse**



**Prime workforce managing Reliance CPC, Ahmedabad receiving a token of recognition and appreciation**



**Prime Fresh branded Mangoes being received by Actress, Aamrotsav event 2019, Mumbai.**



**Grapes sorting and grading activity by Team Prime Fresh**



**Prime Fresh Mango Stall at Aamrotsav Event 2019, Mumbai**



**Prime mango stall at Aditya Birla HO Mumbai**



**Prime Mango stall at We Work - Malad, Mumbai**



**Hiren Ghelani addressing the farmers at Maharashtra Mango growers association meet**



**Jinen Ghelani addressing Pomogrenate farmer meet, Barmer, Rajasthan**



**Jinen Ghelani educating Pomogrenate farmers at Rajasthan**

### **Founders' Vision and Message:**

Dear Stakeholders,

It is my pleasure to welcome you to the 12th Annual General Meeting (AGM) of Our Company. We had an exceptional year! It was possible just because of you, our clients and our Valued Employees.

The Agro Product industry has been slated for accelerated growth. It is projected to be a futuristic industry and it is anticipated that, over the years, India has the potential to emerge as a leading player in the global agricultural sector. As a result, the industry is seen to be witnessing feverish activity.

The true potential of fresh produce (fruits and vegetables) value chain is slowly being realized by vast majority of the Stakeholders. This is reflected in the fact, that the government has classified the Agriculture sector as the thrust area.

In the same direction our approach to help farmers and agricultural industries resulted in increased client relevance driven by five (5) pillars scaling our agile Agriculture, Processing, Premium Packaging, Warehousing and Manpower Management. It's enabling farmers as our key suppliers to access markets in which we operate domestically & internationally – adding up value through an unequalled expertise in new product development, logistic capability, technical and quality assurance.

As I look back to fiscal year 2019, this strategic direction has yielded strong results. Our clients and farmer groups have increased their trust in us. Overall company's revenue grew by 21% vis-à-vis Fiscal 2018. It shows the performance of the company has remained outstanding during the Fiscal 2019.

As I sit in my office, looking out of my window, I am thrilled with the anticipation of what lies ahead. We have laid a solid foundation for growing business that has increased client's relevance by providing hygienic & best quality Fruits and Vegetables linking it to farmer's growth, welfare as well as satisfaction. This has ensured improved living and ease of life for farmers, many unskilled labour and several other players in the entire eco system.

Your company has envisage to become India's leading fully integrated fruits and vegetables enterprise and I am very happy to see that your company is moving forward in equivalent path to achieve the same.

I am extremely proud that your company continues to create massive value for all the Stakeholders including government and our shareholders.

Furthermore, I am taking pride in informing that your company's leadership team follows a solution driven approach in maximizing the output for a given input.

**Mr. Jinen Ghelani**

Chairman & Managing Director & CFO



**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

Jinen Ghelani	Chairman & Managing Director
Hiren Ghelani	Whole-time Director
Neha Ghelani	Whole-time Director
Sameer Rajguru	Whole-time Director
Mihir Manek	Independent Director
Ravi Menon	Independent Director
Brijesh Misra	Independent Director
Umesh Patel	Independent Director
Mayur Thakkar	Additional Non Executive Director

**CHIEF FINANCIAL OFFICER**

Jinen Ghelani

**COMPLIANCE OFFICER**

Riya Doshi  
Company Secretary

**STATUTORY AUDITORS**

O.P. Bhandari & Co.  
Chartered Accountants  
30, Omkar House, C.G. Road,  
Navrangpura, Ahmedabad- 380 009

**AUDIT COMMITTEE**

Mihir Manek	Chairman
Hiren Ghelani	Member
Brijesh Misra	Member

**STAKEHOLDER RELATIONSHIP COMMITTEE**

Brijesh Misra: Chairman  
Ravi Menon – Member  
Mihir Manek – Member

**NOMINATION & REMUNERATION COMMITTEE**

Ravi Menon: Chairman  
Mihir Manek – Member  
Brijesh Misra – Member

**SECRETARIAL AUDITOR**

Umesh Ved & Associates  
Practicing Company Secretaries  
304, Shoppers Plaza-V,  
Navrangpura, Ahmedabad - 380 009

**BANKER OF THE COMPANY**

Axis Bank, Ahmedabad

**REGISTERED & ADMIN OFFICE**

102, Sanskar-2, Near Ketav Petrol Pump,  
Polytechnic Road, Ambawadi,  
Ahmedabad 380015

**REGISTRAR & SHARE TRANSFER AGENT**

Bigshare Services Pvt. Ltd  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East) Mumbai 400059

**EQUITY SHARES ISIN DEMAT CODE:**

INE442V01012  
LISTED ON:  
BSE SME Platform

CONTENTS	Page No.
Notice .....	1
Directors' Report .....	6
Management Discussion & Analysis .....	13
Standalone Auditors' Report .....	33
Balance Sheet .....	40
Statement of Profit & Loss .....	41
Cash Flow Statement .....	42
Notes on Financial Statements .....	43
Consolidated Auditors' Report .....	53
Consolidated Balance Sheet .....	58
Consolidated Statement of Profit & Loss .....	59
Consolidated Cash Flow Statement .....	60
Notes on Financial Statements .....	61

**NOTICE**

Notice is hereby given that 12th Annual General Meeting of the company will be held on Friday, 27th day of September, 2019 at 04.00 P.M., at the AHMEDABAD MANAGEMENT ASSOCIATION (AMA), Dr V S Marg, IIM-A Road, Vastrapur, Ahmedabad 380015 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company including the Audited Balance Sheet as on March 31, 2019, the Statement of Profit and Loss and the Cash flow statement [including consolidated financial statements] for the financial year ended on 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sameer Rajguru Ramesh (DIN: 07198139) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To Appointment of Mr. MAYUR NANALAL THAKKAR as an Non Executive Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 149,152 and all other applicable provisions of the Companies Act,2013 and read rules of the Companies ( Appointment and Qualification of Directors ) Rules, 2014 (including any statutory modification(s) or re- enactment for the time being in force ) and as per applicable Regulations and schedules of Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulation, 2015 the consent of the members be and are hereby accorded for appointment of Mr. MAYUR NANALAL THAKKAR (DIN: 08423444) from additional Non Executive Director to Non Executive Director and shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

**By Order of the Board of Directors  
For, Prime Customer Services Limited**

Date : 3rd August, 2019  
Place : Ahmedabad

**Jinen Ghelani  
Managing Director & CFO  
(DIN: 01872929)**

Registered Office:  
102, Sanskar-2, Nr. Ketav Petrol Pump,  
Polytechnic Road, Ambawadi,  
Ahmedabad 380001.



**NOTES:**

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 21st September, 2019 to Friday, 27th September, 2019 (both days inclusive) for Annual General Meeting.
3. Mr. Sameer Rajguru Ramesh (DIN: 07198139) retires by rotation and being eligible offer himself for re-appointment. The details pertaining to aforesaid directors as required under Companies Act, 2013, Secretarial Standards on General Meeting and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished in Annexure 1 to the notice.
4. The route map and prominent landmark of the venue of the Annual General Meeting as required under Clause 1.2.4 of the Secretarial Standards on the General Meeting is annexed herewith as Annexure 2 to the Notice.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the company's records which will help the company and the company's registrars and transfer agents, **BIGSHARE SERVICES PRIVATE LIMITED** to provide better and efficient services. Members holding shares in physical form can submit their PAN details to the Company.
7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact **BIGSHARE SERVICES PRIVATE LIMITED** for assistance in this regard.
8. Electronic copy of the Annual Report being sent to all the members whose email address are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report being sent in the permitted mode.
9. Electronic copy of the Notice of the 12th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email address are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 12th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the 12th Annual General Meeting, Attendance Slip, Proxy Form and Annual Report will also be available on the Company's website [www.primecustomer.co.in](http://www.primecustomer.co.in) for their download.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. Members are requested to bring attendance slip along with their copy of Annual Report to the meeting.
13. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
14. The facility for voting through ballot paper shall be made available at the AGM. The members attending the meeting shall be able to exercise their right of demanding poll.
15. The record date for the purpose of determining the eligibility of the Members to attend the 12th Annual General Meeting of the Company is Friday, 20th September, 2019.

16. A person who is not a member as on the record date should treat this Notice for information purpose only.
17. The voting rights of members, in case poll is demanded, shall be in proportion to their shares of the paid up equity share capital of the Company as on the record date of Friday, 20th September, 2019.
18. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the record date i.e. 20th September, 2019. can also attend the meeting.
19. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
20. The Transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 125 of the Companies Act, 2013, during the current Financial Year is not applicable.
21. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
22. Mr. Umesh Ved, Company Secretary of M/s. Umesh Ved & Associates, (Membership No 4411, CP 2924), Ahmedabad has been appointed as the Scrutinizer to scrutinize the Ballot voting at the ensuing Annual General Meeting of the company process in a fair and transparent manner.
23. The scrutinizer shall within a period of not exceeding two working days from the conclusion of the voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
24. The results of the voting along with the scrutinizer's report shall be placed in company's website within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

**By Order of the Board of Directors  
For, Prime Customer Services Limited**

Date : 3rd August, 2019  
Place : Ahmedabad

**Jinen Ghelani**  
**Managing Director & CFO**  
**(DIN: 01872929)**

Registered Office:  
102, Sanskar-2, Nr. Ketav Petrol Pump,  
Polytechnic Road, Ambawadi,  
Ahmedabad 380001.

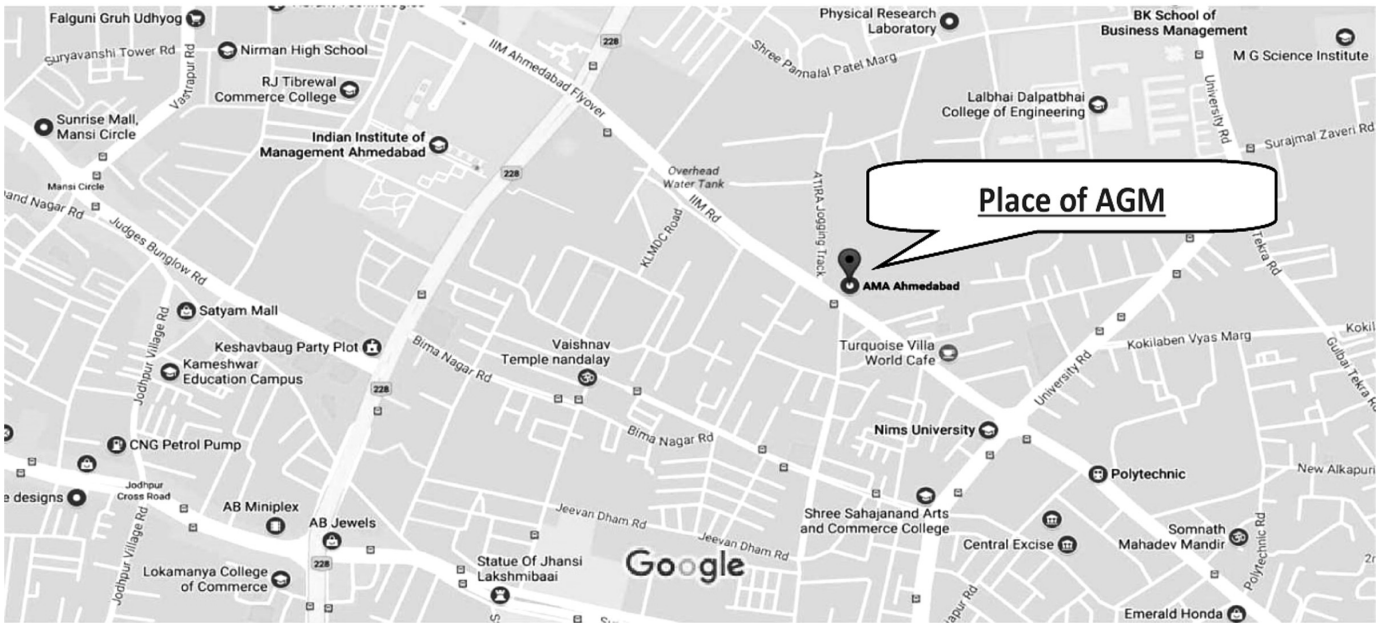
**ANNEXURE TO THE NOTICE**
**Details of the Directors seeking appointment/re-appointment at the 12th Annual General Meeting**
**Annexure to Item No: 2**

<b>Name of Director</b>	<b>Sameer Ramesh Rajguru</b>
DIN	07198139
Father/Husband Name	Ramesh Rajguru
Date of Birth	01/06/1977
Date of first Appointment	17/05/2016
Educational Qualification	B.com, Inter CA
Expertise in Specific Functional Area and Experience	Having 19 years experience in Branch Handling, Branch Networking, business development, operations and recruitment of staff and generation of revenue
Directorship held in other Companies	Nil
Chairmanship/Membership of the committee of the Board of Directors of the Company	Nil
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company.	Nil
Committee positions held in other Companies	NIL
No. of Equity Shares held in the Company as on 31/03/2019	16000
Inter se Relationship	NIL
Details of remuneration sought to be paid and Remuneration last drawn by such person, if any	Nil
No. of the Board Meeting attended during the year	3

**Annexure to Item No. 3**

<b>Name of Director</b>	<b>MAYUR NANALAL THAKKAR</b>
DIN	08423444
Father/Husband Name	Nanalal Thakkar
Date of Birth	01/04/1977
Date of first Appointment	23/04/2019
Educational Qualification	B.Tech in Chemical Engineering & Post Graduate Diploma in Business and Entrepreneurship Management
Expertise in Specific Functional Area and Experience	Having 20 years experience in Management Consultant and an International Business Expert for Agro Commodities
Directorship held in other Companies	Nil
Chairmanship/Membership of the committee of the Board of Directors of the Company	NIL
Committee positions held in other Companies	NIL
No. Of Equity Shares held in the Company as on 31/03/2019	NIL
Inter se Relationship	NIL
Details of remuneration sought to be paid and Remuneration last drawn by such person, if any	Nil
No. of the Board Meeting attended during the year	0

**Route Map for Annual General Meeting:**



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

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 of the accompanying Notice

**Item 3:**

Pursuant to recommendation of Nomination & Remuneration Committee, Board appointed Mr. Mayur Thakkar (DIN: 08423444) as an Additional Non Executive Director, during their Meeting held on 23rd April, 2019 till ensuing Annual General Meeting. The present appointment is subject to approval of the Shareholders in terms of the applicable provisions of the Companies Act, 2013.

The terms of appointment are as per the Letter of Appointment dated 23rd April, 2018.

Except Mr. Mayur Thakkar, none of the Directors and/ or Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in the above resolution.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Shareholders.

**DIRECTORS' REPORT**

To,  
The Members,  
Prime Customer Services Limited,

The Board of Directors has pleasure in presenting their Report along with Annual Report and Audited Financial Statements for the year ended 31st March, 2019.

**FINANCIAL PERFORMANCE:**

The highlights of the financial results for the financial year 2018-19 are as follows:

(In Rs.)

<b>PARTICULARS</b>	<b>YEAR ENDED 31.03.2019</b>	<b>YEAR ENDED 31.03.2018</b>
Revenue From Operations	43,17,76,070	36,11,60,805
Other Income	46,930	80,812
<b>Total Revenue</b>	<b>43,18,23,000</b>	<b>36,12,41,617</b>
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	2,20,69,608	1,75,16,167
Less: Financial expenses	34,55,840	19,09,451
Less: Depreciation & Preliminary Expenses	13,21,436	16,41,388
<b>Profit Before Taxation</b>	<b>1,72,92,332</b>	<b>1,39,65,328</b>
Less: Provision for current tax	48,48,141	41,30,640
Add / (Less) : Deferred tax	1,79,449	1,70,284
<b>Profit After Taxation</b>	<b>1,26,23,640</b>	<b>1,00,04,972</b>
Less: Proposed Dividend	NIL	NIL
Less: Tax on Dividend	NIL	NIL
Add/(Less): Surplus Brought Forward from previous year	1,37,56,095	37,51,123
Transfer to reserves	NIL	NIL
<b>Balance carried over to Balance Sheet</b>	<b>5,28,44,789</b>	<b>4,02,21,149</b>

**REVIEW OF OPERATIONS:**

The Company has reported income from operation during the year is Rs. 43, 17, 76,070 as compared to the previous year's income from operation of Rs. 36, 11, 60,805. The Company has earned net profit before tax of Rs. 1, 72, 92,332 as against previous year's net profit before tax of Rs. 1, 39, 65,328.

**CHANGE IN NATURE OF BUSINESS, IF ANY AND FUTURE OUTLOOK:**

During the year under review, the Company has not done any changes in its nature of Business.

**DIVIDEND:**

No dividend was declared for the current Financial Year because Company retains its earnings for the future growth of the Company.

**CONSOLIDATED FINANCIAL STATEMENTS:**

The accounts of the Florens Farming Private Limited and Florens Fresh Supply Solutions Private Limited are consolidated with the accounts of the Company in accordance with the provisions of Accounting Standards AS-21 on consolidated financial statement issued by the Institute of Chartered Accountants of India, Companies Act, 2013 read with Schedule III of the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The audited consolidated financial statements are provided in this Annual Report.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

Management Discussion and Analysis for the year under review as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included in this report as Annexure-"A".

**DEPOSITS:**

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and rules made thereunder.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The detail of the investments made by company is given in the notes to the standalone financial statements.

**INTERNAL CONTROLS AND THEIR ADEQUACY:**

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company's internal control system is commensurate with its size, scale and complexities of its operations.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. There was no case of sexual harassment reported during the year under review.

**CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:**

The Company has taken precautionary steps for conservation of energy & technology absorption by implementing various measures & efforts which improve the productivity of the machineries, improve quality of a product, reduce the cost of a manufacturing and no specific investment has been made in reduction in energy consumption.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the period under review foreign exchange earnings or out flow reported as follow:

(In Rs.)

Particulars	Amount In Foreign currency
Out Flow	NIL
Earning	NIL

**INDUSTRIAL RELATIONS:**

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

**COMPOSITION OF BOARD AND STATUTORY COMMITTEES FORMED THEREOF**

**Board of Directors:**

The Board of the Company comprises of eight Directors out of which one is Managing Director, three are Whole-time and rest of the Directors are Non-Executive Independent Directors. The maximum gap between any two board meetings is not more than 120 days. During the financial year 2018-19, there were SIX (6) meetings of the board held on 30th May, 2018, 13th August, 2018, 28th September, 2018, 14th November, 2018, 19th February, 2019, and 19th March, 2019.

Name	Attendance at Meetings			Number of other Directorship & Committee Membership / Chairmanship**		
	No. of Board Meetings		Last AGM	Other Directorship*	Committee Membership	Committee Chairmanship
	Meetings held during Tenure	Meetings Attended				
Whole-time Director						
Mr. Jinen Ghelani	6	4	Yes	-	-	-
Mr. Hiren Ghelani	6	4	Yes	-	-	-
Mrs. Neha Ghelani	6	3	Yes	-	-	-
Mr. Sameer Rajguru	6	3	No	-	-	-
Independent Director						
Mr. Brijesh Misra	6	5	Yes	-	-	-
Mr. Mihir Manek	6	5	Yes	-	-	-
Mr. Ravi Menon	6	2	No	-	-	-
Mr. Umesh Patel	6	4	Yes	-	-	-

\*Directorships and Committee member/Chairmanship in other companies mentioned above excludes directorships in private limited companies, unlimited companies, foreign companies and companies incorporated under section 8 of the Companies Act, 2013.

\*\*While calculating the number of Membership / Chairmanship in Committees of other companies, Membership / Chairmanship of only Audit Committee and Stakeholders Relationship Committee have been considered pursuant to Regulation 18 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Director is a member in more than ten committees and act as a Chairman in more than five committees across all companies in which he is a Director.

**Audit Committee:**

During the financial year 2018-19, five (5) meetings of the Audit Committee were held on 30th May, 2018, 13th August, 2018, 14th November, 2018, 19th February, 2019 and 19th March, 2019. The details of the composition of the committee and attendance at its meeting are set out in the following table:

S.N.	Name	Designation	Meetings held during Tenure	Meetings Attended
1	Mr. Mihir Manek	Chairman	5	5
2	Mr. Brijesh Misra	Member	5	4
3	Mr. Hiren Ghelani	Member	5	4

**Nomination and Remuneration Committee:**

During the financial year 2018-19, there were no meeting held of the Nomination and Remuneration Committee. The details of the composition of the committee and attendance at its meeting are set out in the following table:

S.N.	Name	Designation	Meetings held during Tenure	Meetings Attended
1	Mr. Ravi Menon	Chairman	0	0
2	Mr. Brijesh Misra	Member	0	0
3	Mr. Mihir Manek	Member	0	0

**Stakeholders Relationship Committee:**

During the financial year 2018-19, 4(Four) Stakeholders Relationship Committee were held on 30th May, 2018, 13th August, 2018, 14th November, 2018 and 19th February, 2019. The details of the composition of the committee and attendance at its meeting are set out in the following table:

S.N.	Name	Designation	Meetings held during Tenure	Meetings Attended
1	Mr. Brijesh Misra	Chairman	4	3
2	Mr. Ravi Menon	Member	4	2
3	Mr. Mihir Manek	Member	4	4

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**
**1. Changes in Composition of Board of Directors:**

There were no changes made in composition of Board of Directors during the F.Y. 2018-19.

- i) Mr. Mayur Nanalal Thakkar has been appointed as Additional Non Executive Director after end of Financial Year i.e. 23rd April, 2019.

**2. Independent Directors**

The Independent Directors have submitted their declarations of independence, as required pursuant to the Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

**3. Retirement by Rotation**

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mr. Sameer Rajguru Ramesh (DIN: 07198139) will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The board recommends his appointment.

**4. Profile of the Directors seeking appointment / reappointment:**

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Particulars of the Director retiring by rotation and seeking appointment / re-appointment at the ensuing Annual General Meeting is annexed to the notice convening 12th Annual General Meeting.

**5. Changes in other Key Managerial Personnel**

- i) Mrs. Shivangi Shah resigned from the office of Company Secretary of the Company w.e.f. 19th February, 2019. There was no other appointment or cessation of key managerial personnel during the financial year.

- ii) Ms. Riya Doshi has been appointed as Company secretary of the Company after the end of Financial Year i.e. 23rd April, 2019.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

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

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

**LISTING**

The equity shares of our Company are listed on SME platform of BSE and the Company has paid the annual listing fees for the FY2019-20

**RELATED PARTY TRANSACTIONS:**

All the related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Your Company had not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

**AUDITORS:**

At the Annual General Meeting held on 30th September, 2016, M/s O. P. Bhandari & Co., Chartered Accountants (Firm Registration No: 112633W), Ahmedabad were appointed as statutory auditors of the Company to hold office for a period of five (5) years i.e. 2016-17, 2017-18, 2018-19, 2019-20 and 2020-21 (subject to ratification of the appointment by the Members at every Annual General Meeting held after this Annual General Meeting of the Company). In accordance with the Companies Amendment Act, 2017 enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditor is not required to be ratified at every Annual General Meeting. Observations of the auditors in their report together with the notes on accounts are self-explanatory and therefore, in the opinion of Directors, do not call for any further explanation.

**INTERNAL AUDITORS:**

M/s DBD & Associates, Chartered Accountants (Firm Registration No. 145761W) has been re-appointed as Internal Auditor of the Company for the F.Y. 2018-19 pursuant to provisions 138 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

**COST AUDIT REPORT:**

As per provision of section 148(3) of Companies Act, 2013 and rule 6(2) of Companies (Cost records and audit) Rules, 2014, the company is not required to appoint a cost auditor to audit the cost records of the company.

**SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of its Board, appointed M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company for the financial year ended 31st March, 2019. The Secretarial Audit Report is annexed herewith as Annexure- "B" which is self explanatory and give complete information.

**EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure C".

**BUSINESS RISK MANAGEMENT:**

The Company has implemented various policies from ground level to the top level management for identifying the risk, measuring the same and takes corrective measures for managing the risk.



**PARTICULARS OF EMPLOYEES:**

The details related to employees and their remuneration as required under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are mentioned in Annexure 'D' to this Board's Report. Disclosure under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable as no employee falls under the threshold provided therein.

**CORPORATE SOCIAL RESPONSIBILITY:**

The provision of section 135 of Companies Act, 2013 for implementing Corporate Social Responsibility Policy, constitute committee and expenditure thereof is not applicable to the company.

**VIGIL MECHANISM:**

The Company has established a Vigil Mechanism for directors and employees to report genuine concerns. The vigil mechanism provide for adequate safeguards against victimization of person who use Vigil Mechanism and also provide for direct access to the Chairman of the Audit Committee. The details of Vigil Mechanism are displayed on the website of the Company [www.primecustomer.co.in](http://www.primecustomer.co.in).

**NOMINATION AND REMUNERATION POLICY:**

The Nomination and Remuneration policy posted on the website of the Company [www.primecustomer.co](http://www.primecustomer.co). Incurrently, no compensation is paid to the Non- Executive Directors of the Company except for the sitting fees as per provisions of Companies Act, 2013.

**CORPORATE GOVERNANCE:**

The Company being listed on the Small and Medium Enterprise platform is exempted from provisions of corporate governance as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence no corporate governance report is disclosed in this Annual Report.

**DETAILS OF COMPLAINTS RECEIVED AND REDRESSED:**

During the F.Y. 2018-19, Company has not received any complain from any shareholders. Further the Complaints received from Dimple Khetan as mentioned in earlier Annual Report of F.Y. 2017-18, SEBI has disposed this complaint and ROC has not found any violation and error in said Transaction and currently the matter is under sub Judice at Andheri court and Hon'ble NCLT Ahmedabad.

**EVALUATION OF BOARD PERFORMANCE:**

The Company has taken various measures for obtain commitment by all board members to the process of performance evaluation by means of set performance criteria ,plan the process and gather the information, discuss and interpret the data, develop a plan of follow-up; identify areas for change and set goals for effective performance of the board members & individual Director also.

**CERTIFICATION:**

During the year under review, the Company having the following certifications pertaining to the Highest International Standard of Food Safety and Hygiene:

1. FSSAI
2. APEDA Recognition
3. IEC: Import Export Code
4. ISO Certificate

**COMPLIANCE WITH THE SECRETARIAL STANDARD**

The Company has complied with all the provisions of Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India.

**OTHER REGULATORY REQUIREMENT:**

The Company has been complied with all regulatory requirements of central government and state government and no order has been passed by the regulatory authority which has impact the going concern status & company's performance in future.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between 31st March, 2019 and the date of this Report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**ACKNOWLEDGEMENT AND APPRECIATION:**

Yours Directors place on record their appreciation of the sincere and devoted services, rendered by all employees of the company and the continued support and confidence of the customers. The Board expresses special thanks to progressive farmers who have worked hard to achieve International Standards in the quality of their produce. The Board also expresses its sincere thanks to Banks, Financial Institutions, Government Authorities, Agricultural and Processed Food Products Export Development Authority (APEDA), FSSAI and all other well wishers, for their timely support.

**By Order of the Board of Directors  
For Prime Customer Services Limited**

Date : 3rdAugust, 2019  
Place : Ahmedabad

**Jinen Ghelani  
Managing Director & CFO  
(DIN: 01872929)**

**Form AOC-1**

**Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/Joint Ventures**

(Pursuant to sub-section 3 of Section 129 read with rule of Companies (Accounts) Rules,2014)

**Part "A" Subsidiaries**

**(Amount in Rs.)**

S.N.	Particulars	Details	
1	Name of the Subsidiary	Florens Farming Private Limited	Florens Fresh Supply Solutions Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	N.A.	N.A.
3	Reporting currency and Exchange rate as on the last date N.A. of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.
4	Share capital	5,00,000	1,00,000
5	Reserves & surplus	-	1,53,513
6	Total assets	3,27,876	54,05,266
7	Total Liabilities	(20,670)	51,51,753
8	Investments	-	-
9	Turnover	-	96,89,122
10	Profit before taxation	-	2,07,450
11	Provision for taxation	-	53,937
12	Profit after taxation	-	1,53,513
13	Proposed Dividend	-	-
14	% of shareholding	100%	100%

- a. Names of subsidiaries which are yet to commence operations - FLORENS FARMING PRIVATE LIMITED  
b. Names of subsidiaries which have been liquidated or sold during the year – None

**Part "B" Associates and Joint Venturees - Not Applicable**

**For, O. P. Bhandari & Co.**  
Chartered Accountants  
Firm Regn. No.112633W

**O.P. Bhandari**  
Partner  
M.No. 34409

Place : Ahmedabad  
Date : 28th May, 2019

**For and on behalf of the Board of Directors**

**Jinen Ghelani**  
Managing Director & CFO  
DIN : 01872929

**Hiren Ghelani**  
Director  
DIN : 02212587

**Riya Doshi**  
Company Secretary

**ANNEXURE TO THE DIRECTORS' REPORT**

**ANNEXURE –A'**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**ECONOMIC OVERVIEW**

World Economy growth slowed down in the Calendar Year (CY) 2018 on the back of rising trade tensions, financial tightening and other several factors. These trends are expected to continue during CY2019. Even on the domestic front, India's real gross domestic product (GDP) growth for Financial Year 2018-19 has been pegged at a five-year low of 6.8% as per the provisional estimates released by National Statistical office, making a slowdown from 7.2% in FY 2017-18. The primary reasons for the deceleration have been service and agriculture sector.

Going forward, India's real GDP growth may further decelerate in H1 of FY2020 and may rebound in second half (H2) of FY2019-20 on account of several measures by RBI & Government. The stability and continuity of government at the center may help the country attain a sustainable long-term growth path.

Considering success of the government in executing bold reforms like demonetization and GST and its teething problems behind us, we believe that the promising time is ahead of us for an organized & national player like your Company in Fruits and vegetables sector. Further, the strict implementation of FSSAI norms, standardization and awareness about the quality produce would definitely give a lead to players like your Company whose mission itself is "Focus on Growth of our stakeholders, Empowerment of our farmers and commitment of quality supply.

**BUSINESS AND FINANCIAL REVIEW:**

During the year FY2019, your company continued to focus on building a further strength in procurement and sourcing network across major states and districts in which your company operates. PCSL today works in more than 40 districts in Maharashtra, Gujarat, Rajasthan and few other states in north and north east regions. Company has built several growth catalysts by adding new geographies for sales, adding new product categories, networking in global markets, adding more buyers in organized segments and taking innovative steps for B TO C business of Fruits and Vegetables.

The continuous relentless efforts of team Prime has duly reflected in the company statistics. On a consolidated basis, your company's net sales for FY19 have grown by 22% YoY to Rs. 44.14 Cr. The Profit after Tax (PAT) has shown a strong jump of 28.43% YoY to Rs. 1.27 Cr. On a standalone basis, your company's net sales for FY19 have grown by 20% to Rs. 43.17 Cr and PAT has shown a strong jump of 26.17% YoY to Rs. 1.26 Cr.

Your company, Prime Customer Services Ltd (PCSL) led by a young, qualified and dynamic management team, is an integrated player across Fruits & Vegetables Value Chain i.e. sourcing, handling, sorting, grading, warehousing, ripening, packing, branding and delivery.

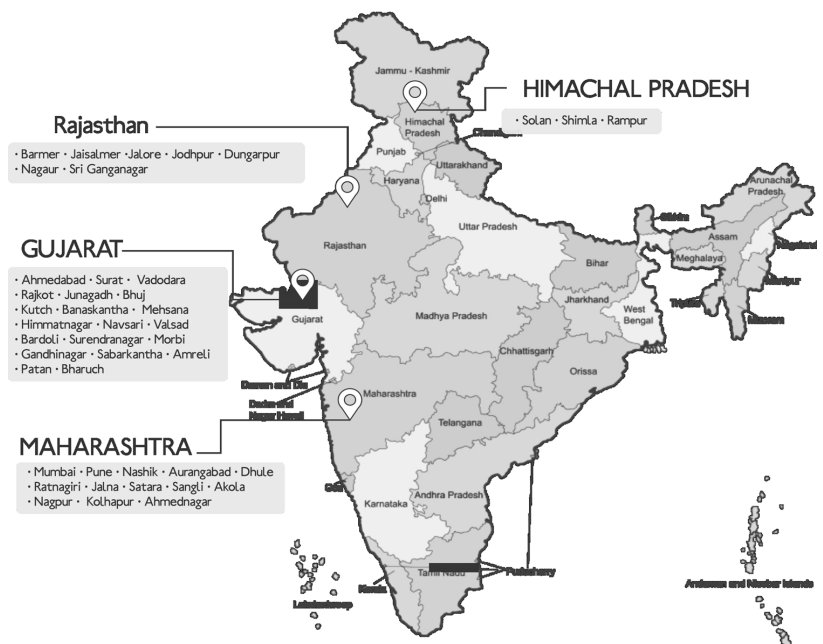
**STRONG SOURCING NETWORK**

Your Company has progressively build a massive sourcing network that gives it a long lasting competitive advantage over its peers and provide an excellent ouquet of products & services to its customers. Our outreach and sourcing network includes top F&V producing regions in India:

- ☆ Our core experience and knowledge lies in the fresh produce category namely, Mango, Pomegranate, Apple, Tomatoes, Onions, Imported Fruits, Mix Vegetable and further enhancing the bouquet by adding Banana, Grapes, Orange, Chilli, Lemon.
- ☆ To augment our procurement bandwidth we work with 20,000+ Farmers, 40+ Agriculture Markets and 300+ Traders & Consolidators across 40 districts in Gujarat, Maharashtra and Rajasthan.
- ☆ We have magnificently established long standing relationships with prestigious national enterprises & retail giants since last 12 years to ensure that they get reliable, consistent, ethical and smooth supply of Fruits & Vegetables.

Your Company is an integral part of the country's agriculture value chain structure.

**OUR PRESENCE**

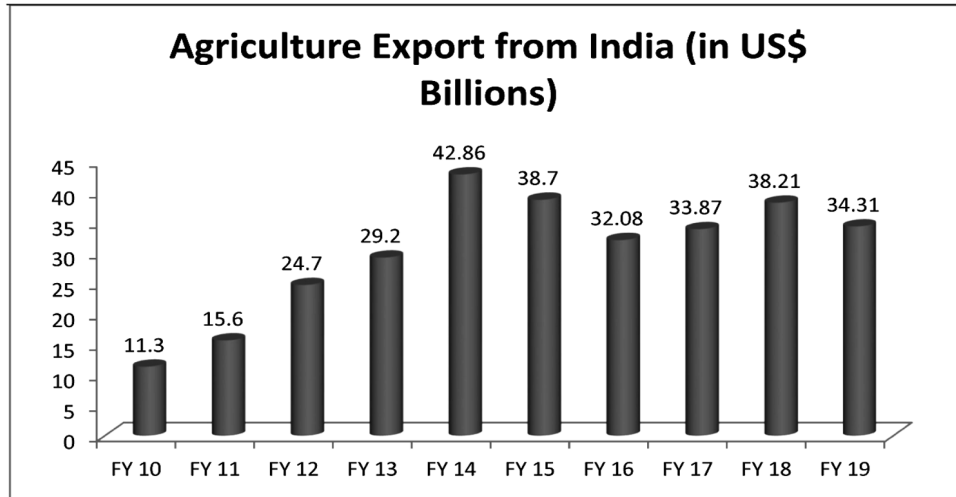


**INDUSTRY STRUCTURE AND DEVELOPMENTS**

Production of horticulture crops in India is estimated at record ~315 Million Metric Tonnes (MMT). India ranks second in global production of Fruits & Vegetables and a leading exporter of Mangoes and Bananas. One of the global trend we have observed in Fruits & Vegetables is convenience & kits.

Total agricultural exports from India grew at a CAGR of 16.45% over FY10 – 18 to reach US\$38.21billion in FY18. Between Apr 2018-Feb2019 agriculture exports were US\$34.31billion

The Agriculture Export Policy, 2018 was approved by Government of India in December 2018. The new policy aims to increase India’s agricultural exports to US\$60billion by 2022 and US\$ 100 billion in the next few years with a stable trade policy regime.



**Union Budget 2019 – 20: Historic allocation for Agriculture and Farmers’ Welfare**

1. Pradhan Mantri Kisan Pension Yojana, small and marginal farmers will get a minimum fixed pension of Rs 3,000 per month on attaining the age of 60 years.
2. Formation of 10,000 new FPOs over next five years, as the land holdings are scattered and over a period of last 10 years marginal land holdings have increased.
3. Focus of the government on Gaon, Garib aur Kisan.
4. Income support scheme to poor and rural farmers of Rs 6,000 per year for farmers with land holdings below two hectares.
5. Interest rate subsidy for short term credit to farmers
6. Crop insurance scheme would help in promoting crop insurance penetration in the country and help protect farmers in times of crop failures.

**OPPORTUNITIES AND THREATS**

**Threats**

- Unpredictable weather conditions and availability of water
- fragmented land holdings
- Highly unorganized & fragmented F & V Supply Chain
- Inconsistent Supply of steady quality and quantity of fresh produce
- Lack of knowledge and appreciation for agriculture
- Weak Export Infrastructure
- Logistics bottlenecks

**Opportunities**

- New Age Startups offering one-stop platform that enables farmers to connect to traders and vice-versa through web and call centers.
- Increasing awareness about healthy lifestyle and nutritional benefits about consuming fresh fruits & vegetables.
- Global supermarket majors looking at imports of F&V from India.
- Government has helped by investing in AEZs, mega food parks, easier credit and eager to boost efficiency & access to market
- Companies are increasingly taking recourse to contract farming in order to secure supply.
- Rising Market share of Organized Players
- Collaboration- JVS-Partnerships wuth Organising players

**BUSINESS MODEL –**

Your company’s management has strategically steered the business in FY19 to make it ready to enter a high growth phase. We have taken conscious steps to change the business model so as to reduce costs, widen our offerings and get benefits of operating leverage.



**IMPACT ON STAKEHOLDERS**

**FARMERS**

- ☆ Imparting know-how to our community of 20,000+ farmers to improve ultimate yield.
- ☆ We organize camps for farmers periodically which are oriented towards enhancing knowledge about best / progressive field cultivation practices, diseases & pest management, harvesting techniques and hygiene procedures which lead to boost the productivity.
- ☆ Expert guidance programs and best practice awareness for the farmers, improving their quality of life and providing them with fair price.
- ☆ Assist farmer to realize 100%value of their produce by providing them sorting & grading facilities and direct / indirect access to the interstate markets.
- ☆ Significant factor affecting any business are “Time & Cost”. Prime’s well thought strategic collection centers takes care of transportations they are built in local proximity of the farms reducing the mishandling of the perishable produce during multiple phases of transition.
- ☆ Providing access to multiple markets through dynamic & robust sales channel.

**MODERN TRADE**

- ☆ Assured delivery of expected quality and quantity of produce in timely manner and round the year.
- ☆ Assured delivery of sorted, graded and packed produce across India.
- ☆ We make available both seasonal and imported produce from far-off regions, round the year to enable better planning
- ☆ One Stop Shop for multiple varieties of the horticulture produce.

**CONSUMERS**

- ☆ Door step delivery of fresh & hygienic produce sourced directly from farms.
- ☆ Eliminating multiple intermediaries resulting in better pricing of the produce.
- ☆ Supply of well packed produce rich in taste, aroma & nutrition.
- ☆ Smart and fast transaction for customer convenience.

We help in generating local employment by hiring sorting, grading, loading & unloading teams locally. In FY 19, we had employed 320+ people on direct payroll. Furthermore, having sourced & supplied more than 11,000+ tones of Fruits and vegetables during FY 19 which resulted in an indirect employment generation to the tune of 15000+ man days.

Your Company has created impact to multiple stakeholders such as Farmers, Mother Earth, Government, Unskilled & Semi Skilled individuals, Transporters, Food Processors and society at large by generating opportunities through various channels including to earn a livelihood.

**CONTRIBUTION TO STAKEHOLDERS:**

**1) Government**

- a. In this FY 2019 your Company has paid taxes aggregating to Rs. 48.48 Lakhs vis-à-vis previous FY aggregating to Rs. 41.30 Lakhs
- b. In this FY 2019 your Company has contributed to the Government in the form of contribution to PF, ESIC and Profession Tax aggregating to Rs. 25.15 Lakhs vis-à-vis previous FY aggregating to Rs. 33.21 Lakhs
- c. In this FY 2019 Your Company have paid Goods and Services Tax aggregating to Rs. 67.11 Lakhs vis-à-vis previous FY aggregating to Rs. 34.52 Lakhs

## 2) Employment

- a. Your Company in this FY 2019 has generated direct employment for 82490+ man days
- b. Your Company in this FY 2019 has handled about 11,000+ tones of F&V through contract labour which would lead to giving employment for aggregating to 15000+ Man days
- c. Your Company has contributed for the welfare and social security of employees to the tune of Rs. 4.56 Lakhs
- d. Your Company have supported 226 people by providing direct / indirect employment to 904 people in this FY 2019 considering each employee would support a family of 4 people on an average.
- e. Indirect other employment generation of 12000-13000 man days by way of employment of payments to various unskilled semi skilled and skilled people for harvesting, sorting, grading, packing, logistics and other such value addition to agriculture produced.

## 3) Farmers

Your Company has reached out to 4000 old and 6000 new farmers & supported 1500 farmers during this FY 2019 aggregating to 13500 acres of farm land leading to (considering they handled the material themselves and sold at Mandi vis-à-vis selling to your Company at the Farm Level):

- Savings on post harvest losses to the tune of on an average 14% of produce aggregating to 1680 tonnes of F&V, Overall your company purchased 10800 tonnes from farmers, local area aggregators, APMCs and other players.
- Better realization of prices for their produce by at least 7-9% and faster payment for their produce by at least before 5-6 days ahead of normal other trade practices. We did many RTGS/IMPS and same day transfers to many farmers during the year. We also helped marginal farmers by advances and free sorting and grading services. In many cases farmers did not have to incur any expenses on logistics, APMC commissions, and other handling charges.

Your company continues to focus on adding value and helping farmers through multiple support and process systems including finance and manpower providing.

## OUTLOOK

Your Company currently operates in Western India and select North and North eastern regions of the country for core categories like Pomegranate, Mangoes, Apple, Onion and Tomatoes. Going forward, the company is expanding through penetrating into newer territories of domestic market and global markets via building the right team, adding few new F&V categories and capitalizing existing relationships & team. Furthermore, Company's growth & expansion through new Collection Centres and Distribution Centres will support the procurement and Distribution strategies. PCSL is simultaneously building and utilizing its own brand "PRIMEFRESH" to penetrate deeper with farmers, customers, aggregators and B2C segment. Innovative packing, consumer packs, use of technology, reach through social media and other online platforms will drive further growth of new categories, geographies, global destinations and multiple avenues of sales expansion.

## KEY GROWTH DRIVERS

- ☆ Expanding the bouquet of offerings for Fruits and Vegetables.
- ☆ Foraying into exports of Fruits and Vegetables, as over the last few years, your Company has built massive understanding of Global markets and done multiple trial and error consignments for international buyers and few select Indian exporters.
- ☆ Enhancing the contribution of Modern Trade in the Revenue:
- ☆ B2C engine backed by omni channel distribution, social media and corporate tie-ups in select cities. Your company has carved out a very unique and differentiated growth strategy to build this B2C vertical with low risk and low investments.
- ☆ Setting up of additional multi-purpose Collection Centres and Distribution Centres to facilitate all the verticals.
- ☆ Collaboration, JVs, Strategic tie-ups in Gujarat, Rajasthan and Maharashtra with new age start-ups and large companies for business synergies.

Over the last 12 years PCSL has built a strong learning curve and management bandwidth to build, own, operate and transfer CCs and DCs for various large retailers.

The above strategy would help improve the margin profile of overall business and better utilize the strong sourcing and operational capabilities built over the last 12 years.

Currently, your company has established a procurement bandwidth of about 1,00,000 tonnes of fresh produce per annum and looks forward to put in efforts to enhance the value for stakeholders.

### **RISKS AND CONCERNS**

Every business has both Risk and Return and they are inseparable. As a responsible management, the Company's principal endeavor is to maximum returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts. Our Senior Management identifies and monitors the risk on regular basis and evolves process and system to control and minimize it. With regular check and evaluation business risk on Regular basis can be forecasted to the maximum extent and thus corrective measures can be taken in time.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate Internal control systems commensurate with its size and operations to ensure orderly and efficient conduct of business while safeguarding the assets, quality, safety, procurements, finance and accounts and reducing and detecting error.

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.**

Smooth Industrial Relations and effective Human Resource Management are the key factors contributing towards success in the industry. As our company is part of the hospitality industry the importance of efficient and motivated human resources helps in achieving complete customer satisfaction. The employee strength of the Company, as on 31st March, 2019 was 226.

### **CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations and others may constitute "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ from those expressed or implied. Several factors that could significantly impact the Company's operations include economic conditions affecting demand, supply and price conditions in the domestic and overseas markets, changes in the Government regulations, tax laws and other statutes, climatic conditions and such incidental factors over which the Company does not have any direct control.

### **REFERENCES (BIBLIOGRAPHY)**

- 1) IBEF report on food processing ([www.ibef.org](http://www.ibef.org))
- 2) Union Budget and other public domains



Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

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

To,  
The Members,  
**Prime Customer Services Limited**  
102 Sanskar- 2,  
Near Ketav Petrol Pump Polytechnic Road,  
Ambawadi, Ahmedabad - 380015

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Prime Customer Services Limited (hereinafter called the Company) Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) 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/The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto 10th November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11th November, 2018);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
  - (f) 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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (upto 10th September 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11th September 2018); **(Not Applicable to the Company during the Audit Period)**
- (vi) Prevention of Food adulteration Act;
- (vii) Food Safety and Standard Act;
- (viii) Environmental Law;
- (ix) We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**We further Report That,**

Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 was not complied in words and spirit.

**We further report that:**

Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions in the Board is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**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.

**We further report that** during the year under report, the Company has not undertaken event/ action having a major bearing in the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

**Place : Ahmedabad**

**Date : 03.08.2019**

**Umesh Ved**  
**Umesh Ved & Associates**  
**Company Secretaries**  
**FCS No.: 4411**  
**C.P. No.: 2924**

To,  
The Members,  
**Prime Customer Services Limited**  
102 Sanskar- 2,  
Near Ketav Petrol Pump Polytechnic Road,  
Ambawadi, Ahmedabad - 380015

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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**Place : Ahmedabad**

**Date : 03.08.2019**

**Umesh Ved**  
**Umesh Ved & Associates**  
**Company Secretaries**  
**FCS No.: 4411**  
**C.P. No.: 2924**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2019

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

**I. REGISTRATION AND OTHER DETAILS:**

1	CIN	L51109GJ2007PLC050404
2	Registration Date	30/03/2007
3	Name of the Company	PRIME CUSTOMER SERVICES LIMITED
4	Category / Sub-Category of the Company	Company limited by shares
5	Address of the Registered office and contact details	102, Sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad-380015. Ph No: 079-40320244 E-mail: cs@primecustomer.co.in Website: www.primecustomer.co.in
6	Whether listed company	Yes (BSE SME Platform)
7	Name, Address and Contact details of Registrar and Transfer Agent	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059 Maharashtra Board No. : 022 62638200 Fax No: 022 62638299 E-mail: ipo@bigshareonline.com Website: www.bigshareonline.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)**

S.N.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company (approx)
1	Fruits and vegetables n.e.c	9961121	91.91
2	C & F & Manpower Supply Services	9983116	3.96
3	Packing Service	9985400	3.88
4	Storage & Warehousing Services	9967290	0.25

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name And Address of The Company	CIN/GLN	Holding/Subsidiary/Associate
1	Florens Farming Private Limited	U01100GJ2016PTC094879	Subsidiary
2	Florens Fresh and Solutions Private Limited	U15490GJ2018PTC102125	Subsidiary

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1312800	--	1312800	37.58	1312800	--	1312800	37.58	--
b) Central Govt/ State Govt(s)	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	186000	--	186000	5.32	186000	--	186000	5.32	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Others (Specify)	--	--	--	--	--	--	--	--	--
i) Group Companies	192000	--	192000	5.50	192000	--	192000	5.50	--
ii) Trusts	--	--	--	--	--	--	--	--	--
f) Directors & their Relatives	342520	--	342520	9.81	342520	--	342520	9.81	--
<b>Sub-total (A) (1):-</b>	<b>2033320</b>	<b>--</b>	<b>2033320</b>	<b>58.21</b>	<b>2033320</b>	<b>--</b>	<b>2033320</b>	<b>58.21</b>	<b>--</b>
<b>(2) Foreign</b>									
a) NRIs-Individuals	--	--	--	--	--	--	--	--	--
b) Other-Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks/FI	--	--	--	--	--	--	--	--	--
e) Any Other...	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) (2):-</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>2033320</b>	<b>--</b>	<b>2033320</b>	<b>58.21</b>	<b>2033320</b>	<b>--</b>	<b>2033320</b>	<b>58.21</b>	<b>--</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
j) Foreign Portfolio Investor	49000	--	49000	1.40	--	--	--	--	(1.40)
<b>Sub-total (B)(1):-</b>	<b>49000</b>	<b>--</b>	<b>49000</b>	<b>1.40</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>(1.40)</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	140135	--	140135	4.01	171000	--	171000	4.90	0.88
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	262865	26760	289625	8.29	248960	20800	269760	7.72	(0.57)

**i) Category-wise Share Holding (Contd.....)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	850250	68920	919170	26.31	752720	26200	778920	22.30	(4.02)
c) Any Others (specify)	--	--	--	--	--	--	--	--	--
i) Trusts									
ii) Clearing Member	36750	--	36750	1.05	198000	--	198000	5.67	4.62
iii) Non Resident Indians (NRI)	--	--	--	--	--	--	--	--	--
iv) Non Resident Indians (REPAT)	25000	--	25000	0.72	33000	--	33000	0.94	0.23
v) Non Resident Indians (NON REPAT)	---	--	---	---	--	--	--	--	---
vi) Directors Relatives	--	--	--	--	--	--	--	--	--
vii) Market Maker	---	--	---	--	--	--	--	--	---
viii) Employee	--	--	--	--	--	--	--	--	--
ix) Overseas Bodies Corporate	--	--	--	--	--	--	--	--	--
x) Unclaimed Suspense Account	--	--	--	--	--	--	--	--	--
d) Qualified Foreign Investor	--	--	--	--	9000	--	9000	0.26	0.26
<b>Sub-total (B)(2):-</b>	<b>1315000</b>	<b>95680</b>	<b>1410680</b>	<b>40.39</b>	<b>1412680</b>	<b>47000</b>	<b>1459680</b>	<b>41.79</b>	<b>1.40</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1364000	95680	1459680	41.79	1412680	47000	1459680	41.79	0.00
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>3397320</b>	<b>95680</b>	<b>3493000</b>	<b>100.00</b>	<b>3446000</b>	<b>47000</b>	<b>3493000</b>	<b>100.00</b>	<b>--</b>

**ii. Shareholding of Promoter:**

S. N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	Jinen Ghelani	1,87,800	5.38	----	1,87,800	5.38	----	----
2	Hiren Ghelani	11,25,000	32.21	---	11,25,000	32.21	---	----
3	Hardik Ghelani	2,19,600	6.29	---	2,19,600	6.29	---	----
4	Neha Ghelani	38,200	1.09	----	38,200	1.09	----	----
5	Chandrakant Chunilal Ghelani	35,000	1.00	---	35,000	1.00	---	----
6	NH Time Investments Research Private Limited	1,86,000	5.32	----	1,86,000	5.32	----	----
7	Prosperity Securities Private Limited	1,92,000	5.50	---	1,92,000	5.50	---	----
8	Manisha Hardik Ghelani	10,000	0.29	----	10,000	0.29	----	----
9	Ameesha Karia	39,720	1.13	----	39,720	1.13	----	----
	<b>Total</b>	<b>2033320</b>	<b>58.21</b>	<b>----</b>	<b>2033320</b>	<b>58.21</b>	<b>----</b>	<b>----</b>

iii.) Change in Promoters' Shareholding (please specify, if there is no change)

S. N.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No of Shares	% of Total Shares of the Company
1	<b>Jinen Ghelani</b>				
	At the beginning of the year	1,87,800	5.38	1,87,800	5.38
	Change during the year	–	–	–	–
	At the end of the year	1,87,800	5.38	1,87,800	5.38
2	<b>Hiren Ghelani</b>				
	At the beginning of the year	11,25,000	32.21	11,25,000	32.21
	Change during the year	–	–	–	–
	At the end of the year	11,25,000	32.21	11,25,000	32.21
3	<b>Hardik Ghelani</b>				
	At the beginning of the year	2,19,600	6.29	2,19,600	6.29
	Change during the year	–	–	–	–
	At the end of the year	2,19,600	6.29	2,19,600	6.29
4	<b>Neha Ghelani</b>				
	At the beginning of the year	38,200	1.09	38,200	1.09
	Change during the year	–	–	–	–
	At the end of the year	38,200	1.09	38,200	1.09
5	<b>Chandrakant Chunilal Ghelani</b>				
	At the beginning of the year	35,000	1.00	35,000	1.00
	Change during the year	–	–	–	–
	At the end of the year	35,000	1.00	35,000	1.00
6	<b>NH Time Investments Research Private Limited</b>				
	At the beginning of the year	1,86,000	5.32	1,86,000	5.32
	Change during the year	–	–	–	–
	At the end of the year	1,86,000	5.32	1,86,000	5.32
7	<b>Prosperity Securities Private Limited</b>				
	At the beginning of the year	1,92,000	5.50	1,92,000	5.50
	Change during the year	–	–	–	–
	At the end of the year	1,92,000	5.50	1,92,000	5.50
8	<b>Manisha Hardik Ghelani</b>				
	At the beginning of the year	10,000	0.29	10,000	0.29
	Change during the year	–	–	–	–
	At the end of the year	10,000	0.29	10,000	0.29
9	<b>Ameesha Jitendra Karia</b>				
	At the beginning of the year	39,720	1.13	39,720	1.13
	Change during the year	–	–	–	–
	At the end of the year	39,720	1.13	39,720	1.13

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

S. N.	Name & Type of Transaction	Shareholding at the beginning of the year-2018		Transactions during the year		Cumulative Shareholding at the end of the year-2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO.OF SHARES	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	<b>ANS PVT LIMITED</b>	<b>0.00</b>	<b>0.00</b>			<b>0.00</b>	<b>0.00</b>
	Transfer			29 June 2018	131000	131000	3.75
	Transfer			13 July 2018	100000	231000	6.61
	Transfer			3 August, 2018	(102000)	129000	3.69
	Transfer			10 August 2018	(1000)	128000	3.66
	Transfer			31 August 2018	2000	130000	3.72
	Transfer			28 September 2018	2000	132000	3.78
	Transfer			29 September 2018	(92000)	40000	1.15
	Transfer			26 October 2018	1000	41000	1.17
	Transfer			23 November 2018	1000	42000	1.20
	Transfer			7 December 2018	(1000)	41000	1.17
	Transfer			14 December 2018	1000	42000	1.20
	Transfer			21 December 2018	(1000)	41000	1.17
	Transfer			28 December 2018	30000	71000	2.03
	Transfer			31 December 2018	(41000)	30000	0.86
	Transfer			4 January 2019	22000	52000	1.49
	Transfer			1 February 2019	75000	127000	3.64
	Transfer			8 February 2019	(1000)	126000	3.61
	Transfer			15 February 2019	(25000)	101000	2.89
	Transfer			22 February 2019	(93000)	8000	0.23
	Transfer			1 March 2019	(2000)	6000	0.17
Transfer			8 March 2019	94000	100000	2.86	
Transfer			15 March 2019	89000	189000	5.41	
Transfer			22 March 2019	1000	190000	5.44	
Transfer			29 March 2019	(4000)	186000	5.32	
	<b>At the end of the year</b>					<b>186000</b>	<b>5.32</b>
2	<b>Jayantilal Kantilal Patel</b>	<b>102000</b>	<b>2.92</b>			<b>102000</b>	<b>2.92</b>
	Transfer			6 April 2018	4000	106000	3.03
	<b>At the end of the year</b>					<b>106000</b>	<b>3.03</b>
3	<b>PRATHAMA TRADING LIMITED</b>	<b>35000</b>	<b>1.00</b>			<b>35000</b>	<b>1.00</b>
	Transfer			6 July 2018	40000	75000	2.15
	Transfer			28 December 2018	(75000)	0	0.00
	Transfer			11 January 2019	75000	75000	2.15
	Transfer			8 February 2019	10000	85000	2.43
	<b>At the end of the year</b>					<b>85000</b>	<b>2.43</b>

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

S. N.	Name & Type of Transaction	Shareholding at the beginning of the year-2018		Transactions during the year		Cumulative Shareholding at the end of the year-2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO.OF SHARES	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
4	<b>NIMESH GANPATBHAI PARMAR</b>	<b>71000</b>	<b>2.03</b>			<b>71000</b>	<b>2.03</b>
	Transfer			29 June 2018	(71000)	0	0.00
	<b>At the end of the year</b>					<b>0</b>	<b>0.00</b>
5	<b>KAJOL BHATIA</b>	<b>15000</b>	<b>0.43</b>			<b>15000</b>	<b>0.43</b>
	Transfer			18 May 2018	1000	16000	0.46
	Transfer			1 June 2018	1000	17000	0.49
	Transfer			15 June 2018	(1000)	16000	0.46
	Transfer			27 July 2018	(4000)	12000	0.34
	Transfer			31 August 2018	(3000)	9000	0.26
	Transfer			7 September 2018	(2000)	7000	0.20
	Transfer			25 January 2019	18000	25000	0.72
	Transfer			1 February 2019	3000	28000	0.80
	Transfer			8 February 2019	1000	29000	0.83
	Transfer			15 February 2019	3000	32000	0.92
	Transfer			22 February 2019	5000	37000	1.06
	Transfer			1 March 2019	6000	43000	1.23
	Transfer			8 March 2019	7000	50000	1.43
	Transfer			15 March 2019	9000	59000	1.69
	Transfer			22 March 2019	2000	61000	1.75
Transfer			29 March 2019	6000	67000	1.92	
	<b>At the end of the year</b>					<b>67000</b>	<b>1.92</b>
6	<b>RINKUBEN SUNNYBHAI CHOKSI</b>	<b>0</b>	<b>0</b>			<b>0</b>	<b>0</b>
	Transfer			13 April 2018	4000	4000	0.11
	Transfer			4 May 2018	3000	7000	0.20
	Transfer			11 May 2018	4000	11000	0.31
	Transfer			18 May 2018	1000	12000	0.34
	Transfer			01 June 2018	1000	13000	0.37
	Transfer			08 June 2018	9000	22000	0.63
	Transfer			15 June 2018	8000	30000	0.86
	Transfer			27 July 2018	(828)	29172	0.84
	Transfer			10 August 2018	2828	32000	0.92
	Transfer			31 August 2018	9000	41000	1.17
	Transfer			07 September 2018	1143	42143	1.21
	Transfer			14 September 2018	1000	43143	1.24
Transfer			21 September 2018	7857	51000	1.46	



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

S. N.	Name & Type of Transaction	Shareholding at the beginning of the year-2018		Transactions during the year		Cumulative Shareholding at the end of the year-2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO.OF SHARES	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			05 October 2018	19	51019	1.46
	Transfer			19 October 2018	974	51993	1.49
	Transfer			2 November 2018	1007	53000	1.52
	Transfer			16 November 2018	1000	54000	1.55
	Transfer			15 March 2019	(2000)	52000	1.49
	<b>At the end of the year</b>					<b>52000</b>	<b>1.49</b>
<b>7</b>	<b>RUJIT KISHOR KUTMUTIA</b>	<b>68000</b>	<b>1.95</b>			<b>68000</b>	<b>1.95</b>
	Transfer			4 May 2018	785	68785	1.97
	Transfer			1 June 2018	215	69000	1.98
	<b>At the end of the year</b>					<b>69000</b>	<b>1.98</b>
<b>8</b>	<b>KAUSHAL ASHOKKUMAR PATEL</b>	<b>49000</b>	<b>1.40</b>			<b>49000</b>	<b>1.40</b>
	Transfer			4 May 2018	1000	50000	1.43
	Transfer			6 July 2018	(4000)	46000	1.32
	Transfer			13 July 2018	(5000)	41000	1.17
	Transfer			20 July 2018	(6000)	35000	1.00
	Transfer			27 July 2018	(2000)	33000	0.94
	Transfer			3 August 2018	(4000)	29000	0.83
	Transfer			31 August 2018	(3000)	26000	0.74
	Transfer			7 September 2018	(4000)	22000	0.63
	Transfer			14 September 2018	1000	23000	0.66
	Transfer			21 September 2018	1000	24000	0.69
	Transfer			12 October 2018	1000	25000	0.72
	Transfer			26 October 2018	(1000)	24000	0.69
	Transfer			2 November 2018	(1000)	23000	0.66
	Transfer			9 November 2018	2000	25000	0.72
	Transfer			16 November 2018	1000	26000	0.74
	Transfer			30 November 2018	1000	27000	0.77
	Transfer			07 December 2018	1000	28000	0.80
	Transfer			21 December 2018	2000	30000	0.86
	Transfer			11 January 2019	1000	31000	0.89
	Transfer			1 February 2019	1000	32000	0.92
	Transfer			8 February 2019	2000	34000	0.97
	Transfer			15 February 2019	4000	38000	1.09
	Transfer			22 February 2019	1000	39000	1.12
	Transfer			01 March 2019	3000	42000	1.20

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

S. N.	Name & Type of Transaction	Shareholding at the beginning of the year-2018		Transactions during the year		Cumulative Shareholding at the end of the year-2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO.OF SHARES	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
	Transfer			15 March 2019	(2000)	40000	1.15
	Transfer			29 March 2019	(1000)	39000	1.12
	<b>At the end of the year</b>					<b>39000</b>	<b>1.12</b>
<b>9</b>	<b>MITAL MANISH MANSATA</b>	<b>48000</b>	<b>1.37</b>			<b>48000</b>	<b>1.37</b>
	Transfer			20 April 2017	(25000)	23000	0.66
	Transfer			27 April 2017	(23000)	0	0.00
	<b>At the end of the year</b>					<b>0</b>	<b>0.00</b>
<b>10</b>	<b>ULLAS GIRISHBHAI SHAH</b>	<b>46000</b>	<b>1.32</b>			<b>46000</b>	<b>1.32</b>
	Transfer			30 March 2019	46000	0	0.00
	<b>At the end of the year</b>					<b>0</b>	<b>0.00</b>
<b>11</b>	<b>ANISHA RAMIT</b>	<b>0</b>	<b>0</b>			<b>0</b>	<b>0</b>
	Transfer			7 December 2018	42720	42720	1.22
	<b>At the end of the year</b>					<b>42720</b>	<b>1.22</b>
<b>12</b>	<b>ANISHA MEHTA</b>	<b>42720</b>	<b>1.22</b>			<b>42720</b>	<b>1.22</b>
	Transfer			7 December 2018	42720	0	0.00
	<b>At the end of the year</b>					<b>42720</b>	<b>0.00</b>
<b>13</b>	<b>OVERSKUD MULTI ASSET MANAGEMENT PRIVATE LIMITED</b>	<b>41000</b>	<b>1.17</b>			<b>41000</b>	<b>1.17</b>
	Transfer			22 June 2018	1000	42000	1.20
	Transfer			06 July 2018	1000	43000	1.23
	Transfer			23 November 2018	(1000)	42000	1.20
	<b>At the end of the year</b>					<b>42000</b>	<b>1.20</b>
<b>15</b>	<b>Rakesh Purshottamlal Vijay</b>	<b>44000</b>	<b>1.26</b>			<b>44000</b>	<b>1.26</b>
	<b>At the end of the year</b>					<b>44000</b>	<b>1.26</b>
<b>16</b>	<b>Lts Investment Fund Ltd</b>	<b>40000</b>	<b>1.15</b>			<b>40000</b>	<b>1.15</b>
	Transfer			29 June 2018	(40000)	0	0.00
	<b>At the end of the year</b>					<b>0</b>	<b>0.00</b>
<b>17</b>	<b>Ajay Kumar Agarwal</b>	<b>40000</b>	<b>1.15</b>			<b>40000</b>	<b>1.15</b>
	<b>At the end of the year</b>					<b>40000</b>	<b>1.15</b>

**v.) Shareholding of Directors and Key Managerial Personnel:**

S. N.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No of Shares	% of Total Shares of the Company
1	<b>Jinen Ghelani</b>				
	At the beginning of the year	1,87,800	5.38	1,87,800	5.38
	At the end of the year			1,87,800	5.38
2	<b>Hiren Chandrakant Ghelani</b>				
	At the beginning of the year	11,25,000	32.21	11,25,000	32.21
	At the end of the year			11,25,000	32.21
3	<b>Neha Ghelani</b>				
	At the beginning of the year	38,200	1.09	38,200	1.09
	At the end of the year			38,200	1.09
4	<b>Sameer Rajguru</b>				
	At the beginning of the year	16,000	0.46	16,000	0.46
	At the end of the year			16,000	0.46
5	<b>Brijesh Misra</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
6	<b>Ravi Menon</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
7	<b>Mihir Manek</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
8	<b>Umesh Patel</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
9	<b>Shivangi Shah</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-

**III. INDEBTEDNESS : Indebtedness of the Company including interest outstanding/ accrued but not due for payment-**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	25836770	2500000	Nil	28336770
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>25836770</b>	<b>2500000</b>	<b>Nil</b>	<b>28336770</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	NIL	12851467	Nil	12851467
Reduction	23202518	Nil	Nil	23202518
<b>Net Change</b>	<b>23074412</b>	<b>12851467</b>	<b>Nil</b>	<b>36053985</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	2634252	15351467	Nil	17985719
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>2634252</b>	<b>15351467</b>	<b>Nil</b>	<b>17985719</b>

**IV. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			Nil		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			Nil		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			Nil		
Punishment					
Compounding					

**V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S. N.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount (in Rs.)
		Jinen Ghelani	Neha Ghelani	Hiren Ghelani	Sameer Rajguru	
1	Gross Salary (per annum)					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	360000	360000	890400	-	1803200
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961					
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- As % of profit					
	- Other	-	-	-	-	-
5	Other	-	-	-	-	-
	<b>Total (A)</b>	<b>360000</b>	<b>360000</b>	<b>890400</b>	<b>-</b>	<b>1803200</b>

**B. REMUNERATION TO OTHER DIRECTORS:**

S. N.	Particulars of Remuneration	Name of Directors				Total Amount (in Rs.)
		Mr. Brijesh Misra	Mr. Mihir Manek	Mr. Ravi Menon	Mr. Umesh Patel	
1	<b>Independent Directors</b>					
	Fee for attending board / committee meetings	1000/-	3000/-	3000/-	1000/-	8000/-
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	<b>Total (1)</b>	<b>1000/-</b>	<b>3000/-</b>	<b>3000/-</b>	<b>1000/-</b>	<b>8000/-</b>
2	<b>Other Non-Executive Directors</b>					
	Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	<b>Total (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>Total (B)=(1+2)</b>	<b>1000/-</b>	<b>3000/-</b>	<b>3000/-</b>	<b>1000/-</b>	<b>8000/-</b>
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as Per the Act	---	---	---	---	---

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:**

S. N.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (in Rs.)
		Jinen Ghelani Chief Financial Officer	Shivangi Shah* Company Secretary	
1	Gross Salary (per annum)			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	360000	241613	601613
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961			
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- As % of profit			
	- Other	-	-	-
5	Other	-	-	-
	<b>Total (A)</b>	<b>360000</b>	<b>241613</b>	<b>601613</b>

\* Shivangi Shah has left the Company during the year due to personal reasons and the remuneration disclosed herein is for the proportionate period of time.

**ANNEXURE- 'D'**

**Detail pertaining to remuneration as required under Section 197[12] of the Companies Act, 2013 read with Rule 5[1] of the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014.**

1. The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the FY 2018-19:

Name of the Director/ KMP	Remuneration to the Director / KMP for the FY 2018-19	Percentage Increase / Decrease in Remuneration in FY 2018-19	Ratio of each director to the median remuneration of the employee	Comparison of Remuneration of the KMP against the performance of the company
Mr. Jinen Ghelani, Managing Director	3,60,000	----	3.70	The Profit Before Tax of Rs.172.92 Lakh for FY 2018-19 is higher compared to previous year Profit Before Tax of Rs.139.65 Lakh.
Mr. Hiren Ghelani, Whole-time Director	8,90,400	----	9.14	
Mrs. Neha Ghelani, Whole-time Director	3,60,000	----	3.70	
Mr. Sameer Rajguru, Whole-time Director	--	100%	--	
Mrs. Shivangi Shah, Company Secretary	2,41,613	---	2.48	

2. The median remuneration of employees of the Company during the financial year was Rs. 97406/-
3. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, in the financial year: There is no increase in remuneration of Managing Director, Whole-time Director, Chief Financial Officer and Company Secretary.
4. The percentage decrease in the median remuneration of employees in the financial year is 10.68%.
5. The number of permanent employees on the rolls of company was 229 as on 31st March, 2019.
6. The average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was 7 to 9%.
7. There was no employee receiving remuneration higher than the highest paid Director during the financial year.
8. The Company affirms remuneration is as per the Remuneration Policy of the Company.

**Note:** The median was calculated on the Basis of annualized gross salary of the each employee at the end of the year.

**Independent Auditor Report**

**To The Members of  
Prime Customer Services Limited  
Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the accompanying standalone financial statements of Prime Customer Services Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. (hereinafter referred to as “ the Financial Statements”)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006 as amended, (“AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the Profit and its cash flows for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

**Information Other than the Standalone Financial Statements and Auditor’s Report Thereon**

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexure to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the Standalone Financial Statements and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. We have been provided the aforesaid reports and based on the work we have performed, we did not observe any material misstatement of this other information and accordingly, we have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone 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 AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the Standalone Financial Statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters



related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

#### **Auditor's Responsibility for the Audit of the Standalone Financial Statements**

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

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

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

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c. The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended;
- e. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 of the act, as amended in our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has no pending litigations which has any impact on the financial position in its financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

**For, O. P. Bhandari & Co.**  
Chartered Accountants  
Firm Registration Number: 112633W

**O. P. Bhandari**  
Partner  
Membership Number: 34409

Place : Ahmedabad  
Date : 28.05.2019

**Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Prime Customer Services Limited of even date)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Company have been physically verified by the Management during the period and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
- (c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. As explained to us, physical verification of the inventories have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on such physical verification.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. According to information and explanations given to us, the company has complied with provisions of section 185 and 186 of the companies Act, 2013 in respect of loans, investments, guarantees and security.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including provident fund, employees’ state insurance, income-tax, GST, sales tax, service tax, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.
- (b) According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, GST, cess and other material statutory dues were outstanding, at the period end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues outstanding of Income Tax, Wealth Tax, GST, Sales Tax or Cess on account of any dispute as at the end of the period.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted during the period in repayment of dues to its financial institutions, bankers and government. The Company did not have any outstanding debentures during the period.
- ix. According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments. The Company has taken term loan of Rs.165.80 lacs during the year.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year. We have been informed in respect to the alleged violations regarding transfer of shares in the year 2015-2016 that SEBI has disposed off the complaint and ROC has found no violation or error in the said transaction. EOW had forwarded the matter to Amboli Police Station, Mumbai and currently the matter is sub-judice at Andheri Court, Mumbai & Hon’ble NCLT Ahmadabad.
- xi. According to information and explanation given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the companies Act.
- xii. According to information and explanation given to us, the company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, reporting under Clause 3(xii) of the Order is not applicable to the Company.

- xiii. According to the information and explanations given to us, all transaction with the related parties are in compliance with section 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examinations of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period under review.
- xv. According to the information and explanations given to us and the records of the Company examined by us, the company has not entered into any non-cash transactions with directors or persons connected to him.
- xvi. According to information and explanations given to us, the company is not required to be registered under sections 45-IA of the Reserve Bank of India Act, 1934.

**For, O. P. Bhandari & Co.**  
Chartered Accountants  
Firm Registration Number: 112633W

**O. P. Bhandari**  
Partner  
Membership Number: 34409

Place : Ahmedabad  
Date : 28.05.2019

### **Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of Prime Customer Services Limited of even date)

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

We have audited the internal financial controls over financial reporting of Prime Customer Services Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditor’s Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all

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

**For, O. P. Bhandari & Co.**  
Chartered Accountants  
Firm Registration Number: 112633W

**O. P. Bhandari**  
Partner  
Membership Number: 34409

Place : Ahmedabad  
Date : 28.05.2019

**Balance Sheet as at 31st March, 2019**

(Amount in Rs.)

Sr. No.	Particulars	Note No.	As at 31.03.2019	As at 31.03.2018
<b>A. EQUITY AND LIABILITIES</b>				
<b>1 SHAREHOLDER'S FUND</b>				
	(a) Share capital	1	34,930,000	34,930,000
	(b) Reserve and surplus	2	52,844,789	40,221,149
<b>2 NON-CURRENT LIABILITIES</b>				
	(a) Long-Term Borrowings	3	15,351,467	57,583
	(b) Deferred Tax Liabilities (Net)	4	4,708	184,157
<b>3 CURRENT LIABILITIES</b>				
	(a) Short-Term Borrowings	5	2,634,252	28,151,081
	(b) Trade Payables	6	33,801,817	29,367,791
	(c) Other Current Liabilities	7	7,117,622	1,791,877
	(d) Short-Term Provisions	8	5,173,845	4,376,890
	<b>TOTAL ASSETS</b>		<b>151,858,500</b>	<b>139,080,528</b>
<b>B. ASSETS</b>				
<b>1 NON CURRENT ASSETS</b>				
	(a) Property Plant and Equipments	9	5,459,067	6,826,696
	(b) Capital Work-in-Progress		87,700	-
	(c) Non-Current Investments	10	2,216,480	2,117,480
	(d) Long Term Loans and Advances	11	2,094,800	2,268,320
<b>2 CURRENT ASSETS</b>				
	(a) Inventories	12	18,208,060	25,833,840
	(b) Trade Receivables	13	96,285,017	64,979,187
	(c) Cash and Cash Equivalents	14	5,555,515	4,641,941
	(d) Short-Term Loans and Advances	15	21,951,861	32,413,064
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>151,858,500</b>	<b>139,080,528</b>

See accompanying notes to the financial statements. 1-25

As per our report of even date

For, **O. P. Bhandari & Co.**

Chartered Accountants  
Firm Regn. No.112633W

**O.P. Bhandari**

Partner  
M.No. 34409

Place : Ahmedabad  
Date : 28th May, 2019

For and on behalf of the Board of Directors

**Jinen Ghelani**  
Managing Director & CFO  
DIN : 01872929

**Hiren Ghelani**  
Director  
DIN : 02212587

**Riya Doshi**  
Company Secretary

**Statement of Profit and Loss for the year ended 31st March, 2019**

(Amount in Rs.)

Sr. Particulars No.	Note No.	For the Year ended March 31, 2019	For the Year ended March 31, 2018
I. Revenue from operations	16	431,776,070	361,160,805
II. Other income	17	46,930	80,812
<b>III. Total Income (I + II)</b>		<b><u>431,823,000</u></b>	<b><u>361,241,617</u></b>
<b>Expenses:</b>			
(a) Purchase of stock-in-trade	18	322,537,545	278,515,783
(b) Changes in inventories of stock-in-trade	19	7,625,780	(8,856,366)
(c) Employee benefits expenses	20	52,324,571	53,327,774
(d) Finance costs	21	3,455,840	1,909,451
(e) Depreciation and amortization expenses	9	1,321,436	1,641,388
(f) Other expenses	22	27,265,496	20,738,259
<b>IV. Total Expenses</b>		<b><u>414,530,668</u></b>	<b><u>347,276,289</u></b>
<b>V. Profit Before Tax (III-IV)</b>		17,292,332	13,965,328
<b>VI. Tax Expense:</b>			
(a) Current tax		4,848,141	4,130,640
(b) Deferred tax		(179,449)	(170,284)
<b>VII. Profit for the Year (V-VI)</b>		<b><u>12,623,640</u></b>	<b><u>10,004,972</u></b>
Earnings per equity share:			
(1) Basic (in Rs.)		3.61	2.86
(2) Diluted (in Rs.)		3.61	2.86

See accompanying notes to the financial statements.

1-25

As per our report of even date

**For, O. P. Bhandari & Co.**  
Chartered Accountants  
Firm Regn. No.112633W

**O.P. Bhandari**  
Partner  
M.No. 34409

Place : Ahmedabad  
Date : 28th May, 2019

**For and on behalf of the Board of Directors**

**Jinen Ghelani**  
Managing Director & CFO  
DIN : 01872929

**Hiren Ghelani**  
Director  
DIN : 02212587

**Riya Doshi**  
Company Secretary



**Statement of Cash flows for the year ended 31st March, 2019**
*(Amount in Rs.)*

Sr. Particulars No.	For the Year ended March 31, 2019	For the Year ended March 31, 2018
<b>Cashflow from operating activities</b>		
Net profit before tax from continuing operations	17,292,332	13,965,328
<b>Add/Less : Adjustments</b>		
Loss/(Profit) on sale of fixed asset	275,732	(74,677)
Depreciation and amortization Expense	1,321,436	1,641,388
Finance cost	2,762,227	1,743,819
Interest income	-	-
<b>Operating profit before working capital changes</b>	<b>21,651,727</b>	<b>17,275,858</b>
Movements in working capital :		
Increase/ (decrease) in trade payables	4,434,026	22,675,954
Increase/ (decrease) in other current liabilities	5,325,745	(44,385,350)
Decrease / (increase) in trade receivables	(31,305,830)	(41,216,060)
Decrease / (increase) in inventories	7,625,780	(8,856,366)
Decrease / (increase) in loans & advances	10,634,723	(14,428,119)
Decrease / (increase) in provisions	(30,000)	(41,001)
<b>Cash generated from / (used in) operations</b>	<b>18,336,171</b>	<b>(68,975,084)</b>
Direct taxes paid (net of refunds)	(4,021,186)	(1,708,244)
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>14,314,985</b>	<b>(70,683,328)</b>
<b>Cash flows from investing activities</b>		
Purchase of fixed assets, including CWIP and capital advances	(317,239)	(99,153)
Proceeds from sale of fixed assets	-	121,000
Purchase of investments	(99,000)	-
Interest received	-	-
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>(416,239)</b>	<b>21,847</b>
<b>Cash flows from financing activities</b>		
Repayment of long-term borrowings	-	(98,250)
Proceeds from long-term borrowings	15,293,884	-
Proceeds from short-term borrowings	-	5,884,480
Repayment of short-term borrowings	(25,516,829)	-
Dividend and tax on dividend	-	(840,818)
Financial expenses	(2,762,227)	(1,743,819)
<b>Net cash flow from/ (used in) in financing activities (C)</b>	<b>(12,985,172)</b>	<b>3,201,593</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>913,574</b>	<b>(67,459,888)</b>
Cash and cash equivalents at the beginning of the year	4,641,941	72,101,829
<b>Cash and cash equivalents at the end of the year</b>	<b>5,555,515</b>	<b>4,641,941</b>

**See accompanying notes to the financial statements. 1-25**
**As per our report of even date**
**For, O. P. Bhandari & Co.**

Chartered Accountants  
Firm Regn. No.112633W

**O.P. Bhandari**

Partner  
M.No. 34409

Place : Ahmedabad  
Date : 28th May, 2019

**For and on behalf of the Board of Directors**
**Jinen Ghelani**  
Managing Director & CFO  
DIN : 01872929

**Hiren Ghelani**  
Director  
DIN : 02212587

**Riya Doshi**  
Company Secretary

**Notes Forming part of Financial Statement for the year ended March 31, 2019**

Particulars	As at 31.03.2019		As at 31.03.2018	
	Number	Rs.	Number	Rs.
<b>NOTE : 1 - EQUITY SHARE CAPITAL:</b>				
<b>Authorised</b>				
Equity shares of Rs. 10 each	4,200,000	42,000,000	4,200,000	42,000,000
<b>Total</b>	<b>4,200,000</b>	<b>42,000,000</b>	<b>4,200,000</b>	<b>42,000,000</b>
<b>Issued, subscribed &amp; paid up</b>				
Equity shares of Rs. 10 each	3,493,000	34,930,000	3,493,000	34,930,000
<b>Total</b>	<b>3,493,000</b>	<b>34,930,000</b>	<b>3,493,000</b>	<b>34,930,000</b>

**1.1 Reconciliation of number of shares outstanding at the Beginning & at the End of Reporting Period**

Particulars	As at 31.03.2019		As at 31.03.2018	
	Equity Shares		Equity Shares	
	Number	Rs.	Number	Rs.
Shares at the beginning of the year	3,493,000	34,930,000	3,493,000	34,930,000
Add: movement during the year	-	-	-	-
<b>Shares out standing at the end of the year</b>	<b>3,493,000</b>	<b>34,930,000</b>	<b>3,493,000</b>	<b>34,930,000</b>

**1.2 List of share holders holding more than 5% shares in the Company**

Particulars	As at 31.03.2019		As at 31.03.2018	
	Number of Shares held	% of holding	Number of Shares held	% of holding
<b>Equity Shares :-</b>				
Hiren Ghelani	1,125,000	32.21	1,125,000	32.21
Hardik Ghelani	219,600	6.29	219,600	6.29
Jinen Ghelani	187,800	5.38	187,800	5.38
N.H Time Investment Research Pvt. Ltd.	186,000	5.32	186,000	5.32
Prosperity Securities Pvt. Ltd.	192,000	5.50	192,000	5.50
ANS Private Limited	186,000	5.32	-	-

**1.3 Terms/rights attached to the equity shares**

The Company has one class of shares referred to as equity shares having a par value of ' 10 each. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**1.4 Share capital includes**

The company had at its extra ordinary general meeting held on 17th May, 2016 issued 15,21,500/- equity shares as fully paid as bonus shares in the ratio of 1:1 share to the shareholders who were shareholders in the company as on the shareholders' register closure period as per the records of the company by capitalizing amounts from the credit balance of Securities Premium Account and Carried Forward Balances of Surplus of Profit & Loss Statement.

**Notes Forming part of Financial Statement for the year ended March 31, 2019**

(Amount in Rs.)

Particulars	As At 31.03.2019	As At 31.03.2018
<b><u>NOTE - 2 - RESERVE AND SURPLUS</u></b>		
<b>Securities Premium Reserve</b>		
Balance as at the beginning of the year	21,177,054	21,177,054
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
Balance as at the end of the year	21,177,054	21,177,054
<b>Capital Reserve</b>		
Balance as at the beginning of the year	500,000	500,000
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
Balance as at the end of the year	500,000	500,000
<b>Subsidy Reserve-Ripening Chambers</b>		
Balance as at the beginning of the year	4,788,000	4,788,000
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
Balance as at the end of the year	4,788,000	4,788,000
<b>Profit &amp; Loss Statement Surplus</b>		
Balance as at the beginning of the year	13,756,095	3,751,123
Add: Profit/(Loss) during the year	12,623,640	10,004,972
Balance as at the end of the year	26,379,735	13,756,095
<b>Total</b>	<b>52,844,789</b>	<b>40,221,149</b>

**NOTE - 3 - NON-CURRENT BORROWINGS**

**Secured Loans**

**Vehicle Loan**

ICICI Bank- Ashok Leyland Dost	-	57,583
--------------------------------	---	--------

**Unsecured loans**

From Directors/Shareholders	6,185,278	
Tata Capital Financial Services Limited	169,025	
Magma Fincorp Limited	1,845,243	
IDFC First Bank Limited	3,013,013	
ICICI Bank	1,537,434	
ECL Finance Limited	2,601,474	

**Total**

<b>15,351,467</b>	<b>57,583</b>
-------------------	---------------

Vehicle loan is secured against vehicles.

(Also Refer to Note No. 7 for current maturities of long term debts)

**NOTE - 4 - DEFERRED TAX LIABILITIES (NET)**

Deferred tax liabilities on account of :

Depreciation	4,708	184,157
--------------	-------	---------

**Total**

<b>4,708</b>	<b>184,157</b>
--------------	----------------

**Notes Forming part of Financial Statement for the year ended March 31, 2019**

(Amount in Rs.)

Particulars	As At 31.03.2019	As At 31.03.2018
-------------	---------------------	---------------------

**NOTE - 5 - SHORT TERM BORROWINGS**

Secured loan repayable on demand

- Cash credit from Axis banks	2,634,252	25,651,081
Unsecured Loan from Directors	-	2,500,000
<b>Total</b>	<b>2,634,252</b>	<b>28,151,081</b>

- Secured by Hypothecation of all chargeable stock and books debts of the company as primary security.

**Collateral Security:**

- Secured by Equitable Mortgage of Residential Flat at D/31, Amaltas Apartment, B/H. Fun Republic, Ahmedabad - 380015
- Secured by Equitable Mortgage of Commercial Office No. 102, Sanskar-2 Complex, Nr. Ketav Petrol Pump, Ambawadi Ahmedabad -380015
- Outstanding balances of working capital secured by personal guarantees of the directors of the company.
- Working capital loans repayable on demand.

**NOTE - 6 - TRADE PAYABLES**

**Trade payables**

1. Sundry creditors for goods	28,526,425	24,499,973
2. Sundry creditors for expenses and others	5,275,392	4,867,818
<b>Total</b>	<b>33,801,817</b>	<b>29,367,791</b>

**NOTE - 7 - OTHER CURRENT LIABILITIES**

(a) Current maturities of long term debts	6,004,363	-
(b) Current maturities of finance lease	57,583	128,106
(c) Advance from customers	-	-
(d) Unpaid dividend	600	10,200
(e) Other payables *	1,055,076	1,653,571
<b>Total</b>	<b>7,117,622</b>	<b>1,791,877</b>

\* Other payables include unpaid expenses, statutory liabilities etc.

**NOTE - 8 - SHORT TERM PROVISIONS**

Income tax provisions	4,957,595	4,130,640
Provision for employee benefits	216,250	246,250
<b>Total</b>	<b>5,173,845</b>	<b>4,376,890</b>

**Notes Forming part of Financial Statement for the year ended March 31, 2019**
**NOTE - 2. PROPERTY, PLANT & EQUIPMENTS**

(Amount in Rs.)

Sr. No.	Particulars	Deemed Cost/Gross Carrying Amount			Accumulated Depreciation			Net Carrying amount			
		As at April 1 2018	Additions during the year	Disposal/ Adjustment during the year	As at March 31, 2019	As at April 1, 2018	Depreciation for the year	Disposal /reversal	As at March 31, 2019	As at March 31, 2018	
1	Furniture & Fixtures	892,988	65,000	-	957,988	700,133	45,884	-	746,017	211,971	192,855
2	Electrical Fitting	585,785	-	-	585,785	462,291	29,988	-	492,279	93,506	123,494
3	Plant & Machineries	14,018,862	-	-	14,018,862	9,190,411	848,226	-	10,038,637	3,980,225	4,828,451
4	Cold Storage/ Warehouse	844,997	-	844,997	-	569,265	-	569,265	-	-	275,732
5	Air Condition Machine	177,330	-	-	177,330	113,070	11,370	-	124,440	52,890	64,260
6	Dead Stock	43,320	-	-	43,320	36,068	1,559	-	37,627	5,693	7,252
7	Software	94,155	-	-	94,155	69,183	10,030	-	79,213	14,942	24,972
8	Crates/Pallets/Trolleys	1,920,910	-	-	1,920,910	1,210,900	125,224	-	1,336,124	584,786	710,010
9	Vehicles	1,221,782	-	-	1,221,782	731,587	152,063	-	883,650	338,132	490,195
10	Computer	458,073	65,042	-	523,115	394,180	52,281	-	446,461	76,654	63,893
11	Office Equipments	533,639	99,497	-	633,136	525,736	37,929	-	563,665	69,471	7,903
12	Weighing Scale	120,331	-	-	120,331	82,652	6,882	-	89,534	30,797	37,679
	<b>TOTAL</b>	<b>20,912,172</b>	<b>229,539</b>	<b>844,997</b>	<b>20,296,714</b>	<b>14,085,476</b>	<b>1,321,436</b>	<b>569,265</b>	<b>14,837,647</b>	<b>5,459,067</b>	<b>6,826,696</b>
Sr. No.	Particulars	Deemed Cost/Gross Carrying Amount			Accumulated Depreciation			Net Carrying amount			
		As at April 1 2017	Additions during the year	Disposal/ Adjustment during the year	As at March 31, 2018	As at April 1, 2017	Depreciation for the year	Disposal /reversal	As at March 31, 2018	As at March 31, 2017	
1	Furniture & Fixtures	874,988	18,000	-	892,988	641,229	58,904	-	700,133	192,855	233,759
2	Electrical Fitting	585,785	-	-	585,785	418,939	43,352	-	462,291	123,494	166,846
3	Plant & Machineries	14,006,862	12,000	-	14,018,862	8,163,582	1,026,829	-	9,190,411	4,828,451	5,843,280
4	Cold Storage/ Warehouse	844,997	-	-	844,997	509,179	60,086	-	569,265	275,732	335,818
5	Air Condition Machine	158,830	18,500	-	177,330	99,467	13,603	-	113,070	64,260	59,363
6	Dead Stock	43,320	-	-	43,320	34,082	1,986	-	36,068	7,252	9,238
7	Software	60,450	33,705	-	94,155	45,383	23,800	-	69,183	24,972	15,067
8	Crates/Pallets/Trolleys	1,920,910	-	-	1,920,910	1,058,823	152,077	-	1,210,900	710,010	862,087
9	Vehicles	1,704,824	-	483,042	1,221,782	947,075	221,231	436,719	731,587	490,195	757,749
10	Computer	441,125	16,948	-	458,073	367,060	27,120	-	394,180	63,893	74,065
11	Office Equipments	533,639	-	-	533,639	520,130	5,606	-	525,736	7,903	13,509
12	Weighing Scale	120,331	-	-	120,331	75,858	6,794	-	82,652	37,679	44,473
	<b>TOTAL</b>	<b>21,296,061</b>	<b>99,153</b>	<b>483,042</b>	<b>20,912,172</b>	<b>12,880,806</b>	<b>1,641,388</b>	<b>436,719</b>	<b>14,085,476</b>	<b>6,826,696</b>	<b>8,415,255</b>

**Notes Forming part of Financial Statement for the year ended March 31, 2019**

(Amount in Rs.)

Particulars	As At 31.03.2019	As At 31.03.2018
<b><u>NOTE - 10. NON-CURRENT INVESTMENTS</u></b>		
<b>Investments - quoted at cost</b>	1,604,717	1,604,717
(Details of market value is not available)		
Gold (at cost)	13,763	13,763
<b>Investments in subsidiary in fully paid equity instrument -unquoted-at cost</b>		
49900 Equity Shares of Rs.10/- each in Florens Farming Pvt. Ltd.	499,000	499,000
9900 Equity Shares of Rs.10/- each in Florens Fresh Supplies Pvt. Ltd.	99,000	-
<b>Total</b>	<b>2,216,480</b>	<b>2,117,480</b>
Aggregate amount of unquoted investments	598,000	499,000
<b>Total</b>	<b>598,000</b>	<b>499,000</b>
<b><u>NOTE- 11. LONG TERM LOANS AND ADVANCES</u></b>		
Unsecured , considered good		
Deposits	2,094,800	2,268,320
<b>Total</b>	<b>2,094,800</b>	<b>2,268,320</b>
<b><u>NOTE- 12. INVENTORIES</u></b>		
<b>(at cost or NRV , whichever is lower)</b>		
Stock-in-hand (fruits, vegetables etc.)	18,208,060	25,833,840
<b>Total</b>	<b>18,208,060</b>	<b>25,833,840</b>
<b><u>NOTE- 13. TRADE RECEIVABLES</u></b>		
Unsecured , considered good		
(a) Debtors outstanding for a period exceeding six months	20,369,623	7,790,174
(b) Other debtors	75,915,394	57,189,013
<b>Total</b>	<b>96,285,017</b>	<b>64,979,187</b>
<b><u>NOTE- 14. CASH &amp; CASH EQUIVALENTS</u></b>		
a. Cash on hand	3,128,666	4,180,093
b. Balances with Banks		
- In current accounts	2,426,849	461,848
<b>Total</b>	<b>5,555,515</b>	<b>4,641,941</b>
<b><u>NOTE- 15. SHORT TERM LOANS AND ADVANCES</u></b>		
<b><u>Unsecured and considered goods</u></b>		
- Taxes and duties recoverable	2,217,879	2,636,377
- Trade advances		
Advance to Farmers & Suppliers-For Purchases	18,885,559	27,967,392
Advances for Expenses/Sundry Debit Balances	303,358	165,141
Other Advances	545,065	1,533,400
- Prepaid expenses	-	110,754
<b>Total</b>	<b>21,951,861</b>	<b>32,413,064</b>

**Notes Forming part of Financial Statement for the year ended March 31, 2019**
**(Amount in Rs.)**

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>NOTE- 16. REVENUE FROM OPERATION</b>		
<b>Sale of products</b>		
Domestic Sales	370,245,068	302,134,606
<b>Service Charges Incomes</b>		
Handling charges-fruits & vegetable	26,530,319	24,774,693
C & F charges & manpower supply charges	17,124,380	14,579,890
Packing service charges	16,756,703	17,656,722
Storage & warehousing services	1,119,600	2,002,834
<b>Other operating revenues</b>		
Export incentives	-	12,060
<b>Total</b>	<b>431,776,070</b>	<b>361,160,805</b>
<b>NOTE- 17 OTHER INCOME</b>		
Interest income	-	-
Other Miscellaneous Income	46,930	6,135
Profit on sale of fixed assets	-	74,677
<b>Total</b>	<b>46,930</b>	<b>80,812</b>
<b>NOTE- 18. PURCHASE OF STOCK-IN-TRADE</b>		
Vegetables/fruits & others	322,537,545	278,515,783
<b>Total</b>	<b>322,537,545</b>	<b>278,515,783</b>
<b>NOTE- 19. INCREASE OR DECREASE IN STOCK-IN-TRADE</b>		
Inventories (closing)		
Trading goods	18,208,060	25,833,840
	<b>18,208,060</b>	<b>25,833,840</b>
Inventories (opening)		
Trading goods	25,833,840	16,977,474
	<b>25,833,840</b>	<b>16,977,474</b>
<b>(Increase)/decrease in stock</b>	<b>7,625,780</b>	<b>(8,856,366)</b>
<b>NOTE- 20. EMPLOYEES BENEFITS EXPENSES</b>		
Salary, wages & labour charges	35,676,476	37,600,934
Directors remuneration	1,608,900	1,807,200
Contribution to P F, ESI and other fund	2,515,737	3,321,236
Bonus & exgratia	1,715,277	1,879,456
Employee gratuity expenses	194,165	144,588
Other allowances & expenses	10,157,817	8,280,562
Staff welfare expenses	456,199	293,798
<b>Total</b>	<b>52,324,571</b>	<b>53,327,774</b>
<b>NOTE- 21. FINANCE COST</b>		
Interest expenses	2,762,227	1,743,819
Other borrowing costs	693,613	165,632
<b>Total</b>	<b>3,455,840</b>	<b>1,909,451</b>

**Notes Forming part of Financial Statement for the year ended March 31, 2019**

**(Amount in Rs.)**

<b>Particulars</b>	<b>For the year ended 31.03.2019</b>	<b>For the year ended 31.03.2018</b>
<b>NOTE- 22. OTHER EXPENSES</b>		
<b>Trading &amp; service charges expenses</b>		
Power & fuel	472,259	1,465,445
Ripening expenses	247,228	-
Loading/unloading, freight & transportation expenses	7,445,459	5,771,593
Wastage disposal & dump cleaning charges	265,150	170,520
Crates charges	251,300	661,150
Packing material	6,824,437	2,445,888
	<b>15,505,833</b>	<b>10,514,596</b>
<b>Administrative and other expenses</b>		
Postage, telephone , internet & web charges	205,840	283,757
Repair & maintenacne - P & M	119,771	569,698
Travelling,conveyance & vehical expenses	2,481,785	2,558,091
Office expense	728,060	705,810
Legal & professional charges	1,665,855	744,037
Insurance	259,349	157,408
Security expenses	94,530	228,500
Rent, rates & taxes	1,176,389	2,012,490
Auditor's remuneration	155,000	135,000
Office electricity	82,820	-
Other expense	1,551,040	1,914,270
Sitting fees	27,000	9,000
Donation	-	6,411
Kasar/discount/sundry balances written off	171,484	-
Bad debt	1,546,509	-
	<b>10,265,432</b>	<b>9,324,472</b>
<b>Selling &amp; distribution expenses</b>		
Advertisenment expenses	9,640	186,160
Commission expenses		51,000
Transportation charges-outward		433,175
Business promotion expenses	1,134,859	228,856
Export expenses	74,000	-
Loss on disposal of fixed assets	275,732	
	1,494,231	899,191
<b>Total</b>	<b>27,265,496</b>	<b>20,738,259</b>



**NOTE NO. 23: SIGNIFICANT ACCOUNTING POLICIES**

**a) Accounting Conventions :**

The Financial Statements of the Company are prepared under the historical cost convention on accrual basis of accounting and in accordance with the mandatory accounting standards issued by the Institute of Chartered Accountants of India and referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and generally accepted accounting principles in India except AS-15 "Employee Benefits" relating to provision for leave encashment and bonus which are accounted as per Note No. 23(g) below. The accounting policies not referred to otherwise have been consistently applied by the Company during the year.

**b) Use of Estimates :**

The preparation of financial statements in accordance with the GAAP requires management to make estimates and assumptions that may affect the reported amount of assets and liabilities, classification of assets and liabilities into non-current and current and disclosures relating to contingent liabilities as at the date of financial statements and the reported amounts of income and expenses during the reporting period. Although the financial statements have been prepared based on the management's best knowledge of current events and procedures/ actions, the actual results may differ on the final outcome of the matter/transaction to which the estimates relates.

**c) Property Plant and Equipments :**

Property Plant and Equipments are stated at cost of acquisition/construction (less Accumulated Depreciation, if any). The cost of Property Plant and Equipments comprises of their purchase price, including freight, duties, taxes or levies and directly attributable cost of bringing the assets to their working conditions for their intended use

**d) Intangible Assets :**

The Intangible Assets of Accounting Software has been recognised at their cost of acquisition. On the basis of the availability of this asset for its intended use, relevant contractual agreements and technological changes that may affect the usefulness of these assets, the useful lives of these assets have been assumed to be of five years from the date of their acquisition.

**e) Depreciation :**

The Depreciation on Tangible Fixed Assets is provided on written down value method (WDV) for the period of acquisition/construction i.e. from the period from which such assets were available for their intended use on pro-rata basis on the basis of useful life of each of the fixed assets as per Schedule II of the Companies Act, 2013 and in the manner specified in Schedule II of the Companies Act, 2013.

The intangible assets have been depreciated on pro-rata basis over period of their estimated useful lives on straight line basis i.e. @ 20.00%.

**f) Inventories :**

The company trades in fruits, vegetables and other perishable items which are purchased from the market as well as farmers. At times the trading inventories are stored/located at various locations including with farmers, traders, warehouse, cold storage etc. The fruits, vegetables and other perishable items due their nature, storage facilities and other affecting factors are subject to environmental and other effects and hence the quality and quantity of such items may change from time to time. The valuation of inventories of fruits, vegetables and other perishable items have been carried out by the management of the company keeping view all such factors and after physically verifying the stock located at various locations have valued inventories at cost or market value whichever is lower based on the assessment of physical conditions of various items by the management as to their quality and quantity. The items of packing materials have been valued at cost or market value whichever is lower.

**g) Retirement Benefit :**

The Company's contribution to Provident Fund and ESIC etc. is charged to the Statement of Profit & Loss. The company has not made provision for gratuity in respect of employee as it is charged to Profit and Loss account on cash basis. No provisions for leave encashment, bonus and other terminal employee benefits as may be applicable to the company have been made and are/ will be accounted for as and when paid.

**h) Provisions, Contingent Liabilities and Contingent Assets :**

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of the Company's resources embodying economic benefits and a reliable estimate can be made of the amount of the obligation. A disclosure of contingent liabilities is made when there is a possible obligation that may, but probably will not, require an outflow of resources. As a measure of prudence, the contingent assets are not recognised.

**i) Revenue Recognition :**

All income and expenses are accounted on accrual basis. The Company recognised sale of Goods when it had transferred the property in Goods to the buyer for a price or all significant risks and rewards of ownership had been transferred to the buyer and no significant uncertainty existed as to the amount of consideration that would be derived from such sale. The recognition event is usually the dispatch of goods to the buyer such that the Company retains no effective control over the goods dispatched. Income from service charges of manpower supply services, handling charges, packing services, storage and warehousing and other services are accounted on completion of services for the respective client as evidenced by the issue of invoices for the respective service

to that client and are accounted as per the date on invoice. Income from investments, where appropriate, is taken into revenue in full on declaration or accrual and tax deducted at source thereon is treated as advance tax.

**j) Investments :**

All investments are classified as long term investments as they are intended to be held for more than one year from the date when they were acquired. All investments are, initially recognised at cost The investments are carried at cost of acquisition.

**k) Borrowing Costs :**

The borrowing costs are debited to the Statement of Profit and Loss of the current year as they are incurred.

**l) Taxes on Income :**

Tax expense comprises of current tax and deferred tax. Provision for current tax is made on the estimated taxable income and at the rate applicable to the relevant assessment year under the Income tax Act, 1961. Deferred income taxes are recognized for future consequences attributable to timing differences between financial determination of income and determination as of income as per applicable tax laws.

**m) The computation of earning per share as per AS-20 "Earning Per Share" is as under:**

Particulars	31.03.2019 (Rs.)	31.03.2018 (Rs.)
Net Profit After Tax for the period (A)	1,26,23,640	1,00,04,972
Weighted Average Number of Shares (B)	34,93,000	34,93,000
Face Value per Equity Shares	Rs. 10	Rs. 10
Basic and Diluted Earnings per Share (C) = (A/B)	3.61	2.86

**n) Related Party Disclosures :**

As per AS-18 "Related Party Disclosures" issued by the ICAI, the disclosure of transactions with relate parties as defined in the accounting standard has been given as under:

**A. List of Related Parties**

Key Management Personnel	Relatives of Key Management Personnel
Jinen Ghelani	Chadrakant Ghelani
Hiren Ghelani	Hardik Ghelani
Neha Ghelani	Ameesha Karia
Sameer Rajguru	

**B. Transaction with Related Parties (Other than Relating to Share Call Money Received/Share Capital/Share Premium Amount Received and Credited to Share Call Money/Share Capital/Share Premium Accounts)**

Nature of Transaction	Name of the Party	For the period ended 31.03.2019 (Rs.)	For the period ended 31.03.2018 (Rs.)
Managerial Remuneration	Jinen Ghelani	3,60,000	3,60,000
	Neha Ghelani	3,60,000	3,60,000
	Hiren Ghelani	8,90,400	8,90,400
	Sameer Rajguru	-	1,92,800
Payment Towards Expenses	Ameesha Karia -Salary	3,52,000	-
	Hiren Ghelani-Rent	1,78,980	1,78,980
Loan from Director (Net)	Hiren Ghelani	21,84,960	25,00,000
	Jinen Ghelani	15,00,318	-
Outstanding Balances	Jinen Ghelani	15,29,618 (Cr.)	28,800 (Cr.)
	Neha Ghelani	29,300 (Cr.)	28,800 (Cr.)
	Hiren Ghelani	47,58,460(Cr.)	25,04,960(Cr.)
	Sameer Rajguru	-	-
	Ameesha Karia	34,500(Cr.)	-

**o) Foreign Currency Transactions :**

The transactions in foreign currency have been recorded using the rate of exchange prevailing on the date of transactions.

**q) Impairment of Assets :**

The management of the company has as at 31st March, 2019 has assessed the recoverable value of its fixed assets and is of the view that the plant along with other fixed assets were available for production and business purposes and the entire fixed assets have recoverable value on overall basis which is greater than their carrying amount as at the balance sheet date and hence no provision for impairment of assets was required to be made for the year ended 31st March, 2019.

**NOTE NO. 24:**

All the monies amounting to Rs.2.70 lacs received pursuant to the SME-IPO of the company which was listed on BSE-SME Platform on 31.03.2017, has been utilized for the purposes it was raised for and had been duly reported in the last audited financial statement and to BSE.

**NOTE NO. 25: ADDITIONAL INFORMATION**

1. As informed by the management, the company has initiated the process of obtaining confirmations from suppliers as to their status as Micro, Small or Medium Enterprise registered under the applicable category as per the provisions of the Micro, Small and Medium Enterprises (Development) Act, 2006 (MSMED Act, 2006). In absence of the relevant information as to the status of the suppliers, the balance due to Micro, Small and Medium Enterprises and interest due to them if any as per the provision of the Micro, Small and Medium Enterprises (Development) Act, 2006 (MSMED Act, 2006) could not be disclosed or provided.
2. In the opinion of the Board of Directors, Current assets, loans and advances have a value on realisation in the ordinary course of business equal to the amount at which they are stated in the balance sheet.
3. The classification of all items of asset and liabilities into non-current and current has been made by the management of the company based on conditions, terms of transactions and other relevant factors at the relevant time as envisaged by the management. In view of the management of the company all assets that are ordinarily realizable in the ordinary course of business have been classified as current assets though there may not have been any realization from such items during the year and may have been outstanding since long. Likewise, all liabilities that are to be settled within one year or in the normal course of business are classified as current liabilities though they may not have been settled during the year since last year.
4. The balances of debtors, creditors, advances to farmers, loans and advances and other assets and liabilities are subject to confirmation and subsequent reconciliations.
5. The books of account have been audited on the basis of such records and documentary evidences as were available with the management and produced before the auditors. Where such documentary evidences have not been made available to the auditors, the auditors have relied upon the entries as authenticated by the management of the company and information and explanations provided to the auditors by the management.
6. Foreign Currency Transactions :  
VALUE OF IMPORTS ON C.I.F. BASIS: NIL (Previous Year: NIL)  
EXPENDITURE IN FOREIGN CURRENCY: NIL (Previous Year: NIL)  
VALUE OF EXPORTS ON F.O.B. BASIS: NIL (Previous Year: ` 17,40,657)
7. The company trades in various items of fruits and vegetables and other perishables purchased from the market in bulk and make the sales as per the requirement of the customers. In the opinion of the management of the company due to the perishable nature of items and number of items involved it is not feasible for the company to maintain quantitative records of goods traded by the company during the year.
8. Paise are rounded up to the nearest of rupee. The previous year groupings have been regrouped and rearranged by the company.

**As per our report of even date**

**For, O. P. Bhandari & Co.**  
Chartered Accountants  
Firm Regn. No.112633W

**O.P. Bhandari**  
Partner  
M.No. 34409

Place : Ahmedabad  
Date : 28th May, 2019

**For and on behalf of the Board of Directors**

**Jinen Ghelani**  
Managing Director & CFO  
DIN : 01872929

**Hiren Ghelani**  
Director  
DIN : 02212587

**Riya Doshi**  
Company Secretary

**INDEPENDENT AUDITOR'S REPORT**

To The Members of Prime Customer Services Limited

Report on the Audit of the Consolidated Financial Statements

**Opinion**

We have audited the accompanying Consolidated Financial Statements of Prime Customer Services Limited (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2019, the consolidated Statement of Profit and Loss and the consolidated Statement of Cash Flows for the year ended on that date, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006 as amended, ("AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, the consolidated Profit and its consolidated cash flows for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

**Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. We have been provided the aforesaid reports and based on the work we have performed, we did not observe any material misstatement of this other information and accordingly, we have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern

basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

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

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

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

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

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

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

### **Other Matters**

Financial statements of two subsidiary whose financial statements (before consolidation adjustments) reflect total assets of ₹ 57.33 lakhs as at March 31, 2019, total revenues of ₹ 96.99 lakhs and net cash flows amounting to ₹ 14 lakhs for the year ended on March 31, 2019, have been audited by us.

### **Report on Other Legal and Regulatory Requirements**

3. As required by Section 143(3) of the Act, we report that:
  - i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - j. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- k. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
- l. In our opinion, the aforesaid consolidated financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended;
- m. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors of Group Companies is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
- n. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting;
- o. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 of the act, as amended in our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- p. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- iv. The Group has no pending litigations which has any impact on the consolidated financial position in its consolidated financial statements.
- v. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- vi. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group;

**For, O. P. Bhandari & Co.**  
**Chartered Accountants**  
**Firm Registration Number: 112633W**

**Place : Ahmedabad**  
**Date : 28.05.2019**

**O. P. Bhandari**  
**Partner**  
**Membership Number: 34409**

### **Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of Prime Customer Services Limited of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of Prime Customer Services Limited (hereinafter referred to as “the Holding Company”) as of March 31, 2019

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditor’s Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Limitations of Internal Financial Controls Over Financial Reporting**

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

#### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial

controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, O. P. Bhandari & Co.**  
**Chartered Accountants**  
**Firm Registration Number: 112633W**

**Place : Ahmedabad**  
**Date : 28.05.2019**

**O. P. Bhandari**  
**Partner**  
**Membership Number: 34409**



**PRIME CUSTOMER SERVICES LIMITED**  
**Consolidated Balance Sheet as at 31st March, 2019**

(Amount in Rs.)

Sr. No.	Particulars	Note No.	As at 31.03.2019	As at 31.03.2018
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>SHAREHOLDER'S FUND</b>			
	(a) Share capital	1	34,930,000	34,930,000
	(b) Reserve and surplus	2	52,804,358	40,096,079
	(c) Minority Interest		3,150	750
<b>2</b>	<b>NON-CURRENT LIABILITIES</b>			
	(a) Long-Term Borrowings	3	15,351,467	57,583
	(b) Deferred Tax Liabilities (Net)	4	4,708	184,157
<b>3</b>	<b>CURRENT LIABILITIES</b>			
	(a) Short-Term Borrowings	5	2,634,252	28,151,081
	(b) Trade Payables	6	38,358,487	29,367,791
	(c) Other Current Liabilities	7	7,679,438	1,838,647
	(d) Short-Term Provisions	8	5,227,782	4,376,890
	<b>TOTAL ASSETS</b>		<b>156,993,642</b>	<b>139,002,978</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>NON CURRENT ASSETS</b>			
	(a) Property Plant and Equipments	9	5,459,067	6,826,696
	(b) Capital Work-in-Progress		87,700	-
	(c) Non-Current Investments	10	1,618,480	1,618,480
	(d) Long Term Loans and Advances	11	2,094,800	2,268,320
<b>2</b>	<b>CURRENT ASSETS</b>			
	(a) Inventories	12	19,326,368	25,833,840
	(b) Trade Receivables	13	99,078,017	64,979,187
	(c) Cash and Cash Equivalents	14	7,377,349	5,063,391
	(d) Short-Term Loans and Advances	15	21,951,861	32,413,064
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>156,993,642</b>	<b>139,002,978</b>

See accompanying notes to the financial statements. 1-25

As per our report of even date

For, **O. P. Bhandari & Co.**

Chartered Accountants  
Firm Regn. No.112633W

**O.P. Bhandari**

Partner  
M.No. 34409

Place : Ahmedabad  
Date : 28th May, 2019

For and on behalf of the Board of Directors

**Jinen Ghelani**

Managing Director & CFO  
DIN : 01872929

**Hiren Ghelani**

Director  
DIN : 02212587

**Riya Doshi**

Company Secretary

**Consolidated Statement of Profit and Loss for the year ended 31st March, 2019**

(Amount in Rs.)

Sr. Particulars No.	Note No.	For the Year ended March 31, 2019	For the Year ended March 31, 2018
I. Revenue from operations	16	441,465,192	361,160,805
II. Other income	17	56,706	84,812
<b>III. Total Income (I + II)</b>		<b>441,521,898</b>	<b>361,245,617</b>
<b>Expenses:</b>			
(a) Purchase of stock-in-trade	18	332,578,266	278,515,783
(b) Changes in inventories of stock-in-trade	19	6,507,472	(8,856,366)
(c) Employee benefits expenses	20	52,533,671	53,327,774
(d) Finance costs	21	3,455,840	1,909,451
(e) Depreciation and amortization expenses	9	1,321,436	1,641,388
(f) Other expenses	22	27,692,905	20,851,959
<b>IV. Total Expenses</b>		<b>424,089,590</b>	<b>347,389,989</b>
<b>V. Profit Before Tax (III-IV)</b>		17,432,308	13,855,628
<b>VI. Tax Expense:</b>			
(a) Current tax		4,902,078	4,130,640
(b) Deferred tax		(179,449)	(170,284)
<b>VII. Profit for the Year (V-VI)</b>		<b>12,709,679</b>	<b>9,895,272</b>
<b>VIII. Profit for the Year</b>		1,400	(219)
<b>Profit for the Year after Minority Interest</b>		<b>12,708,279</b>	<b>9,895,491</b>
Earnings per equity share:			
(1) Basic (in Rs.)		3.64	2.83
(2) Diluted (in Rs.)		3.64	2.83

See accompanying notes to the financial statements.

1-25

As per our report of even date

**For, O. P. Bhandari & Co.**  
Chartered Accountants  
Firm Regn. No.112633W

**O.P. Bhandari**  
Partner  
M.No. 34409

Place : Ahmedabad  
Date : 28th May, 2019

**For and on behalf of the Board of Directors**

**Jinen Ghelani**  
Managing Director & CFO  
DIN : 01872929

**Hiren Ghelani**  
Director  
DIN : 02212587

**Riya Doshi**  
Company Secretary

**Consolidated Statement of Cash flows for the year ended 31st March, 2019**

(Amount in Rs.)

Sr. Particulars No.	For the Year ended March 31, 2019	For the Year ended March 31, 2018
<b>Cashflow from operating activities</b>		
Net profit before tax from continuing operations	17,432,308	13,855,628
<b>Add/Less : Adjustments</b>		
Loss/(Profit) on sale of fixed asset	275,732	(74,677)
Depreciation and amortization Expense	1,321,436	1,641,388
Finance cost	2,762,227	1,743,819
Interest income	-	-
<b>Operating profit before working capital changes</b>	<b>21,791,703</b>	<b>17,166,158</b>
Movements in working capital :		
Increase/ (decrease) in trade payables	8,990,696	22,675,954
Increase/ (decrease) in other current liabilities	5,840,791	(44,347,300)
Decrease / (increase) in trade receivables	(34,098,830)	(41,216,060)
Decrease / (increase) in inventories	6,507,472	(8,856,366)
Decrease / (increase) in loans & advances	10,634,723	(14,428,119)
Decrease / (increase) in provisions	(30,000)	(41,001)
<b>Cash generated from / (used in) operations</b>	<b>19,636,555</b>	<b>(69,046,734)</b>
Direct taxes paid (net of refunds)	(4,020,186)	(1,708,244)
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>15,616,369</b>	<b>(70,754,978)</b>
<b>Cash flows from investing activities</b>		
Purchase of fixed assets, including CWIP and capital advances	(317,239)	(99,153)
Proceeds from sale of fixed assets	-	121,000
Purchase of investments	-	-
Interest received	-	-
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>(317,239)</b>	<b>21,847</b>
<b>Cash flows from financing activities</b>		
Repayment of long-term borrowings	-	(98,250)
Proceeds from long-term borrowings	15,293,884	-
Proceeds from short-term borrowings	-	5,884,480
Repayment of short-term borrowings	(25,516,829)	-
Dividend and tax on dividend	-	(840,818)
Financial expenses	(2,762,227)	(1,743,819)
<b>Net cash flow from/ (used in) in financing activities (C)</b>	<b>(12,985,172)</b>	<b>3,201,593</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>2,313,958</b>	<b>(67,531,538)</b>
Cash and cash equivalents at the beginning of the year	5,063,391	72,594,929
<b>Cash and cash equivalents at the end of the year</b>	<b>7,377,349</b>	<b>5,063,391</b>

See accompanying notes to the financial statements. 1-25

As per our report of even date

For, **O. P. Bhandari & Co.**

Chartered Accountants  
Firm Regn. No.112633W

**O.P. Bhandari**

Partner  
M.No. 34409

Place : Ahmedabad  
Date : 28th May, 2019

For and on behalf of the Board of Directors

**Jinen Ghelani**  
Managing Director & CFO  
DIN : 01872929

**Hiren Ghelani**  
Director  
DIN : 02212587

**Riya Doshi**  
Company Secretary

**Notes to the Consolidated Financial Statements for the year ended 31st March, 2019**

**1. Equity share capital**

<u>Particulars</u>	<b>As at 31.03.2019</b>		<b>As at 31.03.2018</b>	
	<b>Number</b>	<b>Rs.</b>	<b>Number</b>	<b>Rs.</b>
<b>Authorised</b>				
Equity shares of Rs. 10 each	4,200,000	42,000,000	4,200,000	42,000,000
<b>Total</b>	4,200,000	42,000,000	4,200,000	42,000,000
<b>Issued, subscribed &amp; paid up</b>				
Equity shares of ₹ 10 each	3,493,000	34,930,000	3,493,000	34,930,000
<b>Total</b>	<b>3,493,000</b>	<b>34,930,000</b>	<b>3,493,000</b>	<b>34,930,000</b>

**1.1 Reconciliation of number of shares outstanding at the Beginning & at the End of Reporting Period**

<u>Particulars</u>	<b>As at 31.03.2019</b>		<b>As at 31.03.2018</b>	
	<b>Equity Shares</b>		<b>Equity Shares</b>	
	<b>Number</b>	<b>Rs.</b>	<b>Number</b>	<b>Rs.</b>
Shares at the beginning of the year	3,493,000	34,930,000	3,493,000	34,930,000
Add: movement during the year	-	-	-	-
Shares out standing at the end of the year	3,493,000	34,930,000	3,493,000	34,930,000

**1.2 List of share holders holding more than 5% shares in the Company**

<u>Name of shareholder</u>	<b>As at 31.03.2019</b>		<b>As at 31.03.2018</b>	
	<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
<b>Equity Shares :-</b>				
Hiren Ghelani	1,125,000	32.21	1,125,000	32.21
Hardik Ghelani	219,600	6.29	219,600	6.29
Jinen Ghelani	187,800	5.38	187,800	5.38
N.H Time Investment Research Pvt. Ltd.	186,000	5.32	186,000	5.32
Prosperity Securities Pvt. Ltd.	192,000	5.50	192,000	5.50
ANS Private Limited	186,000	5.32	-	-

**1.3 Terms/rights attached to the equity shares**

The Company has one class of shares referred to as equity shares having a par value of ₹ 10 each. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**1.4 Share capital includes**

the company had at its extra ordinary general meeting held on 17th May, 2016 issued 15,21,500/- equity shares as fully paid as bonus shares in the ratio of 1:1 share to the shareholders who were shareholders in the company as on the shareholders' register closure period as per the records of the company by capitalizing amounts from the credit balance of Securities Premium Account and Carried Forward Balances of Surplus of Profit & Loss Statement.

**Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2019**
**(Amount in Rs.)**

Particulars	As At 31.03.2019	As At 31.03.2018
<b>NOTE - 2 - RESERVE AND SURPLUS</b>		
<b>Securities Premium Reserve</b>		
Balance as at the beginning of the year	21,177,054	21,177,054
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
Balance as at the end of the year	21,177,054	21,177,054
<b>Capital Reserve</b>		
Balance as at the beginning of the year	500,000	500,000
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
Balance as at the end of the year	500,000	500,000
<b>Subsidy Reserve-Ripening Chambers</b>		
Balance as at the beginning of the year	4,788,000	4,788,000
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
Balance as at the end of the year	4,788,000	4,788,000
<b>Profit &amp; Loss Statement Surplus</b>		
Balance as at the beginning of the year	13,631,025	3,735,534
Add: Profit/(Loss) during the year	12,708,279	9,895,491
Balance as at the end of the year	26,339,304	13,631,025
<b>Total</b>	<b>52,804,358</b>	<b>40,096,079</b>

**NOTE - 3 - NON-CURRENT BORROWINGS**
**Secured Loans**
**Vehicle Loan**

ICICI Bank- Ashok Leyland Dost	-	57,583
--------------------------------	---	--------

**Unsecured loans**

From Directors/Shareholders	6,185,278	
Tata Capital Financial Services Limited	169,025	
Magma Fincorp Limited	1,845,243	
IDFC First Bank Limited	3,013,013	
ICICI Bank	1,537,434	
ECL Finance Limited	2,601,474	
<b>Total</b>	<b>15,351,467</b>	<b>57,583</b>

Vehicle loan is secured against vehicles.

(Also Refer to Note No. 7 for current maturities of long term debts)

**NOTE - 4 - DEFERRED TAX LIABILITIES (NET)**

Deferred tax liabilities on account of :

Depreciation	4,708	184,157
<b>Total</b>	<b>4,708</b>	<b>184,157</b>

**Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2019**

(Amount in Rs.)

Particulars	As At 31.03.2019	As At 31.03.2018
-------------	---------------------	---------------------

**NOTE - 5 - SHORT TERM BORROWINGS**

Secured loan repayable on demand

- Cash credit from Axis banks	2,634,252	25,651,081
Unsecured Loan from Directors	-	2,500,000
<b>Total</b>	<b>2,634,252</b>	<b>28,151,081</b>

- Secured by Hypothecation of all chargeable stock and books debts of the company as primary security.

**Collateral Security:**

- Secured by Equitable Mortgage of Residential Flat at D/31, Amaltas Apartment, B/H. Fun Republic, Ahmedabad - 380015
- Secured by Equitable Mortgage of Commercial Office No. 102, Sanskar-2 Complex, Nr. Ketav Petrol Pump, Ambawadi Ahmedabad -380015
- Outstanding balances of working capital secured by personal guarantees of the directors of the company.
- Working capital loans repayable on demand.

**NOTE - 6 - TRADE PAYABLES**

**Trade payables**

1. Sundry creditors for goods	33,083,095	24,499,973
2. Sundry creditors for expenses and others	5,275,392	4,867,818
<b>Total</b>	<b>38,358,487</b>	<b>29,367,791</b>

**NOTE - 7 - OTHER CURRENT LIABILITIES**

(a) Current maturities of long term debts	6,004,363	-
(b) Current maturities of finance lease	57,583	128,106
(c) Advance from customers	-	-
(d) Unpaid dividend	600	10,200
(e) Other payables *	1,616,892	1,700,341
<b>Total</b>	<b>7,679,438</b>	<b>1,838,647</b>

\* Other payables include unpaid expenses, statutory liabilities etc.

**NOTE - 8 - SHORT TERM PROVISIONS**

Income tax provisions	5,011,532	4,130,640
Provision for employee benefits	216,250	246,250
<b>Total</b>	<b>5,227,782</b>	<b>4,376,890</b>

**Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2019**  
**NOTE - 2. PROPERTY, PLANT & EQUIPMENTS**

Sr. Particulars No.	Deemed Cost/Gross Carrying Amount				Accumulated Depreciation			Net Carrying amount	
	As at April 1 2018	Additions during the year	Disposal/ Adjustment during the year	As at March 31, 2019	As at April 1, 2018	Depreciation for the year	Disposal /reversal	As at March 31, 2019	As at March 31, 2018
1	892,988	65,000	-	957,988	700,133	45,884	-	746,017	192,855
2	585,785	-	-	585,785	462,291	29,988	-	492,279	123,494
3	14,018,862	-	-	14,018,862	9,190,411	848,226	-	10,038,637	4,828,451
4	844,997	-	844,997	-	569,265	-	569,265	-	275,732
5	177,330	-	-	177,330	113,070	11,370	-	124,440	64,260
6	43,320	-	-	43,320	36,068	1,559	-	37,627	7,252
7	94,155	-	-	94,155	69,183	10,030	-	79,213	24,972
8	1,920,910	-	-	1,920,910	1,210,900	125,224	-	1,336,124	710,010
9	1,221,782	-	-	1,221,782	731,587	152,063	-	883,650	490,195
10	458,073	65,042	-	523,115	394,180	52,281	-	446,461	63,893
11	533,639	99,497	-	633,136	525,736	37,929	-	563,665	7,903
12	120,331	-	-	120,331	82,652	6,882	-	89,534	37,679
<b>TOTAL</b>	<b>20,912,172</b>	<b>229,539</b>	<b>844,997</b>	<b>20,296,714</b>	<b>14,085,476</b>	<b>1,321,436</b>	<b>569,265</b>	<b>14,837,647</b>	<b>6,826,696</b>

Sr. Particulars No.	Deemed Cost/Gross Carrying Amount				Accumulated Depreciation			Net Carrying amount	
	As at April 1 2017	Additions during the year	Disposal/ Adjustment during the year	As at March 31, 2018	As at April 1, 2017	Depreciation for the year	Disposal /reversal	As at March 31, 2018	As at March 31, 2017
1	874,988	18,000	-	892,988	641,229	58,904	-	700,133	233,759
2	585,785	-	-	585,785	418,939	43,352	-	462,291	166,846
3	14,006,862	12,000	-	14,018,862	8,163,582	1,026,829	-	9,190,411	5,843,280
4	844,997	-	-	844,997	509,179	60,086	-	569,265	335,818
5	158,830	18,500	-	177,330	99,467	13,603	-	113,070	59,363
6	43,320	-	-	43,320	34,082	1,986	-	36,068	9,238
7	60,450	33,705	-	94,155	45,383	23,800	-	69,183	15,067
8	1,920,910	-	-	1,920,910	1,058,823	152,077	-	1,210,900	862,087
9	1,704,824	-	483,042	1,221,782	947,075	221,231	436,719	731,587	757,749
10	441,125	16,948	-	458,073	367,060	27,120	-	394,180	74,065
11	533,639	-	-	533,639	520,130	5,606	-	525,736	13,509
12	120,331	-	-	120,331	75,858	6,794	-	82,652	44,473
<b>TOTAL</b>	<b>21,296,061</b>	<b>99,153</b>	<b>483,042</b>	<b>20,912,172</b>	<b>12,880,806</b>	<b>1,641,388</b>	<b>436,719</b>	<b>14,085,476</b>	<b>8,415,255</b>

**Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2019**

(Amount in Rs.)

Particulars	As At 31.03.2019	As At 31.03.2018
<b><u>NOTE - 10. NON-CURRENT INVESTMENTS</u></b>		
<b>Investments - quoted at cost</b> (Details of market value is not available)	1,604,717	1,604,717
Gold (at cost)	13,763	13,763
<b>Total</b>	<b>1,618,480</b>	<b>1,618,480</b>
<b><u>NOTE- 11. LONG TERM LOANS AND ADVANCES</u></b>		
Unsecured , considered good Deposits	2,094,800	2,268,320
<b>Total</b>	<b>2,094,800</b>	<b>2,268,320</b>
<b><u>NOTE- 12. INVENTORIES</u></b>		
<b>(at cost or NRV , whichever is lower)</b>		
Stock-in-hand (fruits, vegetables etc.)	19,326,368	25,833,840
<b>Total</b>	<b>19,326,368</b>	<b>25,833,840</b>
<b><u>NOTE- 13. TRADE RECEIVABLES</u></b>		
Unsecured , considered good		
(a) Debtors outstanding for a period exceeding six months	2,03,69,623	77,90,174
(b) Other debtors	7,87,08,394	5,71,89,013
<b>Total</b>	<b>9,90,78,017</b>	<b>6,49,79,187</b>
<b><u>NOTE- 14. CASH &amp; CASH EQUIVALENTS</u></b>		
a. Cash on hand	3,128,666	4,180,093
b. Balances with Banks		
- In current accounts	4,248,683	883,298
<b>Total</b>	<b>7,377,349</b>	<b>5,063,391</b>
<b><u>NOTE- 15. SHORT TERM LOANS AND ADVANCES</u></b>		
<b><u>Unsecured and considered goods</u></b>		
- Taxes and duties recoverable	2,217,879	2,636,377
- Trade advances		
Advance to Farmers & Suppliers-For Purchases	18,885,559	27,967,392
Advances for Expenses/Sundry Debit Balances	303,358	165,141
Other Advances	545,065	1,533,400
- Prepaid expenses	-	110,754
<b>Total</b>	<b>21,951,861</b>	<b>32,413,064</b>



Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2019

(Amount in Rs.)

Particulars	For the year ended 31.03.2019	For the year ended 31.03.2018
<b>NOTE- 16. REVENUE FROM OPERATION</b>		
<b>Sale of products</b>		
Domestic Sales	379,934,190	302,134,606
<b>Service Charges Incomes</b>		
Handling charges-fruits & vegetable	26,530,319	24,774,693
C & F charges & manpower supply charges	17,124,380	14,579,890
Packing service charges	16,756,703	17,656,722
Storage & warehousing services	1,119,600	2,002,834
<b>Other operating revenues</b>		
Export incentives	-	12,060
<b>Total</b>	<b>441,465,192</b>	<b>361,160,805</b>
<b>NOTE - 17. OTHER INCOME</b>		
Interest income	9,776	4,000
Other Miscellaneous Income	46,930	6,135
Profit on sale of fixed assets	-	74,677
<b>Total</b>	<b>56,706</b>	<b>84,812</b>
<b>NOTE - 18. PURCHASE OF STOCK-IN-TRADE</b>		
Vegetables/fruits & others	33,25,78,266	27,85,15,783
<b>Total</b>	<b>33,25,78,266</b>	<b>27,85,15,783</b>
<b>NOTE - 19. INCREASE OR DECREASE IN STOCK-IN-TRADE</b>		
<b>Inventories (closing)</b>		
Trading goods	1,93,26,368	2,58,33,840
	<b>1,93,26,368</b>	<b>2,58,33,840</b>
<b>Inventories (opening)</b>		
Trading goods	2,58,33,840	1,69,77,474
	<b>2,58,33,840</b>	<b>1,69,77,474</b>
<b>(Increase)/decrease in stock</b>	<b>65,07,472</b>	<b>(88,56,366)</b>
<b>NOTE - 20. EMPLOYEES BENEFITS EXPENSES</b>		
Salary, wages & labour charges	3,57,60,126	3,76,00,934
Directors remuneration	17,28,900	18,07,200
Contribution to P F, ESI and other fund	25,15,737	33,21,236
Bonus & exgratia	17,15,277	18,79,456
Employee gratuity expenses	1,94,165	1,44,588
Other allowances & expenses	1,01,57,817	82,80,562
Staff welfare expenses	4,61,649	2,93,798
<b>Total</b>	<b>5,25,33,671</b>	<b>5,33,27,774</b>
<b>NOTE - 21. FINANCE COST</b>		
Interest expenses	27,62,227	17,43,819
Other borrowing costs	6,93,613	1,65,632
<b>Total</b>	<b>34,55,840</b>	<b>19,09,451</b>

**Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2019**

**(Amount in Rs.)**

<b>Particulars</b>	<b>For the year ended 31.03.2019</b>	<b>For the year ended 31.03.2018</b>
<b>NOTE - 22. OTHER EXPENSES</b>		
<b>Trading &amp; service charges expenses</b>		
Power & fuel	4,72,259	14,65,445
Ripening expenses	2,47,228	-
Loading/unloading, freight & transportation expenses	75,56,259	57,71,593
Wastage disposal & dump cleaning charges	2,65,150	1,70,520
Crates charges	2,51,300	6,61,150
Packing material	68,24,437	24,45,888
	<b>1,56,16,633</b>	<b>1,05,14,596</b>
<b>Administrative and other expenses</b>		
Postage, telephone , internet & web charges	2,22,840	2,83,757
Repair & maintenacne - P & M	1,19,771	5,69,698
Travelling,conveyance & vehical expenses	25,35,431	25,58,091
Office expense	7,28,060	7,05,810
Legal & professional charges	17,47,655	7,49,937
Insurance	2,59,349	1,57,408
Security expenses	94,530	2,28,500
Rent, rates & taxes	12,12,389	20,12,490
Auditor's remuneration	1,84,500	1,46,800
Office electricity	82,820	-
Other expense	16,34,703	20,10,270
Sitting fees	27,000	9,000
Donation	-	6,411
Kasar/discount/sundry balances written off	1,71,484	-
Bad debt	15,46,509	-
	<b>1,05,67,041</b>	<b>94,38,172</b>
<b>Selling &amp; distribution expenses</b>		
Advertisenment expenses	9,640	1,86,160
Commission expenses	15,000	51,000
Transportation charges-outward		4,33,175
Business promotion expenses	11,34,859	2,28,856
Export expenses	74,000	-
Loss on disposal of fixed assets	2,75,732	-
	<b>15,09,231</b>	<b>8,99,191</b>
<b>Total</b>	<b>2,76,92,905</b>	<b>2,08,51,959</b>

**NOTE NO. 23: SIGNIFICANT ACCOUNTING POLICIES**

**a) Accounting Conventions :**

The Financial Statements of the Company are prepared under the historical cost convention on accrual basis of accounting and in accordance with the mandatory accounting standards issued by the Institute of Chartered Accountants of India and referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and generally accepted accounting principles in India except AS-15 "Employee Benefits" relating to provision for leave encashment and bonus which are accounted as per Note No. 23(h) below. The accounting policies not referred to otherwise have been consistently applied by the Company during the year.

**b) Basis of Consolidation :**

The Consolidated Financial Statement (CFS) relates to Prime Customer Services Limited and its wholly owned subsidiary Florens Farming Private Limited and Florens Fresh Supply Solutions Private Limited. The CFS have been prepaid on following basis :

- i. The financial statement of parent company and its subsidiary company have been consolidated on a line by line basis by adding together the book values of the items like assets, liabilities, income and expenses.
- ii. CFS are prepaid after fully eliminating intra group balances, inter group transactions and unrealized profits from the intra group transactions.
- iii. The consolidated financial statements are prepared to the extent possible using uniform accounting policies for like transactions and other events in similar circumstances and are presented to extent possible, in the same manner as the Company's separate financial statements.

**c) Use of Estimates :**

The preparation of financial statements in accordance with the GAAP requires management to make estimates and assumptions that may affect the reported amount of assets and liabilities, classification of assets and liabilities into non-current and current and disclosures relating to contingent liabilities as at the date of financial statements and the reported amounts of income and expenses during the reporting period. Although the financial statements have been prepared based on the management's best knowledge of current events and procedures/actions, the actual results may differ on the final outcome of the matter/transaction to which the estimates relates.

**d) Property Plant and Equipments :**

Property Plant and Equipments are stated at cost of acquisition/construction (less Accumulated Depreciation, if any). The cost of Property Plant and Equipments comprises of their purchase price, including freight, duties, taxes or levies and directly attributable cost of bringing the assets to their working conditions for their intended use

**e) Intangible Assets :**

The Intangible Assets of Accounting Software has been recognised at their cost of acquisition. On the basis of the availability of this asset for its intended use, relevant contractual agreements and technological changes that may affect the usefulness of these assets, the useful lives of these assets have been assumed to be of five years from the date of their acquisition.

**f) Depreciation :**

The Depreciation on Tangible Fixed Assets is provided on written down value method (WDV) for the period of acquisition/construction i.e. from the period from which such assets were available for their intended use on pro-rata basis on the basis of useful life of each of the fixed assets as per Schedule II of the Companies Act, 2013 and in the manner specified in Schedule II of the Companies Act, 2013.

The intangible assets have been depreciated on pro-rata basis over period of their estimated useful lives on straight line basis i.e. @ 20.00%.

**g) Inventories :**

The company trades in fruits, vegetables and other perishable items which are purchased from the market as well as farmers. At times the trading inventories are stored/located at various locations including with farmers, traders, warehouse, cold storage etc. The fruits, vegetables and other perishable items due their nature, storage facilities and other affecting factors are subject to environmental and other effects and hence the quality and quantity of such items may change from time to time. The valuation of inventories of fruits, vegetables and other perishable items have been carried out by the management of the company keeping view all such factors and after physically verifying the stock located at various locations have valued inventories at cost or market value whichever is lower based on the assessment of physical conditions of various items by the management as to their quality and quantity. The items of packing materials have been valued at cost or market value whichever is lower.

**h) Retirement Benefit :**

The Company's contribution to Provident Fund and ESIC etc. is charged to the Statement of Profit & Loss. The company has not made provision for gratuity in respect of employee as it is charged to Profit and Loss account on cash basis. No provisions for leave encashment, bonus and other terminal employee benefits as may be applicable to the company have been made and are/ will be accounted for as and when paid.

**i) Provisions, Contingent Liabilities and Contingent Assets :**

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of the Company's resources embodying economic benefits and a reliable estimate can be made of the amount of the obligation. A disclosure of contingent liabilities is made when there is a possible obligation that may, but probably will not, require an outflow of resources. As a measure of prudence, the contingent assets are not recognised.

**j) Revenue Recognition :**

All income and expenses are accounted on accrual basis. The Company recognised sale of Goods when it had transferred the property in Goods to the buyer for a price or all significant risks and rewards of ownership had been transferred to the buyer and no significant uncertainty existed as to the amount of consideration that would be derived from such sale. The recognition event is usually the dispatch of goods to the buyer such that the Company retains no effective control over the goods dispatched. Income from service charges of manpower supply services, handling charges, packing services, storage and warehousing and other services are accounted on completion of services for the respective client as evidenced by the issue of invoices for the respective service to that client and are accounted as per the date on invoice. Income from investments, where appropriate, is taken into revenue in full on declaration or accrual and tax deducted at source thereon is treated as advance tax.

**k) Investments :**

All investments are classified as long term investments as they are intended to be held for more than one year from the date when they were acquired. All investments are, initially recognised at cost The investments are carried at cost of acquisition.

**l) Borrowing Costs :**

The borrowing costs are debited to the Statement of Profit and Loss of the current year as they are incurred.

**m) Taxes on Income :**

Tax expense comprises of current tax and deferred tax. Provision for current tax is made on the estimated taxable income and at the rate applicable to the relevant assessment year under the Income tax Act, 1961. Deferred income taxes are recognized for future consequences attributable to timing differences between financial determination of income and determination as of income as per applicable tax laws.

**n) The computation of earning per share as per AS-20 "Earning Per Share" is as under:**

Particulars	31.03.2019 (Rs.)	31.03.2018 (Rs.)
Net Profit After Tax for the period (A)	12,709,679	98,95,491
Weighted Average Number of Shares (B)	34,93,000	34,93,000
Face Value per Equity Shares	10	10
Basic and Diluted Earnings per Share (C) = (A/B)	3.64	2.83

**o) Related Party Disclosures :**

As per AS-18 "Related Party Disclosures" issued by the ICAI, the disclosure of transactions with relate parties as defined in the accounting standard has been given as under:

**A. List of Related Parties**

Key Management Personnel	Relatives of Key Management Personnel
Jinen Ghelani	Chadrakant Ghelani
Hiren Ghelani	Hardik Ghelani
Neha Ghelani	Ameesha Karia
Sameer Rajguru	

**B. Transaction with Related Parties (Other than Relating to Share Call Money Received/Share Capital/Share Premium Amount Received and Credited to Share Call Money/Share Capital/Share Premium Accounts)**

Nature of Transaction	Name of the Party	For the period ended 31.03.2019 (Rs.)	For the period ended 31.03.2018 (Rs.)
<b>Managerial Remuneration</b>	Jinen Ghelani	3,60,000	3,60,000
	Neha Ghelani	3,60,000	3,60,000'
	Hiren Ghelani	8,90,400	8,90,400
	Sameer Rajguru	-	1,92,800
<b>Payment Towards Expenses</b>	Ameesha Karia -Salary	3,52,000	-
	Hiren Ghelani-Rent	1,78,980	1,78,980
<b>Loan from Director (Net)</b>	Hiren Ghelani	21,84,960	25,00,000
	Jinen Ghelani	15,00,318	-
<b>Outstanding Balances</b>	Jinen Ghelani	15,29,618 (Cr.)	28,800 (Cr.)
	Neha Ghelani	29,300 (Cr.)	28,800 (Cr.)
	Hiren Ghelani	47,58,460(Cr.)	25,04,960(Cr.)
	Sameer Rajguru	-	-
	Ameesha Karia	34,500(Cr.)	-

**p) Foreign Currency Transactions :**

The transactions in foreign currency have been recorded using the rate of exchange prevailing on the date of transactions.

**q) Impairment of Assets :**

The management of the company has as at 31<sup>st</sup> March, 2019 has assessed the recoverable value of its fixed assets and is of the view that the plant along with other fixed assets were available for production and business purposes and the entire fixed assets have recoverable value on overall basis which is greater than their carrying amount as at the balance sheet date and hence no provision for impairment of assets was required to be made for the year ended 31<sup>st</sup> March, 2019.

**NOTE No. 24 :**

All the monies amounting to Rs.2.70 lacs received pursuant to the SME-IPO of the company which was listed on BSE-SME Platform on 31.03.2017, has been utilized for the purposes it was raised for and had been duly reported in the last audited financial statement and to BSE.

**NOTE NO. 25: ADDITIONAL INFORMATION**

- As informed by the management, the company has initiated the process of obtaining confirmations from suppliers as to their status as Micro, Small or Medium Enterprise registered under the applicable category as per the provisions of the Micro, Small and Medium Enterprises (Development) Act, 2006 (MSMED Act, 2006). In absence of the relevant information as to the status of the suppliers, the balance due to Micro, Small and Medium Enterprises and interest due to them if any as per the provision of the Micro, Small and Medium Enterprises (Development) Act, 2006 (MSMED Act, 2006) could not be disclosed or provided.
- In the opinion of the Board of Directors, Current assets, loans and advances have a value on realisation in the ordinary course of business equal to the amount at which they are stated in the balance sheet.
- The classification of all items of asset and liabilities into non-current and current has been made by the management of the company based on conditions, terms of transactions and other relevant factors at the relevant time as envisaged by the management. In view of the management of the company all assets that are ordinarily realizable in the ordinary course of business have been classified as current assets though there may not have been any realization from such items during the year and may have been outstanding since long. Likewise, all liabilities that are to be settled within one year or in the normal course of business are classified as current liabilities though they may not have been settled during the year since last year.

4. The balances of debtors, creditors, advances to farmers, loans and advances and other assets and liabilities are subject to confirmation and subsequent reconciliations.
5. The books of account have been audited on the basis of such records and documentary evidences as were available with the management and produced before the auditors. Where such documentary evidences have not been made available to the auditors, the auditors have relied upon the entries as authenticated by the management of the company and information and explanations provided to the auditors by the management.
6. **Foreign Currency Transactions :**  
VALUE OF IMPORTS ON C.I.F. BASIS: NIL (Previous Year: NIL)  
EXPENDITURE IN FOREIGN CURRENCY: NIL (Previous Year: NIL)  
VALUE OF EXPORTS ON F.O.B. BASIS: NIL (Previous Year: Rs. 17,40,657)
7. The company trades in various items of fruits and vegetables and other perishables purchased from the market in bulk and make the sales as per the requirement of the customers. In the opinion of the management of the company due to the perishable nature of items and number of items involved it is not feasible for the company to maintain quantitative records of goods traded by the company during the year.
8. Paise are rounded up to the nearest of rupee. The previous year groupings have been regrouped and rearranged by the company.

---

**As per our report of even date**

**For, O. P. Bhandari & Co.**

Chartered Accountants  
Firm Regn. No.112633W

**O.P. Bhandari**

Partner  
M.No. 34409

Place : Ahmedabad  
Date : 28th May, 2019

**For and on behalf of the Board of Directors**

**Jinen Ghelani**  
Managing Director & CFO  
DIN : 01872929

**Hiren Ghelani**  
Director  
DIN : 02212587

**Riya Doshi**  
Company Secretary

**THIS PAGE KEPT INTENTIONALLY BLANK**



**PRIME CUSTOMER SERVICES LIMITED**

**CIN: L51109GJ2007PLC050404**

Regd. Office: 102, Sanskar-II, Near Ketav Petrol Pump, Polytechnic Road,  
Ambawadi, Ahmedabad 380015

Email: [cs@primecustomer.co.in](mailto:cs@primecustomer.co.in) Website: [www.primecustomer.co.in](http://www.primecustomer.co.in)

**12<sup>th</sup> Annual General Meeting- Friday, 27<sup>th</sup> September, 2019**

**ATTENDANCE SLIP**

Folio No./DP ID and Client ID : \_\_\_\_\_

No. of Shares : \_\_\_\_\_

Name and address of First/Sole Member : \_\_\_\_\_

I, hereby record my presence at the **12<sup>th</sup> Annual General Meeting** of the Company to be held on Friday, 27<sup>th</sup> September, 2019 at 4.00 P.M. at AHMEDABAD MANAGEMENT ASSOCIATION (AMA), Dr V S Marg, IIM-A Road, Vastrapur, Ahmedabad 380015.

\_\_\_\_\_  
Name of Member/Proxy (Block Letters)

\_\_\_\_\_  
Signature of Member/Proxy

**Notes:**

- A member/proxy wishing to attend the Meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.
- Please bring your copy of the Annual Report to the Meeting.





# PRIME CUSTOMER SERVICES LIMITED

CIN: L51109GJ2007PLC050404

Regd. Office: 102, Sanskar-II, Near Ketav Petrol Pump, Polytechnic Road,  
Ambawadi, Ahmedabad 380015

Email: [cs@primecustomer.co.in](mailto:cs@primecustomer.co.in) Website: [www.primecustomer.co.in](http://www.primecustomer.co.in)

## Form No. MGT-11

### Proxy Form

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

**12<sup>th</sup> Annual General Meeting- Friday, 27<sup>th</sup> September, 2019**

Name of the Member(s) : \_\_\_\_\_

E-mail id : \_\_\_\_\_ Registered address : \_\_\_\_\_

Folio No. / Client ID No. : \_\_\_\_\_ DP ID : \_\_\_\_\_

I/We, being the member (s) holding shares of the PRIME CUSTOMER SERVICES LIMITED, hereby appoint

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him/her

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him/her

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail id : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **12<sup>th</sup> Annual general meeting** of the company, to be held on Friday, 27<sup>th</sup> September, 2019 at 4.00 P.M. At AHMEDABAD MANAGEMENT ASSOCIATION (AMA), Dr V S Marg, IIM-A Road, Vastrapur, Ahmedabad 380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject matter of the resolution	For	Against
	<b>Ordinary Business:</b>		
1.	To receive, consider and adopt the audited financial statements of the Company including the Audited Balance Sheet as on March 31, 2019, the Statement of Profit and Loss and the Cash flow statement [including consolidated financial statements] for the financial year ended on 31 <sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Sameer Rajguru Ramesh (DIN: 07198139) who retires by rotation and being eligible, offers himself for re-appointment.		
	<b>Special Business:</b>		
1	Appointment of Mr. MAYUR NANALAL THAKKAR (DIN:08423444) as an Non Executive Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Affix  
Rs. 1  
Revenue  
Stamp

(Signature of the member/ Proxy)

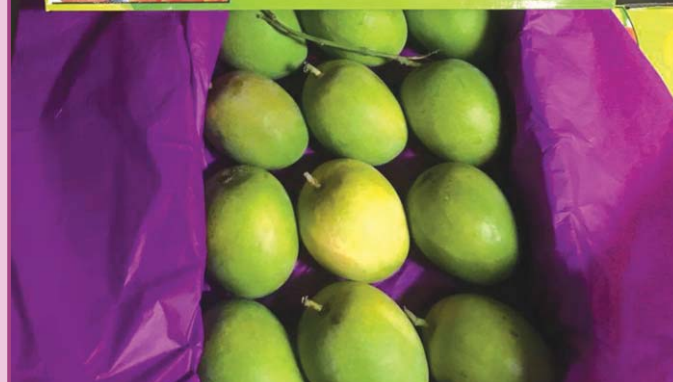
**Notes:** This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

# Financial Snapshots Since Incorporation

Rs. in Lakhs

PARTICULARS	FY 2019	FY 2018	FY 2017	FY 2016	FY 2015	FY 2014	FY 2013	FY 2012	FY 2011	FY 2010	FY 2009	FY 2008
Operating Income	4317.7	3611.6	2,386.8	2,103.5	1,959.5	1,746.2	1,068.7	747.3	399.0	147.4	106.1	100.3
Operating Profit before Depreciation, Financial Cost & Taxes	220.6	174.4	94.6	101.4	69.1	60.6	65.6	26.8	16.3	8.3	3.8	2.9
Financial Cost	34.5	19.1	29.9	31.4	29.6	22.9	19.4	5.6	1.2	0.3	-	-
Profit Before Depreciation and Taxes	186.1	155.3	64.6	70.0	39.5	37.7	46.1	21.2	15.1	8.0	3.8	2.9
Depreciation	13.2	16.4	19.9	31.8	29.7	24.8	16.5	2.8	2.2	1.8	1.8	1.2
Other Income	0.4	0.8	2.6	1.2	2.4	1.5	0.3	-	0.1	0.3	0.2	0.0
Profit Before Tax	172.9	139.7	47.3	39.3	12.2	14.4	29.9	18.4	13.0	6.5	2.2	1.8
Taxation	46.6	39.6	14.9	12.2	3.9	4.5	24.2	5.7	4.0	2.8	1.0	0.9
Profit After Tax	126.2	100.0	32.4	27.1	8.3	9.9	5.7	12.7	8.9	3.7	1.1	0.9
Equity	349.3	349.3	349.3	152.2	91.6	54.7	59.5	63.2	45.6	44.6	44.6	37.9
Reserves	528.4	402.2	302.2	218.5	155.2	139.3	114.3	52.5	30.8	21.9	18.1	17.0
Networth	877.7	751.5	651.5	370.7	246.8	194.0	173.8	115.7	76.4	66.4	62.7	54.9
Fixed Assets	202.9	209.1	213.0	206.3	200.7	195.8	193.3	34.5	20.1	12.7	12.2	9.0

## Prime Fresh branded packaging



# *Journey–BirdEye*

Year-2007

- Started with a small warehouse for Fruits & Vegetables in the year 2007.
- Initiated idea of Fruits & Vegetables reaching at the consumer door steps with designer Vans in April 2007.
- Started our first 3PL facility for Fruits & Vegetables in Ahmedabad in September 2007 For Aditya Birla Retail.
- Started with trading and Value Added Services of Fruits & Vegetables in the same year of September 2007.

Year-2008

- Started with our second facility of 3PL services for Fruits & Vegetables and Dairy Frozen Category for Reliance Retail in December 2008.
- Started providing Training, HR Management and Manpower placement services to the corporate clients in June 2008.

Year-2009

- Started services of hygienic packed food to the corporate in Ahmedabad in April 2009.
- Started our bulk trading of fruits in APMC Ahmedabad September 2009.

Year-2010

- Started providing skilled manpower to the corporate in February 2010.
- Started our first 3 PL services for Intas Pharma in the packaging industry in the Pharmaceutical sector in July 2010.

Year-2011

- Started our 4th 3PL facility in Fruits & Vegetables and Dairy & Frozen category for Aditya Birla Retail in April 2011 in Mumbai.
- Started our 5th 3 PL facility for F&V for Reliance retail in May 2011 in Pune.
- Started our first warehousing facility for Pharmaceutical industry in May 2011 for Intas Pharma in Ahmedabad.
- Started our first warehousing facility for FMCG industry for Waghbakri Tea in December 2011 in Ahmedabad.

Year-2012

- Introduced first refrigerated mobile van for Fruits & Vegetables in Ahmedabad in February 2012.
- Established our first wholesale Fruits & Vegetables Shop facility in Ahmedabad in May 2012.
- Established our first ripening chamber cum cold storage facility at Ahmedabad in August 2012.
- Started our collection centre facility for F&V at Pratij in November 2012.

Year-2013

- Started our 6th 3 PL facility for F&V For Subji India in July 2012 and 2nd in Pune.
- Started supply of F&V to food processor.

Year-2014

- Tie-up with APMC Ahmedabad in Sep 2014 for their Retail based Potato and Onion distribution project.
- Added more clients Like Corona and 20 Cubes in Manpower (pay rolling) category for Ahmedabad.

Year-2015

- Started Corporate Tie-up for procurement with Reliance Jamnagar for Mango, for Pomegranate with INI farms and for Imported fruits with Mahindra and PC Foods Pvt. Ltd (Nasik).
- Started operation for BISLERI India Pvt. Ltd. as a C&F at four location of Gujarat (Ahmedabad, Surat, Baroda and Rajkot).
- Started Export to UAE from May 2015 for products like Mango, Onion, Potato and other fruits and vegetables.
- Planning to start Lease Farming and Contract farming.

Year-2016

- Started Corporate tie-up for Operation with Reliance Retail Market, Pune.
- Filed Draft Red Herring Prospectus (DRHP) for listing of SME IPO at BSE Platform.
- Registered at Corporate Journal for Business Profile.
- Registered more agreements for supply of F & V at Jalana, Maharashtra.
- Started Collection Centre for Pomegranate at APMC, Lakhani, Dist. Disa.
- Incorporation of Wholly owned Subsidiary Company of PCSL as Florens Farming Private Limited.
- Planning for Export Business of F&V.

Year-2017

- Successfully got listed on BSE SME Platform.
- Started Collection Centre for Mango at Valsad.
- Entered into Farming through a Joint Project with Farmer from September, 2017.

## Journey–BirdEye

Year-2018

- Company successfully enhanced its Farmer network to 15000 across Maharashtra, Gujarat and Rajasthan.
- Penetrated into new geographies through supplying to Exporters, Modern Trade and food processing companies.
- Entered into Pomegranates farming.
- Entered into Bakery business and started manufacturing of bakery products for Reliance.
- Sourcing of Pomegranates from multiple locations in Rajasthan directly from farmers.
- Associated with Havmor for providing 3PL services.
- Deemed exports of Onion in FY18 of ₹ 3,01,93,202/-.
- Activated many new clients for Fruits supply like Future group, Big Basket, HAS juice, Metro-cash and carry, Capricon Food and few more.
- Established several new relationships in Maharashtra across 19 districts for Fruits and Vegetables procurement.
- Successfully scaled up Maharashtra operations through regular activities and transactions at Nashik and Mumbai.
- SMERA upgraded ratings to MSE-1 : This upgrade is the highest rating reflecting solid Financials, Management and business performance.

Year-2019

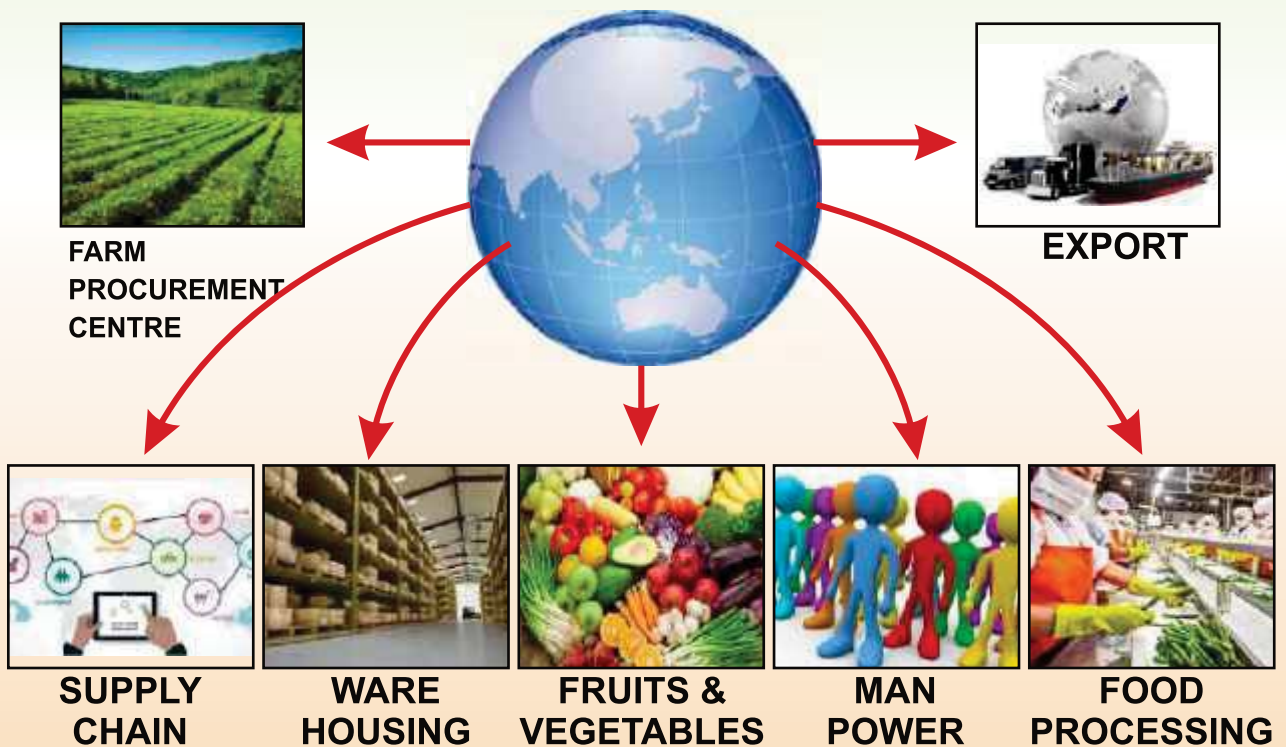
- SMERA Assigned the Highest rating to PCSL " MSME 1", CRISIL assigned the rating BB+ Stable
- PCSL Now is ISO rated company
- Started Collection Centers to procure Pomegranate & Onions from near by farming belts at Indapur and Sangola in Maharashtra and Padaru in Rajasthan.
- Tapped new export destination i.e. Netherlands for mangoes
- Added more customers in the North & North East region
- Geared up the brand building exercise for "Prime Fresh" through corporate selling at Office Complex of Aditya Birla, We Work and being a part of exclusive Mango exhibition "Aamrotsav" held at Kandivali, Mumbai etc.
- Constant efforts on expanding the farmer network and their education through seminars and farmer gatherings. Established association & collaboration with various pack-house in Gujarat and Maharashtra
- Accelerated collaboration with many new age AgriTech startups.
- Strengthened the B2C business aggregating to an orbit of 40000+ customers across Ahmedabad, Other parts of Gujarat & Mumbai for Direct to home and Direct to office model.
- New initiatives and focus efforts across multiple districts in Maharashtra for procurement of grapes and orange as new categories.
- Developed internal mobile application for Field workforce team aiming at better reporting practices, improved productivity with accuracy.



**Visit to a pomegranate farm and farmers group at Nifad near Nashik, Maharashtra - India**



## BUSINESS MODEL



### Prime Customer Services Ltd.

**Regd/Admin Off.:** 102, Sanskar-2 nr. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad-380015.

**Mumbai Office:** 448, APMC Masala Market, Sector-19, Market-1, Phase-2, Vashi, New Mumbai-400073

☎ 079 - 40320244  
🌐 [www.primecustomer.co.in](http://www.primecustomer.co.in)  
@ [info@primecustomer.co.in](mailto:info@primecustomer.co.in)

📘 @primecustomer  
📷 prime\_customer7  
🌐 /company/prime-customer-services-ltd-/  
🐦 /pcs\_limited

**CIN:** L51109GJ2007PLC050404  
**APEDA Reg No.:** 173779  
**FSSAI LICENSE:** 10013021000815  
**SMERA DNS:** 86-003-2121  
**ISO No.:** 19IQCF67 Service related  
**ISO No.:** 19IQCG58 Trading related  
**IEC:** 0814002218