

# PRIMA INDUSTRIES LTD.



30<sup>th</sup> August 2021

To

BSE Limited  
Corporate Relationship Department,  
2nd Floor, New Trading Wing,  
Rotunda Building, PJ Towers,  
Dalal Street, Mumbai – 400001

CORPORATE & REGD. OFFICE  
Industrial Development Area  
Muppathadam P. O., Edayar, Cochin - 683 110  
Kerala State, India  
Tel: 91-484-2551533 (4 Lines)  
CIN: L15142KL1994PLC008368  
E-mail: primagroupcompanies@gmail.com  
www.primaindustries.in

Sub: Submission of 27<sup>th</sup> Annual Report as per Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015.

Ref: PRIMA INDUSTRIES LIMITED (BSE Scrip Code. 531246; ISIN No. INE723N01012)

Dear Sir/Madam,

In compliance with the requirement of Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, we hereby submit the copy of 27<sup>th</sup> Annual Report of the Company for the Financial Year 2020-21 containing Notice of AGM, Boards' Report & Its Annexures, Audit Report, Financial Statements and other required attachments.

You are requested to please take on record the above 27<sup>th</sup> Annual Report for your reference and further needful.

Thanking you,

Yours faithfully  
For PRIMA INDUSTRIES LIMITED



Greeshma Baby  
Company Secretary & Compliance Officer

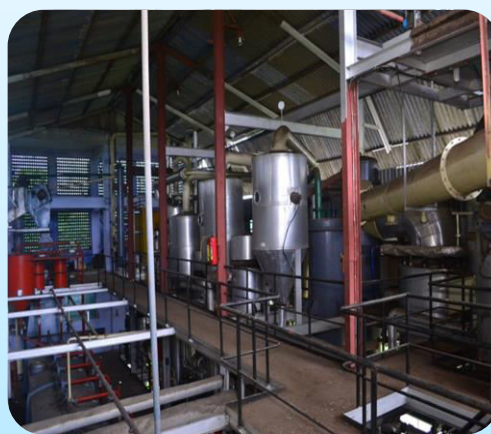
# PRIMA INDUSTRIES LIMITED

## 27<sup>TH</sup> ANNUAL REPORT 2020-21

SOLVENT EXTRACTION



REFINERY



CATTLE FEED





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## **IMPORTANT COMMUNICATION TO MEMBERS**

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

CIN: L15142KL1994PLC008368





## PRIMA INDUSTRIES AT A GLANCE

Prima Group of Companies, a Cochin based Industrial Group, established in 1965, comprising units engaged in different agro based industrial activities. The business entities in the Prima group were promoted by the family of Mr. Sajjan Kumar Gupta, who migrated to Cochin around 60 years back from Rajasthan. A born entrepreneur, Mr. S.K. Gupta, whose family was in the business of Flour Mills, developed his business skills over a period of time. In 60s and 70s, S.K. Gupta family members had flour mills, practically, all over India. They were also actively engaged in trading of commodities and downstream products. Mutually agreed family partitions helped the individual brothers to develop their own family groups. Mr. S.K. Gupta, after settling down in Kerala, decided to move away from the flour mills and set up other manufacturing facilities using agro based products, as starting materials. The diversified agro based raw materials available in Kerala and neighboring states helped him in this venture. Mr. S.K. Gupta was able to establish his business in Kerala with the help of expert professionals and dedicated staff and work force.

During early 90s, his son Mr. Sanjay Gupta took over the leadership of the business. It was in 1994 that the Prima Industries Limited got incorporated and established under the visionary leadership of Mr. Sanjay Gupta which went listed on BSE by the end of 1995. His contributions to the company were many and recognized by National Organizations. During his tenure he led the business emerge successfully and carved out a distinct place for itself in the global pantheon of corporate giants. Unfortunately he passed away in March, 2016 and we place on record our heartfelt gratitude for the valuable services rendered and guidance given by him. Later his wife Mrs. Swati Gupta and his son Mr. Kushagra Gupta took over the leadership along with Mr. S.K. Gupta. Mrs. Swati Gupta is a businesswoman having more than 25 years of experience across different industries like Textile, Flour Milling, Solvent Extraction & Refining, Cattle Feed Manufacturing and Packaged Drinking Water. Being the Board Member of Prima Industries Limited, she is playing vital role in formulating business strategies and effective implementation of the same. Mr. Kushagra Gupta holds a degree in Business Administration from Northeastern University in Boston, USA and began his career in the family business. A visionary individual, Mr. Kushagra Gupta has been spearheading the Prima Group since his joining. His leadership abilities have been instrumental in leading the core team of the Company. He acts as the Chief Financial Officer of the Company.

Prima Industries Limited has three major production divisions:-**Solvent Extraction, Edible Oil Refinery Division and Animal Feed Division** which are located at New Industrial Development Area, Pudussery Central Village, Menon Para Road, Kanjikode, Palakkad-678 621, India. The last two decades have seen the company emerging as a leader in Solvent Extraction and Ready-mixed Cattle Feed in the country. With a strong commitment to customers and product quality and being cost competitive, we stands poised to meet new challenges.



- EXCELLENCE
- INTEGRITY
- CUSTOMER FOCUSED
- SOCIETY ORIENTATION

### MESSAGE FROM THE CHAIRMAN.

Dear Share Holders of Prima Industries Ltd,

I hope all of you and your dear ones are safe, healthy and taking all necessary precautions to stay safe in these difficult times.

The year 2020-21 has been challenging for each one of us. The Covid-19 pandemic has had a significant impact on lives, livelihoods, public health, economic performance and the business. Operational challenges mounted due to restricted movement and disrupted supply lines during the first few months of the pandemic. The extent to which localized lockdowns and restrictions have been imposed in the past have impacted the economic recovery timeliness. There is a scope for sustained fiscal stimulus going throughout the year. The second wave has pushed back India's fragile economic recovery. Rising inequality and strained household balance sheets have constrained the recovery. As the second wave of the pandemic unfolds with predictions of a third wave in the offing, our focus continues to be on our people's health & safety, ensuring uninterrupted supplies of Covid relevant portfolio, meeting the demand arising out of evolving consumer needs, caring for the communities in which we operate, and finally, protecting our business model.

We can acknowledge that, this year, we do have reasons for optimism that we did not have a year ago. At the time of our last AGM, the world had no Covid-19 vaccines. Nor did anyone know how soon one could be produced. Nor whether it would prove effective. Now, the world has more than a dozen effective vaccines. Despite an uneven start, more than a billion doses have been delivered so far. And deployment is steadily accelerating.

We believe that the economy will bounce back to the normal state and will see its signs of a

recovery in the future. Due to Stringent Covid Guidelines and social distancing norms enforced at the workplace the operations continue to be run at lower capacity. We adhere to all necessary precautions and guidelines thereby ensuring the safety and health of our employees. FY 2020-21 is a challenging year for your company with significant impact on production.

The relentless commitment and dedication of every member of the PRIMA family helped the business overcome many challenges in the past year. As a result, we have been able to bring down the curtains on the financial year 2020-21 with a robust set of numbers.

With immense pleasure I would like to inform you that your company has generated turnover of 177.65 Million in Financial Year 2021 as against 175.35 Million during the previous financial year. The Net worth of the Company stands at 195.84 Million as against that of the previous year of 150.68 Million.

I would like to take this opportunity to thank all our people who have been tirelessly working to ensure that we continue to serve the people of this country through this extremely challenging year. Most importantly, I would like to thank you, our shareholders, for your overwhelming trust, support, and confidence in Prima Industries Limited. I would also like to thank our management, staff, all banks and buyers for their support and actively contributing to our success.

We, Prima Industries Limited remain ever committed and sincere in our efforts to keep delivering better value to you.





## CORPORATE INFORMATION

### BOARD OF DIRECTORS



Shri. S K Gupta  
Chairman & Managing Director



Smt. Swati Gupta  
Non-Executive Director



Mr. Ladhu Singh  
Whole Time Director



Mrs. Vanshika Rathi  
Independent Director



Miss. Vedika Agarwala  
Independent Director



Mrs. Sruti Jindal  
Independent Director



#### REGISTERED OFFICE

**Door No: XVII/639A  
Industrial Development Area  
Muppathadam P. O, Edayar  
Cochin - 683 110**

#### STATUTORY AUDITORS

**M/s. J. Krishnan & Associates,  
Chartered Accountant, Ernakulam**

#### INTERNAL AUDITORS

**M/s G Joseph & Associates,  
Chartered Accountants,  
(Firm Reg No 006310S),  
37/2038, First Floor,  
Muttathil Lane, Kadavantra,  
Kochi-682020, Kerala**

#### SHARE TRANSFER AGENT

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



#### **CHIEF FINANCIAL OFFICER**

**Mr. Kushagra Gupta**

#### **COMPANY SECRETARY**

**Ms. Greeshma Baby**

#### **BANKERS**

**ICICI Bank**

**Indian Overseas Bank**

#### **MANUFACTURING UNITS**

**New Industrial Development Area,  
Menon Para Road, Kanjikode,  
Palakkad - 678 621**





## **NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING**

The Twenty Seventh (27<sup>TH</sup>) ANNUAL GENERAL MEETING of PRIMA INDUSTRIES LTD will be held on Monday, the 27<sup>th</sup> day of September, 2021 at 2.30 p.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2021 together with the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. P L Singh (DIN 02320113) who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. P. L. Singh (DIN 02320113), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To ratify appointment M/s. J Krishnan & Associates, Chartered Accountant, (Firm Registration No. 001523S) be and is hereby appointed as the Statutory Auditors of the Company.

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, . M/s J Krishnan & Associates, Chartered Accountant, (Firm Registration No. 001523S) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 27th Annual General Meeting

till the conclusion of 28<sup>th</sup> Annual General Meeting of the Company to examine and audit the accounts of the Company at such remuneration as may be mutually agreed to between the Board of Directors and the Auditors."

### **SPECIAL BUSINESS:**

5. Revision in the terms of payment of remuneration to Mr. P L Singh, Whole Time Director (DIN: 02320113).

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

"RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, and subject to the approval of shareholders, consent of the Board be and is hereby accorded for alteration in the remuneration structure of Shri P.L Singh, ( DIN NO 02320113)Whole Time Director with effect from 1st April,2021, on the terms and conditions including remuneration as mentioned below:

#### Terms of Remuneration

a) Basic	-	Rs. 66,000/-PM
b) HRA	-	Rs. 26,400/-PM
c) Allowances	-	Rs. 27,600/-PM
Total	-	Rs.1,20,000/-PM

- d) The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the company;
- e) Reimbursement of expenses incurred by him for the business of the Company in accordance with the Company policy.
- f) Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- g) The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine."



“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Shri P.L. Singh (DIN-02320113) the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013”

“RESOLVED FURTHER THAT Sri S.K. Gupta, Managing Director of the Company be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

6. Revision in the remuneration of Mr. Kushagra Gupta, (PAN No. BQXPG8333A), CFO of the Company.

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

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, consent of the Board be and is hereby accorded for alteration in the remuneration structure of Shri. Kushagra Gupta, (PAN NO. BQXPG8333A) CFO, with effect from 1st April, 2021, on the terms and conditions including remuneration as mentioned below:

#### Terms of Remuneration

a) Basic	-	Rs. 75000/-PM
b) HRA	-	Rs. 30000/-PM
c) Allowances	-	Rs. 20000/-PM
Total	-	Rs.125000/-PM

#### Other Terms

- i) Contribution to EPF -12% of Salary per annum.
- ii) Gratuity- As per the rule of the Company.
- iii) Earned Leave - As per the rule of the Company.

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

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

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

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

Except Mr. P L Singh and Mr. Kushagra Gupta, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

“RESOLVED FURTHER THAT Sri S.K. Gupta, Managing Director of the Company be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

7. To Ratify & approve the material related party transactions with Associate Companies.

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

“RESOLVED THAT pursuant to the provisions of revised Clause 49 of the Listing Agreement (effective from October 1, 2014), the members of the Company be and is hereby ratify the following contracts/arrangements/transactions entered in to by the Board for the FY 2020-21 with the related parties and as decided by the Board of Directors in its meeting held on 29.06.2021





Sl.NO	Related Party	Amount
1	Prima Agro Limited	5,36,000.00
2	Ayyappa Roller Flour Mills Ltd.	3,09,69,000.00
3	Prima Beverage (P) Ltd.	25,000.00

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

By order of the Board  
For Prima Industries Limited

Sd/-

8. To approve the Related Party Transaction for FY-2021-22

S K Gupta  
CMD

Place: Cochin  
Date: 13.08.2021

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

NOTES:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 200 Lakhs for the financial year 2021-22, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

(i) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), relating to the Special Business to be transacted at this Annual General Meeting (‘AGM’), is annexed.

(ii) Since this AGM will be held through Video Conferencing (‘VC’) /other Audio Visual Means (‘OAVM’),

(a) Members will not be able to appoint proxies for the meeting, and

(b) Attendance Slip & Route Map are not being annexed to this Notice.

(iii) Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorising their representatives to attend this AGM, pursuant to Section 113 of the Act, through e-mail at primagroupcompanies@gmail.com.

(iv) In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company (‘the Board’) have engaged the services of National Securities Depository Limited (‘NSDL’).

The Board has appointed **Mr. Bipin, Chartered Accountant**, as the Scrutinizer to scrutinize the process of e-voting.

(v) Remote e-voting will commence at 9.00 a.m. on Friday, 24th September, 2021 and will end at 5.00 p.m. on Sunday, 26th September,

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”





2021 when remote e-voting will be blocked by NSDL.

(vi) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Monday, 20<sup>th</sup> September, 2021 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM.

Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.

(vii) In view of the prevailing circumstances due to the COVID-19 pandemic, and also in conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2021 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.

(viii) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 20<sup>th</sup> September 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> September 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system"

(xi) Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to the Company Secretary at [primagroupcompanies@gmail.com](mailto:primagroupcompanies@gmail.com) from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and

mobile number. Only those Members who have registered themselves as speaker by 10.30 a.m. on Monday, 20<sup>th</sup> September, 2021 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.

(x) The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act, will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at [primagroupcompanies@gmail.com](mailto:primagroupcompanies@gmail.com).

(xi) The Company, in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, will be webcasting the proceedings of the AGM on its corporate website.

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.





3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL and CDSL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.primaindustries.in](http://www.primaindustries.in). The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL and CDSL (agency for providing the Remote e-Voting facility) i.e.

[www.evoting.nsdl.com](http://www.evoting.nsdl.com)  
[www.evotingindia.com](http://www.evotingindia.com)

and

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL and CDSL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL and CDSL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the



User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting joining the virtual meeting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL</li> </ol>





	<p>and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="667 439 1203 745" style="border: 1px solid black; padding: 5px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store                 Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL and CDSL where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.



Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

B) Login Method for evoting and joining the virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**How to Log-in to NSDL or CDSL e-Voting website?**

1. Visit the e-Voting website of NSDL or CDSL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> or [www.evotingindia.com](http://www.evotingindia.com) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

Or if you are holding shares in demat form and had logged on CDSL to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used

**If you are a first-time user follow the steps given below:**

(vi) After entering these details appropriately, click on "SUBMIT" tab.

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

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to





change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [primagroupcompanies@gmail.com](mailto:primagroupcompanies@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

4. Your User ID details are given below :

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:





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

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



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

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

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

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vkande@gmail.com](mailto:vkande@gmail.com) a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id) or RTA email id.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in

demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)





## EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 (1) of the Act, sets out all material facts relating to the business mentioned in item no. 5 in the accompanying Notice of the Annual General Meeting.

Item No. 5. Mr. P. L. Singh Gupta was appointed as whole-time director on 28<sup>th</sup> April 2016 and a brief profile of Mr. P L Singh is provided in the notes to the Notice of the Annual General Meeting.

Having regard to the vast knowledge, experience and dedicated services rendered by him towards the growth of the Company, on recommendations of the Nomination & Remuneration Committee, at its meeting held on 13-8-2021, has proposed the following revised terms and conditions of his remuneration subject to the approval of members for the F Y 2021-22.

- |                |                      |
|----------------|----------------------|
| a) Basic -     | Rs. 66000/-PM        |
| b) HRA -       | Rs.26400/-PM         |
| c) Allowances- | <u>Rs.27600/-PM</u>  |
| Total -        | <u>Rs.120000/-PM</u> |
- d) The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the company;
- e) Reimbursement of expenses incurred by him for the business of the Company in accordance with the Company policy.
- f) Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- g) The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.”

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

The Board of Directors is of the opinion that Mr. P. L. Singh Knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the approval of the resolution set out at Item No. 5 of the Notice convening the Meeting.

Except Mr. P. L. Singh being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

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

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

Item No. 6. The board of Directors at its meeting held on 30<sup>th</sup> May 2019 appointed Mr.Kushagra Gupta as the Chief Financial Officer of the company and a brief profile of Mr. Kushagra Gupta is provided in the notes to the Notice of the Annual General Meeting.

Having regard to the vast knowledge, experience and dedicated services rendered by him towards the growth of the Company, on recommendations of the Nomination & Remuneration Committee, at its meeting held on 13-8-2021, has proposed the following revised terms and conditions of his remuneration subject to the approval of members for the F Y 2021-22.

### Terms of Remuneration

- |                 |               |
|-----------------|---------------|
| a) Basic -      | Rs. 75000/-PM |
| b) HRA -        | Rs.30000/-PM  |
| c) Allowances - | Rs.20000/-PM  |
| Total -         | Rs.125000/-PM |

### Other Terms

- i) Contribution to EPF -12% of Salary per annum.
- ii) Gratuity -As per the rule of the Company.
- iii) Earned Leave - As per the rule of the Company.
- iv) Medical Domiciliary - Medical benefits as per rules of the Company for self and family, as applicable to the Officers of the Company.



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

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

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

Except Mr. P. L. Singh and Mr. Kushagra Gupta, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the special resolution as set out at Item No. 6 of the Notice for approval of the members

Item No 7 & 8. Material related party transactions with Associate Companies.

As per the provision of section 188(1) of the 2013 Act that govern the Related Party

Transactions require a Company to obtain prior of shareholders by way of a special Resolution. Further, third proviso to section 188 (3) also provide that any contract or arrangement entered in u/s 188(1) may be ratified by the Board or, as the case may be, by the shareholders. The company had entered in to some related party transactions and agreements for the financial year 2020-21 and therefore the above said resolution as per item No. 7 for approval and ratification are put up to the shareholders.

The Company also as part of its regular activities has to enter into a few related party transactions with associate Companies for the coming FY 2021-22 and therefore seek the permission of the members for the same as per the monetary limit set in the proposed resolution as per item No.8

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution. The Board, therefore, recommends the approval of the resolution set out at Item No.7 & 8 of the Notice convening the Meeting as special resolutions.

## **DIRECTORS' REPORT** **INCLUDING MANAGEMENT** **DISCUSSION AND ANALYSIS**

To  
The Members of Prima Industries Limited  
Your Directors have pleasure in presenting the

27<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2021.

### 1. Financial Highlights (Standalone)

(Figures in Million)

Particulars	For the year ended March 31 <sup>st</sup> 2021	For the year ended March 31 <sup>st</sup> 2010
Revenue from Operations	176.80	170.55
Other Income	0.84	4.79
Total Income	177.65	175.35
Less: Depreciation and amortization expense	7.44	7.29
Less: Other Expenses	133.74	142.09
Profit before Tax	36.47	25.96





Less: Tax expense	-1.17	0.03
Net Profit for the period from continuing operations	37.64	25.92
Other Comprehensive Income	7.51	-4.52
Total Comprehensive Income for the period	45.15	21.40
Paid up equity share capital(No. of shares) (Face value per share Rs.10 each)	10.79	10.79
Earnings per equity share from continuing operations (Basic)	3.49	2.40
Earnings per equity share from continuing operations (Diluted)	3.49	2.40

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

The Prima Group of Companies has been built on a solid foundation of trust that we have established with all stakeholders over the last Twenty-Seven Years. The year gone by is representative of the value Prima Industries Limited continues to create for all its stakeholders. The overall performance of the Company has witnessed a healthy growth in profits. The total turnover of the Company is Rs. 177.65 Million as against that of the previous year of Rs.175.35 Million. The Net worth of the Company stands at Rs.195.84 Million as against that of the previous year of Rs. 150.68 Million.

The International Market Analysis Research and Consulting Group (IMARC Group) in its latest Market Evaluation states that the Indian animal feed market was worth INR 817 Billion in 2018. The market is further projected to reach INR 1,683 Billion by 2024, growing at a CAGR of 12.7% during 2019-2024. India currently represents one of the fastest growing animal feed markets in the world. The increasing demand for animal protein and dairy products has resulted in a growing livestock population in India, which in turn has increased the demand for animal feed. Modern animal feed products are manufactured by carefully selecting and blending ingredients to impart highly nutritional diets that both increase the quality of its end products and at the same time maintain the health of the animal.

The Animal Feed Division of Prima Industries Limited functions towards backward integration as major portion of de-oiled cake produced in its Refinery would be consumed for its Animal Feed Unit. Hygienically prepared and packed Cattle Feed in pellets form is being produced in this plant with modern technology and skill. This plant has a capacity of 250MT production per day. This unit, as presently structured, is poised

to produce a variety of Animal Feeds. The Company has installed the most modern plant with computerized controls. By adopting sophisticated techniques and evolving recipes with appropriate ingredients to meet the nutritional and energy requirements of cattle, poultry and goats, Prima has been able to supply cattle feeds of high quality to the domestic market.

The Solvent Extraction Division is a complex unit, which can process all types of oil cakes and other oil-bearing materials such as rice bran and oil seeds. This unique adaptability enables the unit to avail of the advantages of seasonal variations in the prices of various raw materials.

The future prospect of the Company remains robust and will continue to deliver most satisfied business to the customers. Our government is also taking initiatives to improve the economic condition of the country by bringing in new opportunities for employment and business. No wonder, our economy is growing at a good pace. And as such we as a responsible Company, will continue to contribute to the economic and Nation good.

## 3. Details of change in nature of business

There has been no change in the nature of business of the Company during the year under report.

## 4. Changes in Share Capital

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

- The Company has not bought back any of its securities during the year under review.
- The Company has not issued any Sweat Equity Shares during the year under review.
- The Company has not issued any Bonus Shares during the year under review.



d. The Company has not provided any Stock Option Scheme to the employees.

e. The Company has not issued any Equity shares with Differential Rights.

f. The Company has extended the redemption period of Cumulative redeemable Preference shares allotted on 27th March, 2013 for a period of 13 (Thirteen) years from the date of allotment at the meeting of board of directors dated 31.01.2017 after obtaining written consent from the Preference shareholder, holding 100 % Preference shares of the Company.

#### 5. Capital Expenditure

Your Company had incurred an amount of 7,221,932.00 spend on Capital Expenditure and Additions to Fixed Assets during the FY 2020-21 as detailed below.

Item	Amount in Rs.
Land	118,550.00
Plant & Equipment	219,367.00
Vehicles	6,881,515.00
Office Equipment	2,500.00
<b>Total</b>	<b>7,221,932.00</b>

#### 6. Dividend

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

#### 7. Transfer to Investor Education and Protection Fund

During the year under Report, the Company has;

- no unpaid dividends,
- not issued debentures and
- not accepted fixed deposits

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

#### 8. Amounts Transferred to Reserves.

Your Directors do not propose to transfer any amount to the reserves.

#### 9. Board Meetings

Four Board Meetings were held during the year 2020-21 and the gap between two meetings did not exceed 120 days. The detail of the Board

meetings and the attendance of the Directors are provided in the Corporate Governance Report.

#### 10. Director's Responsibility Statement

Your directors state that:

- in the preparation of the annual accounts for the financial year ended 31st March, 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2021 and of the profit /loss of the Company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis;
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

#### 11. Corporate Governance

The Company is committed to maintaining the highest standards of corporate governance and has put in place an effective corporate governance system. In terms of Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance along with Compliance Certificate issued by Statutory Auditors of the Company is attached to the Annual Report and forms integral part of this Report.





## 12. Directors and Key Managerial Personnel

The Board of Prima Industries Limited comprises of 6 directors; One Chairman cum Managing Director, One Whole Time Director,

One Non-Executive Director, Three Independent Non-Executive Directors.

## 13. Corporate Social Responsibility (CSR)

Even though the CSR provisions are not applicable as per Section 135 of the Companies Act, 2013, the Company had voluntarily constituted a sub-committee of the Board called CSR Committee considering the sustainable development by delivering economic, social and environmental benefits for all stakeholders. The detail of the CSR meetings and the attendance of the Directors are provided in the Corporate Governance Report.

## 14. Statutory Auditors

Pursuant to the resolution passed by the members of the Company at its 23<sup>rd</sup> Annual General Meeting held on 18<sup>th</sup> September, 2017 in respect of the appointment of M/s. J. Krishnan & Associates, Chartered Accountant, (Firm Registration No. 001523S) till the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company, your Board proposed a resolution in the AGM Notice for ratifying the appointment of M/s. J. Krishnan & Associates, Chartered Accountant, (Firm Registration No. 001523S) as the Statutory Auditors of the Company, to hold office from the conclusion of the 27<sup>th</sup> Annual General Meeting till the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company.

## 15. Statutory Audit Report.

M/s. J. Krishnan & Associates, Statutory Auditors have submitted an unqualified Audit Report for the Financial Year 2020-21 except a mentioning about few related party transactions in the form of loans which are well within the limit specified in section 185 of the Companies Act, 2013. The comments/observations of Auditors are explained in the Notes to the Accounts, forming part of the Balance Sheet as at 31<sup>st</sup> March, 2021 which are self-explanatory and, therefore do not call for any further comment under Section 134(5) of the Companies Act, 2013.

## 16. Cost Auditors.

Your Company does not qualify for the eligibility norms of the Section 148 of the Companies Act, 2013 read with Companies (Cost Records and audit) Rules, 2014 regarding the appointment of

Cost Auditor for conducting cost audit. Accordingly, Cost Audit was not conducted for the Financial Year 2020-21. However, the company is maintaining adequate cost records as stated under the said rules.

## 17. Secretarial Auditors

Pursuant to the resolution passed by the Board of Directors in its meeting held on 29<sup>th</sup> June 2021 had appointed Mr. CS N Balasubramanian, Partner, M/s. BVR Associates, Company Secretaries (ACS/FCS No.F6439, CP. No.4996) to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2020-21.

## 18. Secretarial Audit Report and Secretarial Standards

The Report given by the Secretarial Auditors is annexed as Annexure – I and forms integral part of this Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

However they pointed out that;

(i) the Company being a Public listed company is required to appoint Internal Auditor as per Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The Company is in the process of complying with the provisions of the Act.

(ii) it is noted that dematerialization of promoter shareholding is less than 100% i.e. 98.24% of the total promoter shareholding has been dematerialized and the rest 1.76% is in the process of dematerialization and the company is in the process of such conversion.

During the year 2020-21, your Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

## 19. Extract of Annual Return

The Extract of Annual Return in Form MGT 9 as required under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies





(Management and Administration) Rules, 2014 is available on the website of the Company. The Annual Return is annexed as Annexure - II and forms integral part of this Report.

#### **20. Particulars of Loan, Guarantees and Investments**

During the year under Report, your company has not given directly or indirectly any loan to any person or other body corporate or has given any guarantee or provide security in connection with a loan to any other body corporate or person and has not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more as prescribed under section 186 of the Companies Act, 2013.

#### **21. Particulars of Contracts or Arrangement with Related Parties**

The Related Party Transactions that were entered during the financial year under review were in the ordinary course of business. There were no materially significant Related Party Transactions entered into by the Company during the year under review other than reported in the accounts. The Company has a process in place to periodically review and monitor Related Party Transactions. All the related party transactions were in the ordinary course of business and at arm's length as prescribed under section 188(1) of the Companies Act, 2013. The Audit Committee has approved all related party transactions for the FY 2020-21 and estimated transactions for FY 2021-2022. There were no material transactions with related parties during the year other than as shown in the Financial Statements.

#### **22. Subsidiary/Associate/Joint Venture Companies**

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

#### **23. Deposits**

Your Company has not accepted any deposit from public within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed

thereunder.

#### **24. Risk management**

The Board of Directors had constituted Risk Management Committee to identify elements of risk in different areas of operations and to

policy for actions associated to mitigate the risks. The Committee on timely basis informs the Board of Directors about risk assessment and minimization procedures which in the opinion of the Committee may threaten the existence of the Company, if any. The details of Risk Management Committee and its frequency of meetings are included in the Corporate Governance Report.

#### **25. Significant and Material orders passed by the Regulators/Courts/Tribunals**

No significant or material orders were passed by the Regulators or Courts or Tribunals which impacts the going concern status and Company's operations in future.

#### **26. Material changes and commitments**

No material changes and commitments, affecting the financial position of the Company, have occurred between the end of the financial year of the Company and the date of this Report.

#### **27. Internal Control Systems and their Adequacy**

The Directors had laid down internal financial controls to be followed by your Company and such policies and procedures adopted by your Company for ensuring the orderly and efficient conduct of its business, including adherence to your 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. The Audit Committee evaluates the internal financial control system periodically.

#### **28. Audit Committee**

The present Audit Committee of your Company is constituted with Mrs. Swati Gupta, Mrs. Vanshika Rathi & Miss. Vedika Agarwala. During the year, all recommendations of the Audit Committee were accepted by the Board of Directors. Particulars regarding the Audit Committee are provided under the Section 'Board Committees' in the Report on Corporate





Governance.

### **29. Declaration and Meeting of Independent Directors**

The Company has received declarations from all the Independent Directors of the Company

confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013. A separate meeting of Independent Directors was held on 11<sup>th</sup> May, 2020 and 22<sup>nd</sup> February, 2021 in which all the Independent Directors were present and reviewed the performance of the Board of Directors of the Company and its management.

### **30. Familiarization Program for Independent Directors**

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

### **31. Evaluation of Board's Performance**

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

### **32. Managerial Remuneration**

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

The statement of Disclosure of Remuneration

under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), forms part of the Corporate Governance Report.

### **33. Disclosure on Establishment of a Vigil Mechanism**

In terms of the provisions of Section 177(9) & (10) of the Companies Act, 2013 and pursuant to the Regulation 22 of SEBI (LODR) Regulations 2015, a Vigil Mechanism has been established by the Company for directors and employees to report genuine concerns. This shall provide for adequate safeguards against victimization of directors or employees or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

### **34. Fraud Reporting reported by Auditors under Section 143**

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

### **35. Provision for safeguard of women**

The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed there under are strictly complied with. Your Company believes in providing a safe and harassment free workplace for every individual working in the company premises through various interventions and practices. The Company endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. In this light, the company has framed a well-defined policy on Prevention of Sexual Harassment for an employee. The Company did not receive any Complaint during the year 2020-21.

### **36. Conservation of energy, technology absorption, foreign exchange earnings and outgo**

The particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 for the financial year ended 2020-21 is enclosed as Annexure III to the Board's Report.

### **37. Human Resources/Industrial Relations**





Your Company considers people as its biggest assets and 'Believing in People' is at the heart of its human resource strategy. The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity to

contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. The Company is giving direct employment to about 40 employees.

### 38. Industrial Relations

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

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

### 39. Appreciation

Your Directors express their appreciation and gratitude to all the customers, clients, vendors, investors, bankers, financial institutions, Government as well as Non-Government agencies and other business associates for their continued support and participation in the Company. It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders. The Board also places on record its appreciation for the contribution and support extended by all employees of Prima Industries Limited.

For and on behalf of the Board of Directors  
Sd/-

S K Gupta

Place: Cochin Chairman & Managing Director

Date: 13.08.2021 (DIN: 00248760)

**ANNEXURE I**  
**Form No: MR 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR**  
**ENDED 31ST MARCH, 2021**

[Pursuant to section 204(1) of the  
Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and  
Remuneration of Managerial Personnel)  
Rules, 2014]

To,  
THE MEMBERS,  
PRIMA INDUSTRIES LIMITED  
DOOR NO. V-679/C, INDUSTRIAL  
DEVELOPMENT AREA,  
MUPPATHADAM, EDAYAR, COCHIN, KERALA-  
683110.  
CIN: L15142KL1994PLC008368

We, BVR & Associates Company Secretaries LLP have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PRIMA INDUSTRIES LIMITED [CIN:L15142KL1994PLC008368] (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records produced to us and according to information and explanations given to us by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2021 complied with the provisions of the Companies Act, 2013 (Act) and the Rules made there under, the Memorandum and Articles of Association of the Company and also applicable provisions of the aforesaid law, standards, guidelines, agreements, etc.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2021 according to the provisions of:





1. The Companies Act, 2013 and the Rules made there under.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
4. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
  - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
5. The Listing Agreements entered into by the Company with Bombay Stock Exchange  
As informed to us the following other Laws specifically applicable to the Company as under:
  1. The Competition Act, 2002.
  2. The Kerala Panchayat Raj Act and Kerala Municipalities Act.
  3. The Kerala Shops & Establishment Act, 1960
  4. Kerala Industrial Establishments (National & Festival Holidays Act) 1958
  5. Sexual Harassment of Women at the work place (prevention, prohibition and redressal) Act, 2013.
  6. Food Safety And Standards Act, 2006
  7. Indian Boilers Act 1923
  8. The Water (Prevention and Control of Pollution) Act, 1974.
  9. The Air (Prevention & Control of Pollution) Act, 1981
  10. The Environment (Protection) Act, 1986.
  11. The Legal Metrology Act.
  12. The Standard of Weight & Measures (Enforcement) Act, 1985.

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

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

We report that, during the year under review:

1. The status of the Company during the financial year has been that of a Listed Public Company.
2. The Company has not been a holding or a subsidiary of another Company. The Company is a Listed Public Company.
3. The Board of Directors of the Company has been duly constituted as on the date of the Report. There were no changes in the composition of the Board of Directors during the period under review.  
Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
4. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, there being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel.
5. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and directorships in other Companies and interests in other entities.
6. The Company has not advanced loans, given guarantees and provided securities to directors and/or persons or firms or Companies in which directors were interested.
7. The amount borrowed by the Company from its directors, members, bank(s)/ financial institution(s) and others were within the borrowing limits of the Company. Such borrowings were made



by the Company in compliance with applicable laws.

8. The Company has not defaulted in the repayment of unsecured loans, facilities granted by bank(s)/financial institution(s) and non-banking financial companies. The Company has not issued Debentures or collected Public Deposits.
9. The Company has not created or modified or satisfied charges on the assets of the Company and complied with the applicable laws.
10. All registrations under the various state and local laws as applicable to the Company are valid as on the date of report.
11. The Company has not issued and allotted the securities during the period under scrutiny.
12. The Company has not declared and paid dividends to its shareholders during the period under scrutiny.
13. The Company has;
  - a. no unpaid dividends,
  - b. not issued debentures and
  - c. not accepted fixed deposits

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

14. As informed by the Management, the Company has paid all its statutory dues and satisfactory arrangements have been made for arrears of any such dues.
15. The Company being a listed entity has complied with the provisions of the Listing Agreement.
16. The Company being a listed company has complied Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Also, Section 138 of the Act read with the Companies (Accounts) Rules, 2014.
17. As per the information from the management, the Company has updated the statutory register.
18. The Company has provided a list of statutes in addition to the laws as mentioned above and it has been observed that there are proper systems in place to ensure compliance of all laws applicable to the company.

We further report that:

1. The Company has complied with the provisions of Corporate Governance Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs, Government of India;
2. The Company has followed the Secretarial Standards issued by the Institute of Company Secretaries of India to the extent applicable.
3. The Company has complied with the provisions of Equity listing Agreements and SEBI (Listing Obligations and Disclosure Requirements) entered into with Bombay Stock Exchange. However, it is noted that dematerialization of promoter shareholding is less than 100% (98.24% of the total promoter shareholding has been dematerialized and the rest 1.76% is in the process of dematerialization) and the company is in the process of such conversion. The contents of the website including materiality policies are being updated as per LODR provisions.
4. The Provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, has not applicable to the company during period under scrutiny
5. The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures; and the Company is in the process of preparing the required documents and records as per the rules and regulations as certified by the management.
6. The provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 are not applicable for the Company during the period under scrutiny.
7. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with regard to grant of Stock Options and implementation of the Schemes are not applicable for the Company during the period under scrutiny.





8. The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable for the Company during the period under scrutiny.
9. The Company has complied with the provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
10. The provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 are not applicable for the Company during the period under scrutiny.
11. The provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 with regard to buy back of Equity shares are not applicable for the Company during the period under scrutiny.
12. The Company has provided E-voting facility to the members and the Company has entered in to try party agreement between RTA and NSDL as certified by the management.
13. The Company had complied with the Provisions of The Competition Act, 2002 with regard to prohibition of anti-competitive agreements, abuse of dominance and ensuring of competition advocacy. As per the verification, the Company is ensuring fair competition in the market among its competitors.
4. Kerala Industrial Establishments (National & Festival Holidays Act) 1958:- The Company has complied with the provisions of the Act.
5. Sexual Harassment of Women at the work place (prevention, prohibition and redressal) Act, 2013:- Overall Compliance under the Act complied by the Company.
6. Food safety and Standards Act, 2006:- The Company has complied with the provisions of the Act.
7. Indian Boilers Act 1923:-The Company has complied with the provisions of the Act.
8. The Water (Prevention and Control of Pollution) Act, 1974:-The Company has obtained necessary license under the Act.
9. The Air (Prevention & Control of Pollution) Act, 1981:-The Company has obtained necessary license under the Act.
10. The Environment (Protection) Act, 1986:- The Company has obtained necessary license under the Act.
11. The Legal Metrology Act:-The Company has complied with the provisions of the Act.
12. The Standard of Weight & Measures (Enforcement) Act, 1985:-The Company has complied with the provisions of the Act.

**We Further Report That:**

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

1. The Competition Act, 2002:-Overall Compliance under the Act complied by the Company.
2. The Kerala Panchayat Raj Act and Kerala Municipalities Act:-The Company has complied with the provisions of the Act.
3. The Kerala Shops & Establishment Act, 1960:-Overall Compliance under the Act complied by the Company.

We further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. This Report is to be read with our letter of even date which is annexed as Annexure -A, and forms an integral part of this report.

Cochin  
30.06.2021

CS N Balasubramanian  
Designated Partner  
BVR and Associates Company Secretaries LLP  
FCS No. F6439  
C P No.: 4996  
UDIN: F006439C000508204

Annexure A



To,  
The Members  
PRIMA INDUSTRIES LIMITED

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

5. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

6. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Cochin  
30.06.2021

CS N Balasubramanian  
Designated Partner  
BVR and Associates Company Secretaries LLP  
FCS No. F6439  
C P No.: 4996  
UDIN: F006439C000508204

## ANNEXURE II

### **FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2021

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

#### I. REGISTRATION & OTHER DETAILS

1	CIN	L15331KL1987PLC004833
2	Registration Date	17.11.1994
3	Name of the Company	PRIMA INDUSTRIES LTD
4	Category/Sub-category of the Company	Public Company Limited by shares
6	Address of the Registered office & contact details	Door No.V/679-C, Industrial Development Area, Muppathadam .P.O., Edayar, Cochin-683110 Ph: 0484-2551533/2551534. Email:primagroupcompanies@gmail.com
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Venture Capital and Corporate Investments Pvt Ltd. (Category - 1, Registrars) 12-10-167,Bharatnagar, Hyderabad - 500 018, Tel: 040-23818475, Fax: 040-2386024, E-mail: info@vccilindia.com.





## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Cattle Feed	NIC CODE:2171	20
2	Solvent Extraction	NIC CODE:2113	80

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

## IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2020]				No. of Shares held at the end of the year [As on 31.03.2021]				% Change during the year
	Demat	Physical	Total	% of Total share	Demat	Physical	Total	% of Total share	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
Individual/HUF	820739	57000	877739	8.13	822181	57000	879181	8.15	0.02
Central Government	0	0	0	0	0	0	0	0	0
State Government	0	0	0	0	0	0	0	0	0
Bodies Corporates	4972528	0	4972528	46.08	4975031	0	4975031	46.10	0.02
Banks/FI	0	0	0	0	0	0	0	0	0
Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (1)</b>	<b>5793267</b>	<b>57000</b>	<b>5850267</b>	<b>54.21</b>	<b>5797212</b>	<b>57000</b>	<b>5854212</b>	<b>54.25</b>	<b>0.04</b>
<b>(2) Foreign</b>									
Foreign	0	0	0	0	0	0	0	0	0
Individuals ( Non- Residents Foreign Individuals)	2000	47000	49000	0.45	2000	47000	49000	0.45	0
Government	0	0	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors	0	0	0	0	0	0	0	0	0
Any other	0	0	0	0	0	0	0	0	0



Sub Total (A) (2)	2000	47000	49000	0.45	2000	47000	49000	0.45	0
Total (A)(1)+(A)(2)	5795267	104000	5899267	54.66	5799212	104000	5903212	54.70	0.04
B. Public Shareholding									
(1) Institutions	0	0	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0	0	0
Mutual Funds/UTI	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Alternate Investment Funds	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors- Individual (FPI)	0	0	0	0	0	0	0	0	0
Financial Institutions/Banks	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
Any other	0	0	0	0	0	0	0	0	0
Sub Total (B) (1)	0	0	0	0	0	0	0	0	0
(2) Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0
Sub Total (B) (2)	0	0	0	0	0	0	0	0	0
(3) Non-Institutions									
Individual shareholders holding nominal share capital upto Rs. 2 lakh	291111	480800	771911	7.15	289676	480800	770476	7.14	0.01
Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	1829301	2207400	4036701	37.40	1829301	2207400	4036701	37.40	0
NBFCs registered with RBI	0	0	0	0	0	0	0	0	0
Employee Trusts	0	0	0	0	0	0	0	0	0
Overseas	0	0	0	0	0	0	0	0	0





Depositories(holding DRs) (balancing figure)									
Any other	0	0	0	0	0	0	0	0	0
Bodies Corporate	26101	25900	52001	0.48	26117	25900	52017	0.48	0
Clearing Member	10	0	10	0	3013	0	3013	0.03	0.03
Trust	0	0	0	0	0	0	0	0	0
Non-Resident Individuals	32010	0	32010	0.30	26481	0	26481	0.30	0
Sub-total(B)(3)	2178533	2714100	4892633	38.80	2174588	2714100	4888688	45.30	6.50
Total Public (B) (1)+(B)(2)+(B)(3)	2178533	2714100	4892633	38.80	2174588	2714100	4888688	45.30	6.50
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	7973800	2818100	10791900	100	7973800	2818100	10791900	100	0

(ii) Shareholding of Promoter

Sl No.	Shareholder's Name	Shareholding at the beginning of the year - 01.04.2020		Shareholding at the end of the year - 31.03.2021		% change in shareholding during the year
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company	
1.	RAMLA SHAMSUDEEN	1000	0.01	1000	0.01	0
2.	T R AJITH KUMAR	1000	0.01	1000	0.01	0
3.	MUSADDIQUE SHAIKH	1000	0.01	1000	0.01	0
4.	AYYAPPATH RAJGOPAL KARUNAN	1000	0.01	1000	0.01	0
5.	MOHAMMED GHOUSE MOHIUDDIN	1000	0.01	1000	0.01	0
6.	SAMUEL P ISAAC	1000	0.01	1000	0.01	0
7.	K V SHAMSUDHEEN SAMIYYA SHAMSUDHEEN	1000	0.01	1000	0.01	0
8.	PARAKKADAVATH UMMAR	1000	0.01	1000	0.01	0
9.	KARMALI JOSEPH STANLEY ELAMMA STANLEY	1000	0.01	1000	0.01	0
10.	ABDUL AHMAD	1000	0.01	1000	0.01	0
11.	KHAJA MOINUDDIN	1000	0.01	1000	0.01	0



12.	NARENDRA KUMAR SAIKIA	1000	0.01	1000	0.01	0
13.	M G OOMMEN	1000	0.01	1000	0.01	0
14.	VALIYAVEETTILE M MATHEW	1000	0.01	1000	0.01	0
15.	M ABDUL RAHIM MANJU RAHIM	1000	0.01	1000	0.01	0
16.	VIRENDRA KUMAR GUPTA DAYAWATI GUPTA	1000	0.01	1000	0.01	0
17.	SHARMISHTHA RAJNIKANT SHAH RAJNIKANT CHIMANLAL SHAH	1000	0.01	1000	0.01	0
18.	SIBY MATHEW	1000	0.01	1000	0.01	0
19.	T P M MOHAMMED MOIDEEN	1000	0.01	1000	0.01	0
20.	VELISHALA BHADRINATH GANDHI	1000	0.01	1000	0.01	0
21.	UJWAL JOSHUA ARALIKATTI NEENA UJWAL JOSHVA ARALIKATTI	1000	0.01	1000	0.01	0
22.	MOHD HAIDER	1000	0.01	1000	0.01	0
23.	JAVED IQBAL SIDDIQI MUBASHSHERA	1000	0.01	1000	0.01	0
24.	SETHURAMAN	1000	0.01	1000	0.01	0
25.	THOMAS ANTONY	1000	0.01	1000	0.01	0
26.	PRADEEP KUMAR DUDEJA RENU DUDEJA	1000	0.01	1000	0.01	0
27.	MALTIBEN J VAIDYA	1000	0.01	1000	0.01	0
28.	BEENA M SHAH	1000	0.01	1000	0.01	0
29.	K B GOPALAKRISHNAN	1000	0.01	1000	0.01	0
30.	E IBRAHIM	1000	0.01	1000	0.01	0
31.	KAIPILLY VELU SOMAN SINMI SOMAN	1500	0.01	1500	0.01	0
32.	YOGESH KUMAR MITTAL NIDHI MITTAL	1500	0.01	1500	0.01	0
33.	MANISHA MEHTA	1500	0.01	1500	0.01	0
34.	NARENDRAKUMAR C PATEL	1500	0.01	1500	0.01	0
35.	NANU JADEJA DHARITRI NANU JADEJA	2000	0.02	2000	0.02	0
36.	UPENDRA KRISHNA PAI	2000	0.02	2000	0.02	0
37.	GULAB BHAI PATEL AMGA BEN PATEL	2000	0.02	2000	0.02	0
38.	K KRISHNANKUTTY	1000	0.01	1000	0.01	0
39.	MINAXIBEN A PATEL	1000	0.01	1000	0.01	0
40.	KHUSHALBHAI J PATEL	1000	0.01	1000	0.01	0
41.	ARJUNBHAI K PATEL	1000	0.01	1000	0.01	0
42.	USHA SHETH	5000	0.05	5000	0.05	0
43.	AMAL S SHAH RACHANA A SHAH	5000	0.05	5000	0.05	0





44.	SAJJAN KUMAR GUPTA	41101	0.38	41101	0.38	0
45.	SARITA JINDAL	20101	0.19	20101	0.19	0
46.	SATYANARAYANA VULCHI	1000	0.01	0	0	0.01
47.	KARISHMA GUPTA	0	0	2030	0.02	0.02
48.	DIMPLE AGARWALA	20101	0.19	20101	0.19	0
49.	SWATI GUPTA	714335	6.62	714747	6.62	0
50.	SUSHILA GUPTA	23101	0.19	23101	0.19	0
51.	C ABDUL RAHIMAN SAINABA ABDUL RAHIMAN	1000	0.01	1000	0.01	0
52.	MARTIN CLEMENT D SOUZA IRENE SHIRLEY ANITA D SOUZA	1000	0.01	1000	0.01	0
53.	AYYAPPA REAL ESTATE PRIVATE LIMITED	455000	4.22	455000	4.22	0
54.	PRIMA CREDITS LIMITED	1269000	11.76	1269000	11.76	0
55.	PRIMA ALLOYS PRIVATE LIMITED	95000	0.88	95000	0.88	0
56.	PRIMA AGRO LIMITED	1019528	9.45	1019531	9.45	0
57.	AYYAPPA ROLLER FLOUR MILLS LTD	2134000	19.77	2136500	19.80	0.03
58.	GHANSHYAMBHAI M PATEL SAROJBEN G PATEL	1000	0.01	1000	0.01	0
59.	HEERU VASHDEV NAINANI	2000	0.02	2000	0.02	0
60.	NIRMALA SANTU SAMTANI	2000	0.02	2000	0.02	0
61.	DHIRENSING JAGDISHCHANDRA VAIDYA	2000	0.02	2000	0.02	0
62.	NITIN DHANJIBHAI SHAH	2000	0.02	2000	0.02	0
63.	NABTI SHAMUM	2000	0.02	2000	0.02	0
64.	PRABHA VISHNU VAIDYA	3000	0.03	3000	0.03	0
65.	ILYAS AHMED FAIROZ FATHIMA	3000	0.03	3000	0.03	0
66.	BHARAT DOLATRAI DOSHI	5000	0.05	5000	0.05	0
67.	VISHNU NARAYAN VAIDYA	5000	0.05	5000	0.05	0
68.	CHANDERSEN DHALUMAL JATWANI HEMLATA CHANDERSEN JATWANI	10000	0.09	10000	0.09	0
69.	CHANDRA NARENDRAKUMAR KOTHARI	10000	0.09	10000	0.09	0
70.	DEVANANDAN VELEKKATHU PARANGU	1000	0.01	1000	0.01	0
71.	BRANABETTU BHARATH	1000	0.01	1000	0.01	0



	HEGDE					
	Total	5899267	54.56	5903212	54.70	0.14

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

Sl No.	Shareholder's Name	Shareholding at the beginning of the year - 01.04.2020		Shareholding at the end of the year - 31.03.2021	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	KUSHESHWAR JHA	1100500	10.21	1100500	10.21
2	KUSHAGRA GUPTA	704933	6.53	704933	6.53
3	POPATLAL FULCHAND	500000	4.63	500000	4.63
4	BASANT FULCHAND	500000	4.63	500000	4.63
5	MAHENDRA FULCHAND	500000	4.63	500000	4.63
6	SUBHASH FULCHAND	500000	4.63	500000	4.63
7	ANAND TIPNIS	144400	1.34	144400	1.34
8	SANJAYKUMAR SARAWAGI	23868	0.22	23868	0.22
9	S D SHIBULAL	21000	0.19	21000	0.19
10	SRUTHI SHIBULAL	21000	0.19	21000	0.19

(iv) Shareholding of Directors and Key Managerial Personnel

Sl No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1	S.K.GUPTA				
	At the beginning of the year	41101	0.38	41101	0.38
	Changes during the year	NIL	NIL	NIL	NIL
	At the end of the year	41101	0.38	41101	0.38
2	SWATI GUPTA				
	At the beginning of the year	714335	6.62	714335	6.62
	Changes during the year	412	0.004	412	0.004
	At the end of the year	714747	6.62	714747	6.62

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (Rs. In lakh)
		S K GUPTA (CMD)	LADHU SINGH (WTD)	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the	NIL	8,84,000.00	8,84,000.00





	Income-tax Act, 1961			
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
	Stock Option	NIL	NIL	NIL
	Sweat Equity	NIL	NIL	NIL
	Commission - as % of profit - others, specify	NIL	NIL	NIL
	Others, please specify (Death Benefit)	NIL	NIL	NIL
	Total (A)	NIL	8,84,000.00	8,84,000.00

(B) Remuneration to other Directors

Sl No.	Particulars of Remuneration	Name of Directors			Total Amount (Rs. In lakh)
1	Independent Directors	VANSHIKA RATHI	VEDIKA AGARWALA	SRUTI JINDAL	
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	SWATI GUPTA			NIL
	Fee for attending board committee meetings	NIL	NIL		NIL
	Commission	NIL	NIL		NIL
	Others, please specify	NIL	NIL		NIL
	Total (2)	NIL	NIL		NIL
	Total Managerial Remuneration	NIL	NIL		NIL

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

Sl No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (In Rs.)
		GREESHMA BABY (CS)	KUSHAGRA GUPTA (CFO)	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,40,000.00	9,00,000.00	11,40,000.00
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
	Stock Option	NIL	NIL	NIL
	Sweat Equity	NIL	NIL	NIL
	Commission - as % of profit - others, specify	NIL	NIL	NIL



	Others, please specify (Death Benefit)	NIL	NIL	NIL
	Total (A)	2,40,000.00	9,00,000.00	11,40,000.00

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

The company, its directors or other officers were not subject to Penalties/Punishment/Compounding of offences during the FY 2020-2021.

**ANNEXURE III**

Information as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 forming part of the Board's Report for the year ended 31<sup>st</sup> March, 2021.

**A. CONSERVATION OF ENERGY**

Particulars	For the Year 2020-21	For the Year 2019-20
Cattle Feed	49305.66 MT	29135.20 MT
Solvent Extraction	30719.17 MT	27145.54 MT
Refining of Oil	548.66 MT	977.13 MT
Total Production	80573.494 MT	57257.87 MT
Total Power and Fuel Charges	Rs. 13,002,835.00/-	Rs. 10,312,948.00/-
Power and Fuel Consumption Per MT	Rs. 161.38/-	Rs. 180.11/-

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

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

Consumption per unit of production

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

**TECHNOLOGY ABSORPTION**

Disclosure of particulars with respect to technology absorption:-

**RESEARCH & DEVELOPMENT**

- Specific areas in which R&D carried out by the company.
  - Quality Up gradation
  - Productivity enhancement
  - Quality Control Management
- Benefits derived as a result of the above R&D
  - Increase in production and capacity utilization.
  - Repeat order from customers due to consistency in quality.
- Future plan of action
  - To acquire Cost-efficiency in manufacturing operations

through better methods and techniques of production.

- To Increase range of production and storage facility.
  - To develop of new markets.
  - To install waste water treatment plant and rain water harvesting system.
- Expenditure in R&D  
Specific expenditure of recurring or capital nature is not involved in Technology absorption, adoption and innovation.
  - Efforts  
To develop products of International Quality and Standards and implementation of total Quality Assurance System.
  - Benefits





- a. Quality of products can be improved and cost of production can be reduced.
  - b. Scoring high points in evaluation by reputed buyers.
- B. FOREIGN EXCHANGE EARNINGS AND OUTGO**
- a. The Foreign Exchange earned in terms of actual inflows during the year - NIL
  - b. The Foreign Exchange outgo during the year in terms of actual outflows - NIL

Place: Cochin

Date : 13.08.2021

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Prima Group has always been a value-driven organization. These values continue to direct the growth and business of Prima Group of companies. We are aware of our responsibility to generate economic value for the society. In pursuit of our goals, we will make no compromise in complying with applicable laws and regulations at all levels.

The strategic objective of Prima Industries Limited is to build a sustainable organization that remains relevant to the agenda of our customers, while creating growth opportunities for our employees and generating profitable growth for our investors.

Industry structure and developments, segment wise or product-wise performance, outlook, risks and opportunities of the Company and discussion on financial performance with respect to the operational performance, has been covered in the Board's Report more specifically.

Our Company has a favorable work environment that motivates performance, customer focus and innovation while adhering to the highest degree of quality and integrity. As part of manpower development and training and with an aim to enhance operational efficiency, employees of the Company have been sent on postings and assignments to other Prima Group companies.

The Company has an adequate system of internal controls to ensure that transactions are

properly authorized, recorded, and reported, apart from safeguarding its assets. The internal control system is supplemented by well-documented policies, guidelines and procedures and reviews carried out by the Company's internal audit function, which submits reports periodically to the Management and the Audit Committee of the Board.

Further, statements in this Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

Financials performance and Operational Efficiency

The following discussions on our financial condition and result of operations should be read together with our Audited Financial Statements and the notes to these statements included in the annual report. These Financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) under the Historical Cost Convention as a going concern on accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 and guidelines issued by SEBI. The Ind AS are prescribed under Section 133 of the Act, read with Rule 3 of the Companies (Indian

Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

The overall performance of the Company has witnessed a healthy growth in profit during the year 2020-2021 while comparing to that of previous year. Our Company's performance continued to be promising in Animal Feed Division but not made remarkable in the Solvent Extraction Division. The total turnover of the Company is 177.65 Million as against that of the previous year of 175.35 Million. The Net worth of the Company stands at 195.84 Million as against that of the previous year of 150.68 Million.

Segment wise or product wise performance. The company's primary segments have been identified as



- (a) Cattle Feed Division
- (b) Oil Cake Processing Division.

There are no reportable secondary segments.

Segment wise analysis has been made on the above basis and amounts allocated on a reasonable basis. The accounting policies adopted for segment reporting are in line with the accounting policies of the company. The detail of segment wise performance is given along with the Audited Financial Statements which is annexed to this Report.

## CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

### I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government and also the general public at large.

For this purpose the company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations. We, Prima Industries Limited, are committed to good corporate governance and its adherence to the best practices of true spirits at all times. Our corporate Governance philosophy rests on five basic tenets viz. Board's accountability, value creation, strategic guidance, transparency and equitable treatment to all stakeholders.

### II. BOARD OF DIRECTORS

The Board of Directors of Prima Industries Limited plays a pivotal role in ensuring good Corporate Governance. The composition of the Board of the Company is governed by the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the Board as on 31<sup>st</sup> March, 2021 is as follows:

Sl No.	Name of Director	DIN	Category of Directorship
1	S. K. Gupta	00248760	Chairman & Managing Director
2	Ladhu Singh	02320113	Whole Time Director
3	Swati Gupta	00249036	Non-Executive Director
4	Vanshika Rathi	07510075	Non-Executive Independent Director
5	Vedika Agarwala	08448433	Non-Executive Independent Director
6	Sruti Jindal	03363435	Non-Executive Independent Director

Companies Act, 2013.

- None of the directors of the Company were members in more than ten committees or act as Chairperson of more than five committees across all listed entities in which he is a Director. None of the Independent Directors of the Company held directorships in more than seven listed companies.

-The meetings of the Board of directors and committees have been conducted in the manner as specified in Listing Regulations and

### ATTENDANCE OF DIRECTORS AT BOARD MEETINGS AND LAST ANNUAL GENERAL MEETING (AGM)

Four Board Meetings were held during the year under review. Details of attendance of Directors at the Board Meetings and AGM held during 2020-21 are given below:

Name of Director	01/20-21 29-06-2020	02/20-21 13-08-2020	03/20-21 12-11-2020	04/20-21 10-02-2021	AGM 28-09-2020
S. K. Gupta	yes	yes	yes	yes	yes
Ladhu Singh	yes	yes	yes	yes	yes
Swati Gupta	yes	yes	yes	yes	yes





Vanshika Rathi	yes	yes	yes	yes	yes
Vedika Agarwala	yes	yes	yes	yes	yes
Sruti Jindal	yes	yes	yes	yes	yes

### INDEPENDENT DIRECTORS

According to Schedule IV to the Companies Act, 2013, a separate meeting of Independent Directors was held on 11<sup>th</sup> May, 2020 and 22<sup>nd</sup> February, 2021 in which the Independent Directors viz., Mrs. Vanshika Rathi, Mrs. Sruti Jindal and Ms. Vedika Agarwala were present and reviewed the performance of the Board of Directors of the Company and its management.

Familiarization programme for Independent Directors generally form part of the Board process. The Independent Directors are updated on an on-going basis at the Board / Committee meetings, inter-alia, on the following:

- Nature of industry in which the Company operates;
- Business environment and operational model of various business divisions of the Company including important developments thereon;
- Important changes in regulatory framework having impact on the Company.

### III. BOARD COMMITTEES

During the financial year 2020-21, the Board of Prima Industries Limited had five Committees viz. Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility and Risk Management Committee.

#### (a) AUDIT COMMITTEE

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations, as applicable, besides other terms as referred by the Board of Directors. The Audit Committee reviews the audit and internal control procedures, accounting policies and the Company's financial reporting process and ensure that the financial statements are correct, sufficient and credible and exercises the powers as recommended from time to time by SEBI, Stock Exchanges and/or under the Companies Act, 2013. The Audit Committee at the Board level of your Company acts as a link between the

Independent Auditors, the Management and the Board of Directors. The committee interacts with the Independent Auditors, Secretarial Auditors and reviews and recommends their appointment and remuneration.

Further the Audit Committee also reviews the following information mandatorily:

- a) Management discussion and analysis of financial conditions and results of operations;
- b) Statement of significant related party transactions submitted by the management;
- c) Management letters/letters of internal control weaknesses if any issued by the statutory auditors;
- d) Internal Audit report relating to internal control weaknesses, if any and implementation of action points arising there from and
- e) The appointment, removal and terms of remuneration of the Internal Auditors
- f) Quarterly and annual financial statements and
- g) Risk assessment and minimization procedures

#### Constitution of Audit Committee

The Audit Committee comprises of, Mrs. Vanshika Rathi, Mrs. Swati Gupta and Ms. Vedika Agarwala. Two are independent Directors of the Company and are financially literate and having accounting and related Administrative and Financial Management Expertise. The Chairman of the Audit Committee is Mrs. Vanshika Rathi. The Company Secretary acts as the Secretary to the Committee.

Audit Committee meetings held during 2020-21 and attendance

The Committee met four times during the year 2020-21 on 26<sup>th</sup> June 2020, 11<sup>th</sup> August 2020, 11<sup>th</sup> November 2020 & 10<sup>th</sup> February 2021. The necessary quorum was present at these meetings. The attendance during these meetings were as follows:



Name of Director	26.06.2020	11.08.2020	11.11.2020	10.02.2021
Vanshika Rathi	yes	yes	yes	yes
Swati Gupta	yes	yes	yes	yes
Vedika Agarwala	yes	yes	yes	yes

#### (b) NOMINATION AND REMUNERATION COMMITTEE

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Section 178 of the Act and Regulation 19 of Listing Regulations, besides other terms as referred by the Board of Directors. The role includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees, formulation of criteria for evaluation of Independent Directors and the Board, devising a policy on diversity of Board of Directors, and identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board their appointment, removal and noting their cessation and recommendation on extension or continuation of the terms of appointment of the Independent Directors.

#### Constitution of Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of, Mrs. Vanshika Rathi, Mrs. Swati Gupta and Ms. Vedika Agarwala. Two are independent Directors of the Company and are financially literate and having accounting and related Administrative and Financial Management Expertise. The Chairman of the Committee is Ms. Vedika Agarwala.

During the year the Committee met once on 18<sup>th</sup> June 2020. All the members were present at the meeting.

#### Performance Evaluation

The criteria for performance evaluation covers the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent

Directors was done by the entire Board of Directors and in the evaluation of the Directors, the Directors being evaluated had not participated.

#### (c) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Even though the CSR provisions are not applicable as per Section 135 of the Companies Act, 2013, the Company had voluntarily constituted a sub-committee of the Board called CSR Committee considering the sustainable development by delivering economic, social and environmental benefits for all stakeholders. The CSR Committee of your Company comprises of Mr. Ladhu Singh, Mrs. Swati Gupta & Mrs. Vanshika Rathi as members. The Chairman of the Committee is Mr. Ladhu Singh. During the year the Committee met once on 25<sup>th</sup> May 2020 and reviewed the CSR activities undertaken by the Company.

#### (d) RISK MANAGEMENT COMMITTEE

Evaluation of Business Risk and managing the risk has always been an ongoing process in your Company. The roles and responsibilities of the Risk Management Committee are as prescribed under Regulation 21 of the Listing Regulations and includes monitoring and reviewing of risk management plan on a quarterly basis and reporting the same to the Board of Directors periodically as it may deem fit, in addition to any other terms as may be referred by the Board of Directors, from time to time.

The Risk Management Committee comprises of Mr. Ladhu Singh, Mrs. Swati Gupta & Mrs. Vanshika Rathi, as members. The Chairman of the Committee is Mrs. Swati Gupta. The Company Secretary acts as the Secretary to the Committee. During the year the Committee met once on 25<sup>th</sup> May 2020.

#### (e) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee oversees, inter-alia, redressal of shareholder and investor grievances, transfer/transmission





of shares, issue of duplicate shares, exchange of new design share certificates, recording dematerialization/ rematerialiation of shares and related matters. The roles and responsibilities of the Stakeholders Relationship Committee are as prescribed under Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Committee comprises of Mrs. Swati Gupta, Mrs. Vanshika Rathi and Ms. Vedika Agarwala as members. Mrs. Swati Gupta is the Chairperson to the Committee. The Company Secretary acts as the Secretary to the Committee in order to discharge the function of the Committee and to place a report at each Board meeting on matters dealt by the committee each quarter.

During the year the Committee met one time on 4<sup>th</sup> February 2021. All the members were present at the meeting.

As on 31<sup>st</sup> March, 2021 no complaints remained unattended/pending more than thirty days. The company has no share transfers/transmission pending as on 31st March, 2021.

Name, Designation and Address of the Compliance Officer

MS. GREESHMA BABY  
Company Secretary and Compliance Officer  
Prima Industries Limited  
Door No.XVII/639-A,  
Industrial Development Area,  
Muppathadam P.O., Edayar,  
Cochin - 683 110  
Ph: 0484-2551533/2551534  
Email:primagroupcompanies@gmail.com  
CIN: L15142KL1994PLC008368

#### IV. REMUNERATION OF DIRECTORS

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

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

Particulars	S.K. Gupta	Ladhu Singh	Swati Gupta
Salary, benefits, bonus etc paid during the year	Nil	8,84,000.00	Nil
Commission due/paid/payable	Nil	Nil	Nil
Sitting fees (for Board and its committees)	Nil	Nil	Nil

#### V. GENERAL BODY MEETINGS

The date, time and venue of the last three Annual General Meetings were as follows:

Year	Location	Date	Time	No. of special resolutions passed
2017-18	Door No,V/679-C, IDA,Muppathadam P.O. Edayar, Cochin - 683 110	19.11.18	12.30 PM	1
2018-19	Door No,V/679-C, IDA,Muppathadam P.O. Edayar, Cochin - 683 110	26.09.19	12.00 PM	0
2019-20	Door No,V/679-C, IDA,Muppathadam P.O. Edayar, Cochin - 683 110	28.09.20	12.00 PM	2

Postal Ballot

During the FY 2020-21, no resolution was put



through by postal ballot. None of the business proposed to be transacted in the ensuing AGM requires the passing of a Special Resolution by way of postal ballot.

#### VI. MEANS OF COMMUNICATION

All price-sensitive information and matters that are material to shareholder are disclosed to the respective Stock Exchanges, where the securities of the Company are listed. All submission to the Exchanges are made through the respective electronic filing systems.

Quarterly/half-yearly/annual results, notices and information relating to General Meetings, etc. are published in leading newspapers Janayugam, Malayalam daily and in Financial Express, English Daily and are notified to the Stock Exchanges as required under the Listing Regulations.

The Management hold quarterly briefs with analysts and institutional investors. The presentation made to the institutional investors and analysts for quarterly/ annual results are available on the Company's website under the head 'Financials'.

#### VII. GENERAL SHAREHOLDER INFORMATION

Month/Year	Month's High Price	Month's Low Price	Volume (Nos.)
April 2020	8.10	7.14	599
May 2020	7.14	6.90	800
June 2020	7.80	6.80	4464
July 2020	7.80	6.38	5543
August 2020	11.51	6.79	12517
September 2020	13.10	8.56	13200
October 2020	11.23	8.28	6323
November 2020	9.13	8.87	487
December 2020	13.08	8.43	16288
January 2021	17.78	13.30	31637
February 2021	17.11	14.20	13255
March 2021	17.10	13.55	6050

(e) Performance in comparison to broad-based indices: Not Applicable

(f) Details of securities suspended: Not Applicable

(g) Register and transfer Agent:

Venture Capital and Corporate Investments Pvt. Ltd

(Category- I Registrars)

#### (a) Annual General Meeting

Day, Date and Time: Monday, 27<sup>th</sup> September 2021, at 2:30 PM

Venue : Door No,XVII/639A-IDA, Muppathadam P.O. Edayar, Cochin- 683 110

Financial Year : 1<sup>st</sup> April 2020 to 31<sup>st</sup> March 2021

Annual Book Closure: 21<sup>st</sup> September 2021 to 27<sup>th</sup> September 2021 (Both days inclusive)

#### (b) Dividend Payment

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

#### (c) Listing of shares and stock code:

The Company's equity shares are listed on the Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai - 400 001 and the listing fees for the year 2020-21 has been paid to the Stock Exchanges. The Company's Stock Code is 531246.The International Securities Identification Number (ISIN) for the Company's shares is INE723N01012.

#### (d) Market Price Data

Market Price data - high, low during each month in the FY 2020-2021 on BSE Ltd, Mumbai.

12-10-167, Bharat Nagar, Hyderabad - 500 018

Ph :040-23818475, Fax: 040-23868024

Email:info@vccilindia.com

#### (h) Share Transfer System

The Company's shares being in the compulsory demat list, are transferable through the depository system. However, shares held in





physical form are processed by its Registrar & Share Transfer Agent in co-ordination with the Company and share certificates are returned within fifteen days from the date of receipt of the transfer by the Company provided that the

transfer documents are complete in all respects.

**(i) Distribution of shareholding**  
Distribution of shareholding as on 31<sup>st</sup> March 2021

**Distribution Details on Shares for the period 31-3-2021 INE723N01012**

No. of Shares held	Members		Shares	
	Number	% to Total	Number of Shares	% to Total
Upto - 500	582	56.61	181896	1.69
501 - 1000	276	26.85	241862	2.24
1001 - 2000	64	6.23	110713	1.03
2001 - 3000	35	3.40	90743	0.84
3001 - 4000	9	0.88	33761	0.31
4001 - 5000	20	1.95	97860	0.91
5001 - 10000	16	1.56	120816	1.12
10001 and above	26	2.53	9914249	91.87
<b>Total</b>	<b>1028</b>	<b>100</b>	<b>10791900</b>	<b>100</b>

**Shareholding Patten as on 31<sup>st</sup> March, 2021;**

Category	Category of Shareholder	Number of Share Holders	Total Number of Shares	Number of Shares held in Dematerialized Form	Percentage to total shares
(A)	Promoter and Promoter Group				
(1)	Indian				
a	Individuals/Hindu Undivided Family	51	8779181	822181	8.15
b	Central Government /State Government (s)	0	0	0	0
c	Bodies Corporate	5	4975031	4975031	46.10
d	Financial Institutions / Banks	0	0	0	0
e	Any other(PAC)	0	0	0	0
f	Others	0	0	0	0
	Sub-Total (A)(1)	56	5854212	5797212	54.25
(2)	Foreign				



a	Individuals (Non-Resident Individuals/ Foreign Individuals)	14	49000	2000	0.45
b	Bodies Corporate	0	0	0	0
c	Institutions	0	0	0	0
d	Qualified Foreign Investor	0	0	0	0
e	Any Other	0	0	0	0
	Sub-Total (A)(2)	14	49000	2000	0.45
	Total Shareholding of Promoter and Promoter Group A=(A)(1) + (A)(2)	70	5903212	5799212	54.70
(B)	Public Shareholding				
(1)	Institutions	0	0	0	0
a	Mutual Funds/UTI	0	0	0	0
b	Venture Capital Funds	0	0	0	0
c	Alternate investment funds	0	0	0	0
d	Foreign Venture Capital Investors	0	0	0	0
e	Foreign Portfolio investors-Individual	0	0	0	0
f	Foreign Portfolio investors-Corporate	0	0	0	0
g	Financial Institutions/Banks	0	0	0	0
h	Insurance Companies	0	0	0	0
i	Provident funds/pension funds	0	0	0	0
j	Any other	0	0	0	0
k	Foreign Institutional investors	0	0	0	0
l	Qualified Foreign investor	0	0	0	0
m	Qualified Foreign investor-Corporate	0	0	0	0
n	Foreign Bodies Corp	0	0	0	0





o	Foreign Nation	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
(2)	Central Government/State Government (s)	0	0	0	0
	Sub-Total (B) (2)	0	0	0	0
(3)	Non-institutions				
a	Bodies Corporate	10	52017	26117	0.48
b	Individuals	1049	770476	289676	7.14
	-Individual Shareholders holding nominal share capital upto Rs. 2 Lakh				
	-Individual Shareholders holding nominal share capital in excess of Rs. 2 Lakh	11	4036701	1829301	37.4
c	Qualified Foreign Investor-Corporate	0	0	0	0
d	Clearing Member	10	3013	3013	0
e	Trust	0	0	0	0
f	Non-Resident Individuals	11	26481	26481	0.30
g	Foreign Bodies Corp	0	0	0	0
h	Foreign Nation	0	0	0	0
i	FPI - Individual	0	0	0	0
j	FPI - Corporate	0	0	0	0
	Sub-Total (B)(3)	1091	4888688	2174588	45.30
	Total Public Shareholding B=(B)(1)+(B)(2)+(B)(3)	1091	4888688	2174588	45.30
	Total (A)+(B)	1161	10791900	7973800	100.00

**(j) Dematerialisation of shares and liquidity**

The Company has arranged agreements with National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) for dematerialisation of shares through Venture Capital and Corporate Investments Private Limited. 73.89 % total Equity shares of the Company have been dematerialised as at 31<sup>st</sup> March, 2021.

**(k) Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and impact on equity:**  
None

**(l) Commodity price risk or foreign exchange risk and hedging of activities:**  
Not Applicable

**(m) Plant Location**

New Industrial Development Area  
Menon Para Road, Kanjikode  
Palakkad - 678 621

**(n) Address for correspondence**

Company Secretary & Compliance Officer  
Prima Industries Limited  
Door No.XVII/639-A,



Industrial Development Area  
Muppathadam P.O., Edayar, Cochin – 683 110  
Ph: 0484-2551533/2551534  
Email:primagroupcompanies@gmail.com  
CIN: L15142KL1994PLC008368

#### OTHER DISCLOSURES

1. Related Party Transactions - All transactions with related parties were in the ordinary course of business and at arm's length. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company. The details of related party transactions are disclosed in Note No. 30 attached to and forming part of the financial statements.
2. Non-compliance by the company - No penalties/strictures have been imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other Statutory Authority on any matter relating to capital markets during the reporting period except the fine paid on 18<sup>th</sup> January 2021 in respect of the discrepancy for Non-compliance of Disclosure on Related Party transactions on consolidated basis for the Half Year ended on September 2020 under Regulation on 23 (9) (LODR) Regulations, 2015. Regarding this discrepancy, Company applied a request for waiver of the fine and the same has been approved by the Stock Exchange on 20<sup>th</sup> July 2021. The penalty amount paid will be adjusted towards the Annual Listing Fees/other pending charges/fees payable to the Exchange accordingly as per the order of the Stock Exchange.
3. Vigil Mechanism and Whistle Blower Policy - The Company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the audit committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.
4. None of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of

Corporate Affairs or any such statutory authority. A certificate from a company secretary in practice certifies the same is annexed to Corporate Governance Report as Annexure A.

5. 5. The Company has complied with all the mandatory corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
  6. The company has also ensured the implementation of non-mandatory items specified in sub regulation 1 of Regulation 27 of the Listing Regulations such as
    - a) The Board -The Company have a Non - Executive Chairman cum Managing Director
    - b) Shareholder Rights - Half yearly and other quarterly financial statements are published in newspapers and uploaded on Company's website.
    - c) Modified opinions in audit report - The Company has a regime of un-qualified financial statements. Auditors have raised no qualification on the financial statements
7. Code of Conduct - All members of the board, the Executive officers and the senior officers have affirmed compliance to the code as on 31<sup>st</sup> March 2021. A declaration to this effect, signed by the CMD is appended at Annexure B to this report.
8. Compliance Certificate - As required by the Schedule V of the listing regulation, the Auditors certificate on corporate governance is appended at Annexure C to this report.





### **ANNEXURE A**

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

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

On the basis of written representation/declaration received from directors and taken on record by the Board of Directors as on 31<sup>st</sup> March 2021, none of the directors on the Board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

Sd/-  
CS N Balasubramanian  
Designated Partner  
BVR and Associates Company Secretaries LLP  
Place: Cochin FCS No. F6439  
Date: 13.08.2021 C P No.: 4996

### **ANNEXURE B**

#### **CODE OF CONDUCT Pursuant to part D of Schedule V of SEBI (LODR) Regulations 2015**

I hereby declare that all the members of the Board of Directors and Senior Management personnel have affirmed compliance with the Code of Conduct of the Board of Directors and Senior Management personnel of Prima Industries Limited in respect of the financial year 2020-2021.

Sd/-  
S K Gupta  
Place: Cochin Chairman and Managing Director  
Date: 13.08.2021 DIN: 00248760

### **ANNEXURE C**

#### **COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE Pursuant to Regulation 34(3) and Schedule V (E) of the SEBI (LODR) Regulations, 2015**

To the Members  
PRIMA INDUSTRIES LIMITED  
Door No. V-679/C, IDA,  
Muppathadam, Edayar,  
Cochin, Kerala-683110.  
CIN: L15142KL1994PLC008368

We have examined the compliance of conditions of Corporate Governance by Prima Industries Limited for the year ended 31<sup>st</sup> March, 2021 as stipulated in Regulation 34 (3) read with Schedule V (E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

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

For J KRISHNAN & ASSOCIATES  
Chartered Accountants  
FRN: 001523S  
Sd/-  
Nishanth Sebastian Jose,  
Partner  
Date: 13.08.2021  
Place: Cochin Membership No. 218068



### CEO AND CFO CERTIFICATION

The Board of Directors  
Prima Industries Limited

Dear Members of the Board,

1. We have reviewed Financial Statements, read with the Cash Flow Statement of Prima Industries Limited for the year ended 31<sup>st</sup> March 2021 and that to the best of our knowledge and belief, we state that:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements present a true and fair view of the Company's affairs and are in compliance with current Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal control for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and;
4. We have indicated to the Auditors and the Audit Committee that:
  - a) There are no significant changes, in internal control over financial reporting during the year;
  - b) There are no significant changes, in accounting policies made during the year and;
  - c) There are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-  
S.K. Gupta  
Chairman &  
Managing Director

Sd/-  
Kushagra Gupta  
Chief Financial Officer

Place: Kochi  
Date:13-08-2021

### INDEPENDENT AUDITORS' REPORT

To the Members of Prima Industries Limited  
Report on the Audit of Standalone Financial  
Statements

#### Opinion

We have audited the accompanying standalone financial statements of Prima Industries Ltd. ('the Company'), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss, statement of changes in equity, and statement of cash flows for the year then ended, and the notes to the standalone financial statements, a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us the aforesaid standalone financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, and its profit, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standard of Auditing (SAs) specified under section 143(10) of the Act. Our responsibility under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the





Act and the Rules thereunder and we have fulfilled our 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.

**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

Audit Matter	Auditor's Response
<p>Accuracy of recognition, measurement, presentation and disclosures of revenues in view of the adoption of Ind AS 115 "Revenue from Contracts with Customers"(new Accounting Standard).</p>	<p>We assessed the Company's process to identify the impact of adoption of new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> <li>• Evaluated the design of internal controls relating to the implementation of the new revenue accounting standard.</li> <li>• Selected sample of the controls and tested the operating effectiveness of the internal control, analysed and identified the distinct performance and obligations in these contracts.</li> <li>• Compared these performance obligation with that identified and recorded by the company.</li> </ul>

**Other Information**

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

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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a

material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

**Management's responsibility for the standalone financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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.

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.

From the matters communicated with those charged with governance, we determine those





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

#### Emphasis of Matters

1 The company has advanced a short term interest free unsecured loan to two associate companies during the year amounting to Rs. 1, 30, 00,000.00 which are not in compliance with the requirement of section 185 of Companies Act, 2013.

Our opinion is not modified in respect of these matters.

#### Report on Other Legal and Regulatory Requirements

A. 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 Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

B. As required by Section 143 (3) of the Act, we report that:

1. 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.
2. 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.
3. The company does not have any branches and so provisions of section 143(8) are not applicable to the company.
4. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
5. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the

Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

6. On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

7. 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.

C. 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, in our opinion and to the best of our information and according to the explanation given to us:

1. The Company does not have any pending litigations which would impact its financial position;
2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
4. The disclosure in the standalone financial statements regarding holding as well as dealing in specified bank notes during the period from 8th November 2016 to 30th December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31st March, 2021.

In our Opinion and according to the information and explanations given to us, the remunerations paid by the company to its directors during the current year is in accordance with the provisions and is not in excess of limit laid down in section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other



details under section 197(16) which are required to be commented upon by us.

For J. Krishnan & Associates  
Chartered Accountants  
Firm Regn. No.001523S

Nishanth Sebastian Jose  
Partner  
M. No.218068  
Place: Kochi  
Date :29/06/2021  
UDIN:21218068AAAANV8025

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF PRIMA INDUSTRIES LTD.**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Prima Industries Limited ("the Company") as of 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We

conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to





permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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. Inherent Limitations of Internal Financial Controls over Financial Reporting Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT IN TERMS OF SECTION 143(11) OF THE COMPANIES ACT, 2013**

- (i) a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
b. As explained to us, the fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.  
c. As per the information and explanations provided to us, title deeds of immovable properties are held in the name of the company.
- (ii) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. In our opinion and on the basis of examination of the records, no material discrepancies were noticed on physical verification of inventory by the management as compared to the book records.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained section 189 of the Companies Act.
- a. The Company has granted interest free unsecured loans to certain parties, which in our

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021 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 J. Krishnan & Associates  
Chartered Accountants  
Firm Regn. No.001523S  
Nishanth Sebastian Jose  
Partner  
M. No.218068  
Place: Kochi  
Date : 29/06/2021

UDIN: 21218068AAAANV8025

opinion, are prima facie prejudicial to the interest of the Company.

- b. The terms of repayment for the above loans have not been stipulated, but the same are stated to be repayable on demand. Since the Company is stated to have not raised any demand for repayment of the above loans, there has been no default.
- c. There are no overdue amounts of loan or interest.
- (iv). Based on our audit procedures and on the information given by the management, we report that the Company has not complied with the provisions of section 185 and 186 while extending unsecured interest free short term loan of Rs.1,30,00,000.00 to an associate concern.
- (v). The Company has not accepted any deposit from public within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under and accordingly paragraph 3 (v) of the order is not applicable.
- (vi). As per information and explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 148 of the Companies Act and we are of the opinion that prima facie the prescribed



accounts and records have been made and maintained.

(vii). (a) According to the records of the Company, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no statutory dues on the last day of the financial year outstanding for a period of more than six months from the date they became payable.

(vii).(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, Service tax, Sales tax, Customs duty and Excise duty which have not been deposited on account of any disputes.

(viii). The company has not taken any loan or borrowing from financial institutions, banks or Government. The company has not issued any debentures till date.

(ix). Based on our audit procedures and on the information given by the management, we report that the Company has not raised any moneys by way of initial or further public offer or any term loans during the year.

(x). Based on the audit procedures performed and the information and explanation given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

(xi). The managerial remuneration paid is in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of Act.

(xii). The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (Xii) of the Order is not applicable to the Company.

(xiii) All transactions with related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been suitably disclosed in the Financial Statements as required by the accounting standards.

(xiv) Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

(xv) Based on the audit procedures performed and the information and explanation given to us, we report that the company has not entered into any non-cash transactions with its directors/director of the company or associate company/a person connected with the Director during the year.

(xvi)The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For J. Krishnan & Associates  
Chartered Accountants  
Firm Regn. No.001523S  
Nishanth Sebastian Jose Partner  
M. No.218068  
Place: Kochi  
Date :29/06/2021

UDIN: 21218068AAAANV8025





**Prima Industries Limited**  
CIN :L15142KL1994PLC008368  
Balance Sheet as at March 31, 2021

Particulars	Note	As at March 31, 2021	As at March 31, 2020
<b>I. Assets</b>			
1 Non-current assets			
- Property, Plant & Equipment	4	69,594,358	69,812,829
- Capital work-in progress	5	-	-
- Financial Assets			
Investments	6A	90,233,779	40,592,114
Loans	6B	1,330,003	1,330,003
- Deferred tax assets (net)	7	352,415	1,821,977
2 Current Assets			
- Inventories	8	2,450,651	7,341,712
- Financial Assets			
Trade receivables	9A	3,689,993	4,826,882
Cash and cash equivalents	9B	4,932,054	12,128,730
Loans	9C	80,000	66,500
- Tax Assets (Net)		13,554,609	5,473,416
- Other current assets	10	32,200,433	18,735,680
<b>TOTAL</b>		<b>218,418,295</b>	<b>162,129,845</b>
<b>II. Equity &amp; Liabilities</b>			
1 Equity			
- Equity share capital	11	229,973,530	229,973,530
- Other equity	12	(34,129,544)	(79,284,205)
2 Liabilities			
Non-Current Liabilities			
- Financial Liabilities			
Borrowings	16	4,544,463	-
- Provisions	15	1,819,494	921,151
3 Current Liabilities			
- Financial Liabilities			
Borrowings	16	135,636	-
Trade payables	17	4,111,032	3,140,804
- Other Current Liabilities	18	5,344,370	6,803,378
- Provisions	15	6,619,314	575,187
<b>TOTAL</b>		<b>218,418,295</b>	<b>162,129,845</b>

**Summary of significant accounting policies** 1,2,3

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors  
Prima Industries Limited

For J Krishnan and Associates  
Chartered Accountants  
(Firm Registration Number 001523S)

Nishanth Sebastian Jose  
Partner  
Membership Number 218068

Sajjan Kumar Gupta Swati Gupta  
Managing Director Director  
DIN- 00248760 DIN- 00249036

Place : Cochin  
Date :29.06.2021  
UDIN: 20218068AAAAGN7984



**Prima Industries Limited**  
 No. V-679/C, Industrial Development Area, Muppathadam, Edayar, Cochin-683110  
 CIN-L15142KL1994PLC008368  
**Statement of Profit and loss for the year ended March 31, 2021**

Particulars	Note	For year ended 31-03-21	For year ended 31-03-20
<b>I Income</b>			
Revenue from operations	18	176,803,783	170,554,052
Other income	19	842,868	4,795,257
<b>Total Revenue</b>		<b>177,646,651</b>	<b>175,349,309</b>
<b>II Expenses</b>			
1 Cost of materials consumed	20	53,525,415	81,394,054
2 Increase or Decrease of inventories	21	1,695,872	(2,337,136)
3 Employee benefits expense	22	17,426,331	14,431,633
4 Finance costs	23	40,811	11,694
5 Depreciation and amortization expense	11	7,440,403	7,290,929
6 Other expenses	24	61,051,743	48,595,537
<b>Total expenses</b>		<b>141,180,575</b>	<b>149,386,711</b>
<b>III Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>36,466,076</b>	<b>25,962,598</b>
<b>IV Profit before tax (I-II)</b>		<b>36,466,076</b>	<b>25,962,598</b>
<b>V Tax expense:</b>	25		
1 Current tax		6,022,343	590,285
2 Deferred tax		(1,171,556)	(950,112)
3 MAT Credit		(6,022,343)	(590,285)
<b>Tax expense</b>		<b>(1,171,556)</b>	<b>(950,112)</b>
<b>VI Profit (Loss) for the year (III - IV)</b>		<b>37,637,632</b>	<b>26,912,710</b>
<b>VII Earnings per equity share of Rs. 10 each</b>	26		
1 Basic		3.49	2.49
2 Diluted		3.49	2.49
<b>Number of shares used in computing Earnings per share</b>			
1 Basic		10,791,900	10,791,900
2 Diluted		10,791,900	10,791,900
<b>Summary of significant accounting policies</b>	2		

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For J. Krishnan & Associates

Chartered Accountants

Firm Reg. No. 001523S

Nishanth Sebastian Jose

Partner

Membership No. 218068

Place: Cochin

Date : 29-06-21

For and on behalf of the board of directors

Prima Industries Limited

Sajjan Kumar Gupta

Managing Director

DIN - 00248760

Swati Gupta

Director

DIN - 00249036





**Prima Industries Limited**  
**No. V-679/C, Industrial Development Area, Muppathadam, Edayar, Cochin-683110**  
**CIN-L15142KL1994PLC008368**

**Cash flow statement for the year ended March 31, 2021**

Particulars	For year ended 31-Mar-2021	For year ended 31-Mar-2020
<b>I Cash flows from operating activities</b>		
Profit before tax and exceptional item	36,466,076	25,962,598
Depreciation and amortization expense	7,440,403	7,290,929
Finance charges	40,811	11,694
Profit on sale of Investments	(658,517)	(4,124,087)
Interest received	(125,667)	(132,917)
Operating profit before working capital changes	<b>43,163,106</b>	<b>29,008,217</b>
Movements in working capital:		
Increase/(decrease) in short term borrowings	135,636	(121,320)
Increase/(decrease) in trade payables	970,227	2,681,121
Increase/(decrease) in provisions	6,942,470	220,330
Increase/(decrease) in other liabilities	(1,459,006)	(577,341)
Decrease/(increase) in loans and advances	(13,607,786)	(8,531,100)
Decrease/(increase) in other assets	(7,951,659)	(731,948)
Decrease/(increase) in Inventories	4,891,061	(5,054,350)
Decrease/(increase) in trade receivables	1,136,889	(1,554,610)
Cash generated from/(used in) operations	<b>34,220,937</b>	<b>15,338,999</b>
Net cash flow from/(used in) operating activities (I)	<b>34,220,937</b>	<b>15,338,999</b>
<b>II Cash flows from investing activities</b>		
Purchase of fixed assets	(7,221,932)	(2,144,939)
Income from Investments	658,517	4,124,087
Purchase of non- current investments	(39,483,517)	(8,174,087)
Interest received	125,667	132,917
Net cash flow from/(used in) investing activities (II)	<b>(45,921,265)</b>	<b>(6,062,022)</b>
<b>III Cash flows from financing activities</b>		
Finance charges	(40,811)	(11,694)
Proceeds from Long Term Borrowings	4,544,463	-
Net cash flow from/(used in) financing activities (III)	<b>4,503,652</b>	<b>(11,694)</b>
Net increase /(decrease) in cash and cash equivalents (I+II+III)	<b>(7,196,676)</b>	<b>9,265,283</b>
Cash and cash equivalents at the beginning of the year	12,128,729	2,863,447
Cash and cash equivalents at the end of the year	<b>4,932,054</b>	<b>12,128,730</b>
Cash and cash equivalents are represented by :		
Balance with banks in current accounts	4,664,189	11,873,177
Cash in hand	267,865	255,552

**Summary of significant accounting policies**

As per our report of even date attached  
For J. Krishnan & Associates  
Chartered Accountants  
Firm Reg. No. 001523S

Nishanth Sebastian Jose  
Partner  
Membership No. 218068  
Place: Cochin  
Date : 29-06-21

SK Gupta                      Swati Gupta  
Managing Director      Director  
DIN - 00248760      DIN - 00249036



**Prima Industries Limited**  
CIN :L15142KL1994PLC008368  
**Notes forming part of the Financial Statements**

NOTE 4- Property,Plant & Equipment	Plant & Office					Total
	Land	Building	Plant & Equipment	Vehicles	Office equipments	
<b>Year ended 31 March, 2020</b>						
Gross Carrying Amount						
Opening Gross carrying amount	8,890,990	59,803,407	178,199,961	333,814	25,736,257	272,964,429
Exchange differences						-
Additions	636,327	1,300,360	26,059		182,193	2,144,939
Disposals						-
Transfers		-				-
Closing Gross Carrying Amount	9,527,317	61,103,767	178,226,020	333,814	25,918,450	275,109,368
<b>Accumulated Depreciation</b>						
Opening balance	-	33,207,840	139,152,443	333,814	25,311,513	198,005,610
Depreciation charge during the year		785,727	6,418,467	-	86,734	7,290,929
Exchange differences						-
Disposals						-
Closing Accumulated Depreciation	-	33,993,567	145,570,911	333,814	25,398,247	205,296,539
Net Carrying Amount	9,527,317	27,110,200	32,655,110	-	520,203	69,812,829
<b>Year ended 31 March, 2021</b>						
Gross Carrying Amount						
Opening Gross carrying amount	9,527,317	61,103,767	178,226,020	333,814	25,918,450	275,109,368
Exchange differences						-
Additions	118,550		219,367	6,881,515	2,500	7,221,932
Disposals						-
Transfers						-
Closing Gross Carrying Amount	9,645,867	61,103,767	178,445,387	7,215,329	25,920,950	282,331,300
<b>Accumulated Depreciation and Impairment</b>						
Opening accumulated depreciation	-	33,993,567	145,570,911	333,814	25,398,247	205,296,539
Depreciation charge during the year		799,753	6,426,129	102,987	111,534	7,440,403
Impairment loss						-
Exchange differences						-
Disposals						-
Closing Accumulated Depreciation	-	34,793,320	151,997,040	436,801	25,509,781	212,736,942
Net Carrying Amount	9,645,867	26,310,447	26,448,348	6,778,528	411,169	69,594,358

On the basis of technical evaluation, the Management is of the view that during the financial year 2019-20 there existed neither any internal indication nor any external indication suggesting that any of the assets belonging to the Company are impaired as mentioned in the Ind AS 36 issued by the Institute of Chartered Accountants of India. Based on the above, the Company has not made any provision in its accounts for the year ended 31st March 2020 towards impairment of assets.





**NOTE 6B -Loans**

Particulars	As at	
	March 31, 2021	March 31, 2020
Unsecured considered good Security Deposits	1,330,003	1,330,003
<b>Total</b>	<b>1,330,003</b>	<b>1,330,003</b>

**NOTE 7 :Deferred tax Assets**

Particulars	As at	
	March 31, 2021	March 31, 2020
Deferred Tax Asset		
Gratuity provision	413,611	180,042
Carried forward loss	10,557,038	10,557,038
Date :		
Deferred Tax Liability		
Fair value change in Equity instrument	(2,610,203)	30,915
Property,Plant & Equipment	(8,008,031)	(8,946,018)
<b>Net Deferred Tax Asset</b>	<b>352,415</b>	<b>1,821,977</b>

**Movement in deferred tax assets**

Particulars	Gratuity provision	Carried forward loss	Fair value change in Equity instrument	Property,Plant & Equipment
At 1 April 2017	112,489	587,034	(587,034)	-
Charged/(credited)				
-to profit or loss	30,401	10,959,074		(10,557,085)
-to other comprehensive income		-	(401,989)	
At 31 March 2018	142,890	11,546,108	(989,023)	(10,557,085)
Charged/(credited)				
-to profit or loss	698,059	(694,845)		(9,862,240)
-to other comprehensive income			(569,182)	
At 31 March 2019	840,950	10,851,263	180,977	(9,862,240)
Charged/(credited)				
-to profit or loss	(660,908)	(294,225)		916,223
-to other comprehensive income			(150,062)	
At 31 March 2020	180,042	10,557,038	30,915	(8,946,018)
Charged/(credited)				
-to profit or loss	233,569	-		937,987
-to other comprehensive income			(2,641,118)	
At 31 March 2021	413,611	10,557,038	(2,610,203.33)	(8,008,030.92)

Deferred tax assets on losses are only recognized to the extent it is sufficient to offset the deferred tax liabilities as in management judgment there is no probable certainty that there would be future taxable income against which such

**NOTE 8 : Inventories**

Particulars	As at	
	March 31, 2021	March 31, 2020
At lower of cost and net realisable value		
Raw Materials	-	-
Finished goods	766,003	2,461,875
Consumables, Stores & Spare Parts	1,684,648	4,879,837
	<b>2,450,651</b>	<b>7,341,712</b>

- 1 Inventories are valued at lower of cost and net realizable value using First in First Out method.
- 2 Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale and cost includes purchase cost and



**NOTE 9: Current Financial Assets**

**NOTE 9A :Trade Receivables**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Trade receivables ( Unsecured, considered good)	3,689,993	4,826,882
	<u>3,689,993</u>	<u>4,826,882</u>
Receivables exceeding six months	-	-
Others	3,689,993	4,826,882

**NOTE 9B :Cash and cash equivalents**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Balance with Banks		
- In Current Accounts	4,664,189	11,873,177
Cash in Hand	267,865	255,553
Total	<u>4,932,054</u>	<u>12,128,730</u>

**Balances in current accounts**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
(i) Canara Bank, Pudussery	33,852	8,730
(iii) ICICI, Kalamassery	3,453,382	10,560,188
(iv) IOB, Edappally	1,165,514	1,147,238
(vi) State Bank of India, Pudussery	11,441	3,296
(vii) IOB, Kanjikode	-	153,726
	<u>4,664,189</u>	<u>11,873,177</u>

**NOTE 9C : Short term Loans**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Unsecured Considered Good		
Loan to employees	80,000	66,500
Total	<u>80,000</u>	<u>66,500</u>

**NOTE 10 : Other Current Assets**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Advances for expenses	885,497	324,715
Advance to Related Parties	30,969,135	17,969,135
Interest Income Receivable	-	129,534
Prepaid expenses	345,800	312,296
	<u>32,200,433</u>	<u>18,735,680</u>

**NOTE 11 :Equity share capital**

Particulars	Equity Shares		Preference shares	
	Shares	Amount	Shares	Amount
<b>Authorised :</b>				
As at April 2020	13500000	135000000	11500000	115000000
Increase during the year	-	-	-	-
As at April 2021	13500000	135000000	11500000	115000000
<b>Issued, Subscribed &amp; Paid Up :</b>				
As at April 2020	10791900	107919000	11197403	111974030
Increase during the year	-	-	-	-
As at April 2021	10791900	107919000	11197403	111974030
<b>Forfeited Shares Account</b>				
As at April 2020	2,016,100	10080500	-	-
Increase during the year	-	-	-	-
As at April 2021	2,016,100	10080500	-	-





**Rights, Preferences and Restrictions attached to equity Shares**

- 1 The Company has only one class of shares referred to as Equity Shares having a par value of Rs.10/- per share. Each holder of Equity Shares is entitled to one vote per share.
- 2 The company declares and pays dividend in Indian Rupees. The dividend when proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. For the current year, no dividend is
- 3 In the event of liquidation of the company the holders of equity shares shall be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the
- 4 During the year there was no change in the number of shares outstanding at the beginning and at the end of the year.
- 5 The following shareholders hold more than 5% of the shares:

Name	% of holding	As at 31-03-2021		As at 31-03-2020	
		No of Shares	Amount	No of Shares	Amount
Swati Gupta	6.62	714,747	7,147,470	714,335	7,143,350
Ayyappa Roller Flour Mills Ltd	19.80	2,136,500	21,365,000	2,134,000	21,340,000
Prima Credits Limited	11.76	1,269,000	12,690,000	1,269,000	12,690,000
Kusheshwar Jha	10.20	1,100,500	11,005,000	1,100,000	11,000,000
Kushagra Gupta	6.53	704,933	7,049,330	704,933	7,049,330
Prima Agro Limited	9.45	1,019,528	10,195,280	1,019,528	10,195,280

**Preference share**

- (i) The Company has only one class of Preference Shares (non-convertible cumulative redeemable) having a face value of
- (ii) Details of shares held by each shareholder holding more than 5% shares:

Name	% of holding	As at 31-03-2021		As at 31-03-2020	
		No of Shares	Amount	No of Shares	Amount
Ayyappa Roller Flour Mills Ltd	100.00	11,197,403	111,974,030	11,197,403	111,974,030

**NOTE 12 : Reserves & Surplus**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Capital Reserve (Investment subsidy)	1,500,000	1,500,000
Other Reserves - Waiver of Loan on One Time Settlement	147,694,030	147,694,030
Retained earnings	(190,789,546)	(228,427,178)
Equity instrument through other comprehensive income	7,465,972	(51,057)
	<u>(34,129,544)</u>	<u>(79,284,205)</u>

**NOTE 13 : Analysis of items of other comprehensive income (OCI), net of tax**

**Fair value change in equity instruments**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Opening Balance	72,373,163	50,972,358
Fair value change in equity instruments	45,154,661	21,400,804
Closing Balance	<u>117,527,824</u>	<u>72,373,163</u>

**NOTE 14 : Earning per share**

**Basic and diluted earning per share**

The calculations of profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic earnings per share calculation are as follows:

**i. Profit (loss) attributable to equity shareholders (basic and diluted)**

Particulars	For period ended	For period ended
	March 31, 2021	March 31, 2020
Profit (loss) for the year, attributable to the equity holders	37,637,632	25,923,685
	<u>37,637,632</u>	<u>25,923,685</u>

**ii. Weighted average number of equity shares (basic and diluted)**

Particulars	For period ended	For period ended
	March 31, 2021	March 31, 2020
Opening Balance	10,791,900	10,791,900
Effect of fresh issue of shares for cash	-	-
Weighted average number of equity shares for the year	10,791,900	10,791,900
Earning Per Share (EPS) - (Rs.)	3.49	2.40

**NOTE 15 : Provisions**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
<b>Non-Current Provisions</b>		
Provision for Employee benefits		
Gratuity-defined benefit liability	1,819,494	921,151
Total	<u>1,819,494</u>	<u>921,151</u>
<b>Current Provisions</b>		
Provision for Employee Benefits		
Provision For Exgratia	6,619,314	575,187
	<u>6,619,314</u>	<u>575,187</u>

The Company has a defined benefit gratuity plan. Gratuity is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement/termination/resignation. The benefit vests on the employees after completion of 5 years of service. The Gratuity liability has not been externally funded. Company makes provision of such gratuity liability in the books of accounts on the basis of company's own valuation.



**NOTE 16: Borrowings**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
<b>Non Current Borrowings</b>		
Term Loan for Vehicle ( <i>Refer note (i) below</i> )	4,544,463	-
	<u>4,544,463</u>	<u>-</u>
<b>Current Borrowings</b>		
Bank over draft	135,636	-
	<u>135,636</u>	<u>-</u>
	<u>4,680,099</u>	<u>-</u>

**Notes:**

**i. Term Loan for Vehicle**

The Company has availed term loan from ICICI bank for purchase of vehicle on hypothecation of vehicle. The loan is for Rs.55,90,000 which carries an interest rate of 7.35% and repayable in 60 installments.

The Working Capital Loans are secured by hypothecation of present and future goods, book debts and all other movable assets of the company and second charge on the fixed assets and further guaranteed by the Managing Director.

**NOTE 17 :Trade Payables**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Other Trade Payables	4,111,032	3,140,804
	<u>4,111,032</u>	<u>3,140,804</u>

**Disclosure under Micro, Small and Medium Enterprises Development Act:**

The Company has not received any intimation from its vendors regarding their status under Micro small and Medium Enterprises Development Act,2006 and hence disclosures if any,required under the said Act have not been made.

**NOTE 18 : Other Current Liabilities**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Statutory dues	180,385	1,066,122
Creditors for expenses	680,926	1,075,942
Creditors for others	1,133,208	1,546,533
Expenses payable	1,847,744	1,784,361
Other Current Liabilities	536,184	1,330,420
Current Maturity of Long Term Debt	965,924	-
	<u>5,344,370</u>	<u>6,803,378</u>

**Statutory dues includes:-**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
TDS Payable	18,157	74,870
TCS Payable	22,925	-
GST Payable	-	900,050
Interest on TDS Payable	31,132	31,132
EPF Payable	75,309	31,530
ESI Payable	32,112	28,540
Profession Tax Payable	750	-
	<u>180,385</u>	<u>1,066,122</u>

**Other Current Liabilities include balances to Related parties:-**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Prima Agro Ltd	536,184	1,330,420
	<u>536,184</u>	<u>1,330,420</u>

**NOTE 19 :Sale of Products**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Sale of products	52,053,501	75,886,122
Sale of services	124,750,283	94,667,930
Total	<u>176,803,783</u>	<u>170,554,052</u>
Sale of products comprises		
Finished goods		
-Palm Kernel Oil - Refined	51,967,321	74,110,867
Other Products	86,180	44,353
Scrap	-	-
Machinery Parts and Electrical Items	-	1,730,903
Total sale of Products	<u>52,053,501</u>	<u>75,886,122</u>
Sale of Services comprises		
Processing Charges	124,750,283	94,667,930
Total - Sale of services	<u>124,750,283</u>	<u>94,667,930</u>




**NOTE 20 : Other Income**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Interest Income	125,667	132,917
Creditors written back	-	-
Other Non Operating Income	717,201	4,662,339
<b>Total</b>	<b>842,868</b>	<b>4,795,256</b>
<b>Other non operating income comprises</b>		
Weigh bridge receipt	18,430	-
Miscellaneous Income	22,690	92,056
Gain on Redemption of Mutual Funds	658,517	4,124,087
Fuel Charges Recovery	17,564	446,196
	<b>717,201</b>	<b>4,662,339</b>

**NOTE 21 : Cost of Materials Consumed**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
<b>Raw Materials</b>		
Opening stock	-	-
Add: purchases	53,525,415	81,394,054
<b>Cost of material consumed</b>	<b>53,525,415</b>	<b>81,394,054</b>

**NOTE 22 : Changes in Inventory**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
<b>Stock as on 1<sup>st</sup> April</b>		
Finished Goods	766,003	2,461,875
<b>Total opening balance</b>	<b>766,003</b>	<b>2,461,875</b>
<b>Stock as on 31<sup>st</sup> March</b>		
Finished Goods	2,461,875	124,740
<b>Total Closing Balance</b>	<b>2,461,875</b>	<b>124,740</b>
<b>Changes in Inventory</b>	<b>(1,695,872)</b>	<b>2,337,136</b>

**NOTE 23 : Employee Benefit Expenses**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Salaries, Wages & Bonus	10,739,297	8,855,287
Contribution to provident and other funds	678,538	662,592
Director's Remuneration	884,072	867,197
Gratuity Expense	952,343	130,345
Ex Gratia	611,971	871,678
Leave salary	89,739	26,402
Post employment medical benefits	243,679	42,184
Staff welfare	3,226,692	2,975,948
	<b>17,426,331</b>	<b>14,431,633</b>

**NOTE 24 : Depreciation and ammortisation expenses**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Depreciation plant,property and equipment	7,440,403	7,290,929
Ammortisation of intangible assets	-	-
	<b>7,440,403</b>	<b>7,290,929</b>

**NOTE 25 : Other Expenses**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Stores and Spares Consumed	39,217,728	27,987,250
Power and fuel	13,002,835	10,312,948
Manufacturing expenses	2,444,704	1,528,187
Repairs and maintenance		
-Plant & Machinery	22,685	91,800
-Others	423,800	2,005,253
Insurance Premium	335,138	238,250
Rates and Taxes	912,095	1,663,101
Auditor's remuneration	105,000	100,000
Professional and legal charges	189,470	190,674
Compensation paid to legal heir of deceased managing director	4,200	-
Travelling & Conveyance	1,784,743	778,707
Transportation Charges	439,141	310,775
Bad debts written off	-	28,126
Claims/Shortages	-	1,089,314
Other Expenses	2,211,014	2,282,845
	<b>61,092,554</b>	<b>48,607,231</b>



<b>Consumables, Stocks and Spares</b>		
Opening stock	4,879,837	2,162,622
Add: purchases	36,022,539	30,704,465
	40,902,376	32,867,087
Less: Closing stock	1,684,648	4,879,837
	39,217,728	27,987,250
Payments to the auditors comprises		
-Statutory audit	105,000	100,000

**NOTE 26 : Tax Expense**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Current Tax	6,022,343	590,285
Deferred Tax	(1,171,556)	38,910
MAT Credit	(6,022,343)	(590,285)
	(1,171,556)	38,910

**Income tax recognized in other income**

Particulars	For the year ended 31/03/2021			For the year ended 31/03/2020		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Fair value change in equity instrument	10,158,147	(2,641,118)	7,517,029	(6,112,001)	1,589,120	(4,522,881)

**Reconciliation of effective tax rate**

A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Particulars	For the year ended	For the year ended
	31/03/2021	31/03/2020
Profit from continuing operations before income tax expense	43,983,105	21,439,714
Tax at the Indian Tax Rate of 26% (Previous Year tax rate - 26%)	11,435,607	5,574,326
Permanent disallowances	-	22,139
Permanent allowances	-	-
Temporary differences	(1,171,556)	38,910
Tax losses for which no deferred tax was recognised	(11,435,607)	(5,596,465)
<b>Total income tax expense/(credit)</b>	<b>(1,171,556.00)</b>	<b>38,910</b>
Effective tax rate	-2.66%	0.18%

**NOTE 27 : Other comprehensive income**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Equity instrument through other comprehensive income	10,158,147	(6,112,001)
Tax effect of the above	(2,641,118)	1,589,120
	7,517,029	(4,522,881)

**NOTE 28 : Contingent liabilities and Commitments**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
a. Claims against the company not acknowledged as debt;	Nil	Nil
b. Guarantees;		
- Guarantees issued by the bank	Nil	Nil
c. Other money for which the company is contingently liable	Nil	Nil
d. Claims against the Company not acknowledged as debts		
- Sales Tax demand disputed by the Company	Nil	Nil
- Central Sales Tax demand disputed by the Company	Nil	Nil
- KGST demand disputed by the Company	Nil	Nil
- Penalty disputed by the Company	Nil	Nil
e. Estimated amount of contracts remaining to be executed on capital account and not provided for;	Nil	Nil
f. Uncalled liability on shares and other investments partly paid	Nil	Nil
g. Other commitments - Dividend on Cumulative Redeemable Preference Shares	105,974,030	94,776,627

In view of the Carried forward loss and financial crunch of the Company it was not possible to propose dividend in respect of 10% cumulative preference shares.





**NOTE 29 : Activity in foreign currency**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
a. Earnings in Foreign Exchange	Nil	Nil
b. CIF Value of Imports	Nil	Nil
c. Expenditure in Foreign Currency	Nil	Nil
d. Dividends remitted in foreign currencies	Nil	Nil

**NOTE 30 : Disclosure as per Ind As 24 - Related Party Disclosure**

**Details of Related Parties:**

Description of relationship	Names of related parties
a.) Key Management Personnel	1 . Mr. Sajjan Kumar Gupta (Managing Director) 2 . Mr. Swati Gupta Gupta (Director)
b.) Entities under common control	1. Prima Agro Limited 2. Prima Beverages Pvt Limited 3. Ayyappa Real estate Private Limited
c.) Associates	1. Ayyappa Roller Flour Mills Limited 2. Prima Credits Limited

Particulars	As at	As at
	March 31, 2021	March 31, 2020
<b>Transactions during the year</b>		
<b><u>Purchase Consumables</u></b>		
Prima Beverage Private Limited	-	75,000
<b><u>Loans taken</u></b>		
Prima Agro Limited	1,510,000	-
Ayyappa Roller Flour Mills Ltd	-	2,800,000
Prima Beverages Pvt Ltd	250,000	9,000,000
<b><u>Liabilities transferred</u></b>		
Prima Agro Ltd	273,281	-
Ayyappa Roller Flour Mills Ltd	-	2,000,000
<b><u>Receivables Taken</u></b>		
Prima Agro Ltd	17,213	-
<b><u>Loans Repaid/Given</u></b>		
Prima Agro Limited	2,587,929	2,800,000
Prima Beverages Pvt Ltd	250,000	-
Ayyappa Roller Flour Mills Ltd	13,000,000	19,550,000
<b><u>Cash (received)/Paid</u></b>		
Prima Beverages Pvt Ltd	-	1,500
<b><u>Other expenses met/(paid)</u></b>		
Prima Agro Limited	27,625	167,682
<b><u>Balances outstanding at the end of the year</u></b>		
<b><u>Other Current Liabilities</u></b>		
Prima Agro Limited	536,184	1,330,420
Prima Beverage Pvt Ltd	25,912	25,912
<b><u>Other Current Assets</u></b>		
Ayyappa Roller Flour Mill	30,969,135	17,969,135

**NOTE 31 : Financial Instruments and risk management**

- The Company has disclosed all the financial assets and liabilities at amortized cost.
- The Company's board of directors has overall responsibility for the establishment and oversight of the company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk
- Expected credit loss

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance, lease receivables, trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, financial guarantee Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights.

Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. All cash shortfalls) discounted at the original effective interest rate.

- Trade receivables or contract revenue receivables; and
- impairment allowance based on lifetime ECL at each reporting date, right from its initial recognition.

No allowance has been made for ECL during the year (Previous year Nil) as the Management is of the opinion that all debtors other than those specifically provided for are realisable in its entirety. This is evidenced by the fact that debtors position of the Company has substantially improved as compared to the previous financial year.



**NOTE 32 :Operating segments**

**1 Primary Segment Information(By Business Segment)**

The company's primary segments have been identified as

- (a) Cattle Feed Division
- (b) Oil Cake Processing Division.

There are no reportable secondary segments.

**NOTE 33 : Estimation of uncertainties relating to the global health pandemic from COVID-19 ( COVID-19):**

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts and consensus estimates from market sources on the expected future performance of the Company. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these standalone financial statements.

**NOTE 34 : General**

- 1 Set off has been made to the extent debit balances could be linked with corresponding credit balances
- 2 The amounts in the financial statements are presented in rupees unless otherwise stated
- 3 Personal balances are subject to confirmation
- 4 Previous year figures have been regrouped and reclassified wherever necessary to correspond to the current year's classification/disclosure.

As per our report of even date attached  
For J Krishnan and Associates  
Chartered Accountants  
(Firm Registration Number 001523S)

Nishanth Sebastian Jose  
Partner  
Membership Number 218068

Place : Cochin  
Da 29-06-21

For and on behalf of the Board of Directors  
Prima Industries Limited

Sajjan Kumar Gupta Swati Gupta  
Managing Director Director  
DIN- 00248760 DIN- 00249036





Prima Industries Limited  
CIN : L15142KL1994PLC008368

A. Equity share capital

Particulars	Opening balance as at 1 Apr 2020	Changes in equity share capital during the year	Closing balance as at 31 Mar 2021
Equity Shares	107,919,000	-	107,919,000
Forfeited Shares Account	10,080,500	-	10,080,500
preference share	111,974,030	-	111,974,030
Total	229,973,530	-	229,973,530

B. Other Equity

Particulars	Opening balance as at 1 Apr 2020	Changes in accounting policy/ prior period errors	Restated balance as at 1 Apr 2020	Total comprehensive income for the year	Dividends	Transfer to retained earnings	Tax on other comprehensive income	Closing balance as at 31 Mar 2021
1 Capital Reserve	1,500,000	-	1,500,000	-	-	-	-	1,500,000
2 Other Reserves - Waiver of Loan on One Time	147,694,030	-	147,694,030	-	-	-	-	147,694,030
3 Retained Earnings	(228,427,177)	-	(228,427,177)	37,637,632	-	-	-	(190,789,545)
4 Equity instrument through other comprehensive	(51,057)	-	(51,057)	10,158,147	-	-	(2,641,118)	7,465,972
Total reserves	(79,284,204)	-	(79,284,204)	47,795,779	-	-	(2,641,118)	(34,129,544)



26 SEGMENT REPORTING		Annexure 1				
Particulars	Animal Feed Division		Crude Oil Processing/Solvent Extraction		Consolidated Total	
	Current Year	Prev Year	Current Year	Prev Year	Current Year	Prev Year
<b>A. Revenue</b>						
External Sale	-		52,053,501	75,886,122	52,053,501	75,886,122
Processing Charges	60,240,017	35,071,431	64,510,265	59,596,499	124,750,283	94,667,930
Unallocated income	-				842,868	4,795,257
<b>Total Segment Revenue</b>	<b>60,240,017</b>	<b>35,071,431</b>	<b>116,563,766</b>	<b>135,482,621</b>	<b>177,646,651</b>	<b>175,349,309</b>
<b>B. Result</b>						
Raw material consumed			53,525,415	81,394,054	53,525,415	81,394,054
Consumables	27,452,410	19,591,075	11,765,318	8,396,175	39,217,728	27,987,250
Gunny Sticking	-	-			-	-
Electricity	9,101,984	7,219,064	3,900,850	3,093,884	13,002,835	10,312,948
Other overheads	72,392	158,605	12,277	80,973	84,669	239,578
Repairs and Maintenance	-		177,231	613,804	177,231	613,804
Advertisement Expenses	36,204	40,301	15,516	17,272	51,720	57,573
Employee benefits expense	12,198,432	10,102,143	5,227,899	4,329,490	17,426,331	14,431,633
Lab expenses	4,173	23,230	1,789	9,956	5,962	33,186
Insurance	234,597	166,775	100,542	71,475	335,138	238,250
Finance cost	28,568	8,186	12,243	3,508	40,811	11,694
Depreciation	2,250,293	2,247,611	4,179,116	4,174,136	6,429,409	6,421,747
Allocated segment expenses	51,379,053	39,556,991	78,918,197	102,184,727	130,297,250	141,741,717
Un-allocated expenses					10,883,326	7,644,994
<b>Operating Profit/(Loss)</b>	<b>8,860,964</b>	<b>(4,485,560)</b>	<b>37,645,569</b>	<b>33,297,894</b>	<b>36,466,076</b>	<b>25,962,598</b>
Less: Current tax					6,022,343	590,285
Less: Deferred Tax					(1,171,556)	38,911
Less: MAT Credit					(6,022,343)	(590,285)
<b>Profit from ordinary activities</b>	<b>8,860,964</b>	<b>(4,485,560)</b>	<b>37,645,569</b>	<b>33,297,894</b>	<b>37,637,632</b>	<b>25,923,687</b>
Less : Extra-ordinary loss					-	-
<b>Net Profit/(Loss)</b>	<b>8,860,964</b>	<b>(4,485,560)</b>	<b>37,645,569</b>	<b>33,297,894</b>	<b>37,637,632</b>	<b>25,923,687</b>
<b>C. OTHER INFORMATION:</b>						
<b>Assets</b>						
Segment Assets						
Fixed Assets	9,262,820.35	11,436,335	17,202,381	21,238,908	26,465,201	32,675,243
Current Assets, Loans & Advances	1,936,500	666,387	36,484,577	29,944,619	38,421,077	30,611,007
Un-allocated assets					153,532,017	98,843,595
<b>Total Assets</b>	<b>11,199,320</b>	<b>12,102,722</b>	<b>53,686,958</b>	<b>51,183,527</b>	<b>218,418,295</b>	<b>162,129,845</b>
<b>D. Liabilities</b>						
Segment Liabilities	1,861,627	2,464,340	4,908,872	4,196,950	6,770,499	6,661,290
Un-allocated liabilities					211,647,797	155,468,555
<b>Total Liabilities</b>	<b>1,861,627</b>	<b>2,464,340</b>	<b>4,908,872</b>	<b>4,196,950</b>	<b>218,418,295</b>	<b>162,129,845</b>
<b>E. Depreciation</b>						
Segment Depreciation	2,250,293.15	2,247,611	4,179,116	4,174,136	6,429,409	6,421,747
Unallocated Depreciation					1,010,994	869,182
<b>Total Depreciation</b>	<b>2,250,293</b>	<b>2,247,611</b>	<b>4,179,116</b>	<b>4,174,136</b>	<b>7,440,403</b>	<b>7,290,929</b>





**Prima Industries Limited**  
**No. V-679/C, Industrial Development Area,**  
**Muppathadam, Edayar, Cochin-683110**

**Notes to financial statements for the year**  
**ended March 31, 2021**

1 Corporate information

Prima Industries Limited (the “Company”), is an Indian Company registered under the Companies Act, 2013. The Company was promoted primarily for Solvent Extraction and also for the refining of Oil.

2.1 Basis of accounting and preparation of financial statements

The Financial Statements have been prepared on the historical cost convention. These statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of Companies Act 2013 read with Rule 3 of the Companies ( Indian Accounting Standards) Rules 2015 and the Companies ( Indian Accounting Standards ) Amendment Rules 2016 . The accounting policies have been consistently applied by the Company. The preparation required adoption of estimates and assumptions that can affect the reported amounts of revenue and expenditure and the assets and liabilities as well as the disclosure of contingent liabilities. Differences between the actual results and estimates are recognized in the year in which they become known or materializes. The financial statements are presented in Indian Rupees (INR)

2.2 Use of estimates

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.3 Summary of Significant accounting policies

a. Inventories

Finished goods, Raw materials and Inventories are valued at lower of cost and net realizable value.  
Cost Formula

Inventories are valued by using First in First Out method.

Net realizable value is the estimated selling price in the ordinary course of business.

(Where cost includes purchase cost and processing expenses (for finished goods))

As the company carries inventory of finished goods of various grade / quality, and the net realizable value of all such grade / quality are not available, the valuation is done based on the rates as certified by the Managing Director.

b. Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

c. Depreciation and amortization

Depreciation on Fixed Assets is provided to the extent of depreciable amount on Straight line Method (SLM) . Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

c. Revenue recognition

Revenue from sale of goods is recognized at the point of dispatch to the customers, net of sales returns. Income from processing is recognized on accrual basis.

d. Fixed assets

Fixed Assets are stated at their original cost of acquisition including taxes, duties, freight and other incidental expenses relating to the acquisition and installation of the concerned assets less accumulated depreciation.

e. Employees Benefits  
Retirement Benefits

Contribution to provident fund and employees’ welfare fund are charged to Profit & Loss Account on accrual basis.



The liability on account of gratuity has been provided for on the basis of company's own valuation as per AS - 15.

f. borrowing Costs

Borrowing Cost that are directly attributable to the acquisition and construction of the qualifying asset are capitalized. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing cost are recognized in the period in which they are incurred.

The amount of borrowing costs capitalized during the year is Rs. Nil.

h. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

i. Taxes on Income

The company does not have any income tax liability during the year since profits are offset by accumulated brought forward loss of the previous years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realized against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

j. Impairment Loss

"The carrying amounts of assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal/external factors. An

impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

In the opinion of the management, current assets, loans and advances will realize the values as stated in the Balance Sheet, if realized in the normal course of business.

k. segment Reporting

The company's primary segments (business segments) have been identified as (a) Cattle Feed Division, (b) Oil Cake Processing Division. There are no reportable geographical segments. Segment revenue, segment results, segment assets and segment liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable estimate. The expenses, which are not directly attributable to any of the business segment are shown as unallocated expenditure. Assets and liabilities that cannot be allocated between the segments are shown as part of unallocated assets and liabilities respectively.

l. Cash Flow Statement

Cash Flow Statement has been prepared under the Indirect Method as per AS - 3. Cash & Cash Equivalents in the statement comprises of Cash in hand & balances with banks.

m. Provisions and contingencies

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation





in respect of which the likelihood of outflow of resources is remote, no Provisions for onerous contracts i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

- 3 The Working Capital Loans are secured by hypothecation of present and future goods, book debts and all other movable assets of the company and second charge on the fixed assets and further guaranteed by the Managing Director.

#### One Time Settlement with Banks

The interest waiver obtained on one time settlement with banks during the year 2011 - 12 and 2012 - 13 have been

provision or disclosure is made.

credited to profit & loss account. The interest waiver obtained in earlier years has been reduced from the brought forward losses and the principal amount waived were credited to the Capital Reserves.

The One Time Settlement amount for the Term Loan includes the value of Cumulative Redeemable Preference Shares allotted to the Bank, against overdue interest upto 31/03/2012 and converting the outstanding Principal amount and converting the present value of savings on account of reduction in rate on a restructuring . The One Time Settlement amount net of the value of the Cumulative Preference shares is considered to be principal amount waiver and the entire interest outstanding as per books is considered to be waived and has been reduced from the brought forward losses.