

PRIMA INDUSTRIES LTD



23rd ANNUAL REPORT 2016-17

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IMPORTANT COMMUNICATION TO MEMBERS

Sending notices and documents to shareholders

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

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri. S K Gupta	:	Chairman & Managing Director
Smt. Swati Gupta	:	Deputy Managing Director
Shri. Ladhu Singh	:	Whole Time Director
Mrs. Padmaja Nagraj	:	Independent Director
Miss.Vanshika Agarwala	:	Independent Director

AUDITORS

M/s G.Joseph & Associates, Chartered Accountants, Ernakulam

BANKERS

ICICI Bank

Indian Overseas Bank

REGISTERED OFFICE

“Door No: V/679-C

Industrial Development Area

Muppathadam P O, Edayar

Cochin – 683 110

SHARE TRANSFER AGENTS

M/s. Venture Capital and Corporate Investments Pvt Ltd.

(Category – 1, Registrars) 12-10-167,

Bharatnagar, Hyderabad – 500 018,

Tel: 040-23818475, Fax: 040-2386024

E-mail: info@vccilindia.com.

PLANT LOCATION

New Industrial Development Area

Menon Para Road, Kanjikode

Palakkad – 678 621

NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of PRIMA INDUSTRIES LIMITED will be held at its Registered Office at "Door No: V/679-C, Industrial Development Area, Muppathadam P O, Edayar, Cochin - 683 110 held on Monday, the 18th day of September, 2017 at 11.00 a.m. for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Annual Accounts of the Company for the year ended 31st March, 2017 together with the Reports of the Directors and Auditors thereon.

2. To appoint Auditors and to fix their remuneration.

"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 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

Special Business

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution to appoint a Director in place of Mrs. Swati Gupta (DIN: 00249036), who retires by rotation and, being eligible, offers herself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article 107 and any other applicable Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mrs Swati Gupta (DIN: 00249036), a director who is to retire by rotation and being eligible offers herself for reappointment, as a non Executive Director of the Company.

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

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

"RESOLVED FURTHER THAT pursuant to the provisions of revised Clause 49 of the Listing Agreement (effective from October 1, 2014), the members of the Company be and is hereby ratify the contracts/arrangements/transactions entered in to by the Board for the FY 2016-17 with the related parties and as decided by the Board of Directors.

"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."

5. Fixation of fees for delivery of any document through a particular mode on the request of a member.

To consider and if deemed fit to pass with or without modification the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provision of Section 20 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (‘the Act’), (whereby a document may be served on any member of the Company by sending it to him by post or registered post or by speed post or by courier or by electronic or other mode as may be prescribed), upon receipt of a request from a member for delivery of any document to him/her through a particular mode, the consent of the Company be and is hereby accorded to charge the fee, equivalent to the estimated expenses of delivery of the documents plus additional amount has fixed by the board of directors from time to time to meet the incidental cost to the Company in this regard, in advance from the said member, and the Company may deliver the document to the said member in the particular mode as requested by him/her, provided such request along with requisite fee has been duly received by the Company at least 10 days in advance of the date of dispatch of documents by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorize to do all such Acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance along with additional amount as fixed by the Board from time to time.”

6.To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for assuming the liability of Late Mr Sanjay Gupta, Former Managing Director of the Company, on account of Promotional Agreement with M/s KSIDC for and on behalf of the Company..

“RESOLVED THAT in pursuant to the Article 67 of the Articles of Association of the Company and other applicable provisions of the Indian statutes for the time being in force, this Company be and is here by indemnify the legal heirs of Late Mr Sanjay Gupta, former Managing Director of the Company, for all reasonable, actual and necessary expenses, including attorneys’ fees, which have or may be incurred by them or any of them, in connection with the share participation and promotional agreement entered in to by him on 22.05.1995 with M/s KSIDC for and on behalf of the Company, whether by judgment, settlement or upon and after appeal, and arising out of the dispute with M/s KSIDC which was subjected to the decisions of the board of directors of the Company dated 20-12-1994 and 4-5-1995, and the Board of Directors of the Company be and is here by authorized to assume the liability in the name of the Company which is incurred to Late Mr Sanjay Gupta, former Managing Director of the Company or to his legal heirs, arising out of the dispute with M/s KSIDC, in connection with share participation and promotional agreement entered in to by him on 22.05.1995 with M/s KSIDC for and on behalf of the Company.”

By order of the Board
For Prima Industries Limited

Place : Ernakulam
Date : 31-7-2017

S.K.Gupta,
Chairman & MD

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself/herself. Such a proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

2. Proxies in order to be effective must be received by the Company at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

3. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed from 13th September, 2017 to 18th September, 2017 (both days inclusive), for the purpose of AGM.

4. Statement as required under Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.

5. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses email id, ECS mandate. In case you are holding Company's shares in physical form, please inform Company's STA M/s. Venture Capital and Corporate Investments Pvt Ltd. (Category - 1, Registrars) 12-10-167, Bharatnagar, Hyderabad - 500 018, Tel: 040-23818475, Fax: 040-2386024, E-mail: info@vccilindia.com by enclosing a photocopy of blank cancelled cheque of your bank account.

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

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

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

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

10. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting.

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

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

13. Electronic copy of the Annual Report for 2016-17 which includes Notice of the 23rd Annual General Meeting, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.

E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 23rd Annual General Meeting. The

Company has engaged the services of M/s. NSDL and STA of the Company to provide the e-voting facility. The Members whose names appear in the Register of Members / List of Beneficial Owners as on 8th September, 2017 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Friday, 15th September, 2017 (09:00 hrs) and will end on Sunday, 17th September, 2017 (18:00 hrs). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The Company has appointed Mr. Bipin, Chartered Accountant to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure & instructions on e-voting, given in a separate sheet, which forms part of this notice.

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

ITEM NO 2. Change of Auditors and to fix their remuneration.

Section 139(2) of the Companies Act, 2013 (the Act) has mandated all listed companies and certain categories of unlisted public companies and private companies to mandatorily rotate their auditors (whether such auditor is an individual or a firm) once their auditor has served office as an auditor for a period of 10 or more consecutive years (Rotation Period). In this regard, the third Proviso to Section 139(2) of the Act has provided a moratorium period, wherein companies incorporated prior to 1 April 2014, have been provided a time period of 3 years from such date to comply with the requirement to rotate their auditors. Therefore, beginning 1 April 2017, all companies who are required to rotate their auditors under the Act, will have to rotate their existing auditors (Current Firm), if the Current Firm has held office as such company's auditor for a period of 10 years or more.

M/s G. Joseph & Associates, Chartered Accountants, (Registration No.006310S) is therefore retires and the Board had recommended the name of M/s J Krishnan & Associates, 49/3976, 1st floor, I S Press Building, Banerji Road, Kacheripady, Ernakulam-Pin -682018.(Firm REG No 001523S) as the new auditor of the Company who are eligible for appointment and have given a written certificate as per Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 and hence recommend resolution No. 2 for adoption.

ITEM NO. 3

Mrs. Swati Gupta was appointed as a whole time Director of the Company in the Annual General Meeting dated 22-8-2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 103 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director is holding the post of Deputy Managing Director. Mrs Swati Gupta has to retire by rotation, and being eligible, seek re-appointment. In this regard the Company has received request in writing from a member of the Company proposing her candidature for re-appointment as a Non Executive Director of the Company in accordance with the provisions of Section 149, 152, 162 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mrs. Swati Gupta on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 3 for adoption.

ITEM NO. 4: Material related party transactions with Associate Companies.

As per the provision of section 188(1) of the 2013 Act that govern the Related Party Transactions require a Company to obtain prior of shareholders by way of a special Resolution. Further, third provision to section 188 (3) also provide that any contract or arrangement entered in u/s 188(1) may be ratified by the Board or, as the case may be, by the shareholders. The company had entered in to some

related party transactions for the financial year 2016-17 and therefore the above said resolution for prior approval and ratification are put up for approval of the share holders.

Item No.5: Fixation of fees for delivery of any document through a particular mode on the request of a member.

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the member to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. As the cost of providing documents may vary according to the mode of service, weight and its destination etc., it is proposed that actual expense borne by the Company plus additional amount as fixed by the Board of Directors from time to time to meet the incidental cost to the Company for such dispatch shall be paid in advance by the member of the Company.

Since the Companies Act, 2013 requires the fees to be determine in the Annual General Meeting, the board accordingly commend the Ordinary Resolution at Item No.5 of the accompanying notice, for the approval of the members of the Company. None of the directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.5 of the accompanying notice.

Item NO 6

For the purpose of formation of a company there must be a process and that involves several stages. The first stage in the process is the promotion. A promoter is a person who does all necessary preliminary work, incidental to the formation or promotion of the company who subsequently helps to arrange floating of its capital will equally be regarded as a promoter.

In the case of Prima Industries Ltd also Mr Sanjay Gupta was the main promoter. He promoted this Company with the object of carrying on the business of establishing, manufacturing extracting, producing, refining, importing, exporting, trading and distributing all kinds of Extraction of edible oils, non edible oils, Animal Feeds, refined oils, etc.

The Promoters has incorporated a Company under the name and style M/s Prima Industries Limited in which he was the Managing Director and the company established a unit at Kanjikode, Palghat District, for Solvent Extraction of oil cakes and oil seeds with an installed capacity of 300 TPD and oil refinery with an installed capacity of 30 TPD. The Promoters was desirous of associating with KSIDC in establishing and working the project. The KSIDC was also willing to associate with the Promoter in implementing the project. It was the common objective of the parties to establish a plant in Kerala for Solvent Extraction of Oil cakes and oil seeds.

It was estimated by the parties that the cost of the project would be about Rs.1,415 lakhs and the same shall be financed by share capital, loans seed capital assistance and investment subsidy.

It was envisaged that the share capital of the proposed company would be about Rs.1,000 lakhs, loans about Rs.400 lakhs and investment subsidy about Rs. 15 lakhs.

CAPITAL PARTICIPATION

The equity capital of the Company shall be proposed to be held in the following manner:-

		Rs. In Lakhs
KSIDC *	11%	110.00
Promoters		250.00

Public

640.00

1,000.00

=====

On 22.05.1995 a promotional agreement was executed between Mr. Sanjay Gupta in his capacity as Managing Director of Prima Industries Ltd under authorisation of its Board of Directors and the Kerala State Industrial Development Corporation (KSIDC) for setting up a Solvent Extraction Unit and an oil refinery at Palakkad, Kerala. As per the agreement, KSIDC will have to invest Rs.110 Lakhs in the share capital of the company .KSIDC had provided assistance of Rs.110 Lakhs as copromoter by way of capital contribution to Prima Industries Limited in the year 1995 to set up the solvent Extraction Plant and Oil Refinery Plant.

As per clause 7 of the agreement, after the expiry of the period of 5 years , the promoter shall buy back all or any of the equity shares of the KSIDC for the price to be fixed as per sub clause (b) of clause 7 of the agreement.

Due to extraneous circumstance beyond our control like Labour problems, the commissioning of the project was delayed. The solvent Extraction Plant commenced commercial operations only from January, 1997 and the Refinery from November, 1997. Even after this, there were may teething problems, like constant break down of Boiler etc.

The fluctuating Oil prices and uncertain Government policies made things further difficult for the company and it was not generating sufficient cash to meet the financial charges payable to IDBI.

KSIDC on 08.01.2002 called upon Sanjay Gupta to buy back the shares held by KSIDC as per the price formula fixed in the agreement dtd. 22.05.1995. In reply KSIDC was requested to hold on the shares for couple of years so that they will get better returns.

KSIDC then chose to recover the equity share capital by taking coercive steps of Revenue Recovery against Mr. Sanjay Gupta after selling the shares in auction for recovering the balance amount.

Sanjay Gupta has acted on the representative capacity as the authorised person of the company and no liability can be imposed upon Sanjay Gupta in his personal capacity.

KSIDC has initiated Revenue Recovery proceedings against Sanjay Gupta in his personal capacity and his personal assets are attached. Thus a dispute has arisen between parties as to the right of KSIDC to initiate coercive actions against Sanjay Gupta in his personal capacity.

Sanjay Gupta, demanded that the disputes and differences between M/s Prima Industries Ltd and KSIDC, be referred to an Arbitrator for deciding and settling the disputes and differences in accordance with law in Arbitration.

Mr. Sanjay Gupta suggested the name of Sri.N.Sukumaran, Retd. District and Sessions Judge, Triveni, Warriam Road, Cochin as the Sole Arbitrator for the settlement of disputes and differences in accordance with the Provisions of The Arbitration and Conciliation Act.

M/s KSIDC agreed to this proposal and consented to appoint Sri. N. Sukumaran, Retd. District and Sessions Judge, Triveni, Warriam Road, Cochin as the Sole Arbitrator.

This arbitration failed and Sanjay Gupta was made liable to pay Rs. 270 Lakhs with interest @ 10% up to the date of payment to KSIDC. Mr. Sanjay Gupta filed appeal against the award which was also dismissed. Unfortunately on 29-3-2016, Mr. Sanjay Gupta died due to Cancer.

Mr. Sanjay Gupta was held liable for a liability on the ground that he had signed the promotional agreement for and on behalf of the Company in which he was Managing Director.

Taking the full responsibility of a promoter he had tried his level best to establish the business entity as projected even after taking much effort. But as everybody knows, the growth and success of a business depend on so many factors like socio-economic conditions. One cannot predict success in a highly

competitive global economy. Due to various internal and external circumstances, the performance of the Company dipped drastically leading to huge losses and acute financial and liquidity problem because of the fact that the Company imported Coconut Oil Cake from Indonesia for our Solvent extraction Plant and due to sudden change in duty structure the Company could not clear the same in time from the Customs authorities and the imported oil cake got deteriorated in its quality because of poor storage facilities at Wharf and the Company lost heavily on account of duty and Company could not honor the Letters of Credit to Banks. All the Bank Borrowings became over due and Company's accumulated losses crossed the limit of paid up share capital and at one time it was referred under BIFR.

The Company's Total Bank liabilities reached a level of Rs. 28.83 Crores as detailed below during these periods.

IDBI	-	17.16 Crores
State Bank of India	-	6.76 Crores
Bank of India	-	4.91 Crores
Total	-	28.83 Crores

The Company had approached its Banks and Financial Institutions for certain relief and concessions. A comprehensive Corporate Debt Restructuring proposal was approved. In addition to this there was statutory liabilities which became overdue like, sales Tax, PF, ESI, Electricity Charges etc

In order to save the Company from this financial crisis, his family rises to the occasion and brought fund in to the Company by way of Preference shares and settled the above bank dues under OTS and other liabilities to keep his business commitments and credibility. Thus he and his family lost all the assets and saved Prima Industries Ltd from liquidation.

The ultimate result he got is only mental agony, tension and huge liability left to be paid to KSIDC. This may be one of the reasons for his untimely death.

Therefore, S.K.Gupta, father of Late Mr. Sanjay Gupta, aged 77 years, for and on behalf of the helpless family members of Late Mr. Sanjay Gupta requested KSIDC authorities to take a lenient view to the above case and have sympathy to his family by sanctioning a One Time Settlement of the liability of Mr. Sanjay Gupta whose untimely death had made a irreparable loss to the family.

Please note that there are 6 legal hires for Late Mr. Sanjay Gupta. They are, his father, aged 77 years, his mother aged, 72 years, his widowed wife, one married daughter, one unmarried daughter, one son who is studying.

Late Mr. Sanjay Gupta during his tenure in Prima Industries Ltd when he was alive, as Managing Director, had never drawn any remuneration from the Company since it was running in Loss. In our Opinion his family should not be penalized for a liability incurred to him and his family after his untimely death. It is true that the said Rs.110 Lakhs was benefited by the Company from 1995 onwards.

It is expected that KSIDC will sanction an OTS for the above liability of Mr. Sanjay Gupta by giving a substantial relief by taking a positive view of the case.

In the circumstances, the Board proposed a resolution before the Members of the Company and requested to pass the said resolution as a special resolution on humanitarian ground and give approval to assume by the Company, the loss incurred by the Ex-Managing Director and late Mr. Sanjay Gupta, on account of amount due to KSIDC on the share buyback agreement, as per One Time Settlement as may be sanctioned by the KSIDC.

Also sanction may be given to the Board if the amount of liability is agreed to be assumed by the Company, to disburse the amount directly to KSIDC for and on behalf of Late Mr. Sanjay Gupta and if law permits, the same may be debited to share forfeiture A/c of the Company on the ground that it is in the nature of Preliminary Expense write off.

By order of the Board
For Prima Industries Limited

Place : Ernakulam
Date : 31.7.2017

S.K.Gupta
Chairman & MD

DIRECTORS' REPORT

To

The Members of Prima Industries Limited

Your Directors have pleasure in presenting the 23rd Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March 2017.

Introduction

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). According to the Economic Survey ,the Indian economy expected to grow more than 7 percent in 2016-17. The Govt. of India has unveiled a range of initiatives over the past year that will have a big impact on economic growth. The two biggest ones have been the passing of the Goods and Service Tax Bill, the biggest reform in India's indirect tax structure, and the more recent demonetization move. The latter, which saw the govt scrap the Rs.1000 and Rs 500 notes overnight, is one of the most radical economic moves by any country. Demonetization had generated long-term benefits in terms of reduced corruption, greater digitization of the economy, increased flow of financial savings and greater formalization of the economy, all of which eventually lead to higher GDP growth to Indian economy. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy. This initiative is expected to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. Initiatives like Make in India and Digital India will play a vital role in driving the Indian economy. Hope that Govt of India's initiatives in labour reforms, anti-corruption move, governance reforms like Adhar, Unique Identity Number etc will accelerate the development of the economy.

1.Financial Highlights (Standalone)

The gross income for the financial year under review were Rs. 845.08 Lakhs as against Rs. 1510.83 Lakhs for the previous financial year registering a decline of 44%. However the profit before tax from continuing operations including extraordinary and exceptional items was Rs. 103.80 Lakhs for the financial year under review as against a loss of Rs. 24.88 Lakhs for the previous financial year.

(Rupees in Lakhs)

Particulars	(Rupees in Lakhs)	
	For the Year Ended 31-3-2017	For the Year Ended 31-3-2016
Net Sales /Income from Business Operations	- 841.71	1508.71
Other Income	- 3.37	2.12
Total Income	- 845.08	1510.83
Less Interest	- 0.10	0.18
Profit before Depreciation	- 174.35	49.21
Less Depreciation	- 70.55	74.09
Profit after depreciation and Interest	- 103.80	(24.88)
Less Current Income Tax	- 00.00	00.00
Less Previous year adjustment of Income Tax ,	- 00.00	00.00
Less Deferred Tax	- (0.58)	0.27

Net Profit after Tax	-	104.38	(24.61)
Dividend (including Interim if any and final)	-	0.00	0.00
Net Profit after dividend and Tax	-	104.38	(24.61)
Amount transfered to General Reserve-	-	0.00	0.00
Balance carried to Balance Sheet	-	104.38	(24.61)
Earning per share (Basic)	-	0.97	(0.23)
Earning per Share(Diluted)	-	0.97	(0.23)

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

Your Company is a complex unit with Solvent Extraction Division, Oil Refining Division and Animal Feed Division, which are situated at Kanjikode, Palakad. It 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. This plant has the capacity to extract oil from any oil-bearing material such as Mustard, Cottonseed, Rapeseed, and Sunflower Cake etc.

Its Animal Feed Division 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 present capacity utilization of Prima's manufacturing facilities are around 40 to 50 % of the installed capacities, Bulk of the capacity utilization is for conversion contracts for well established companies like Kerala Feeds , KSE etc . Their products are manufactured according to their own specifications.

3. Change in the Nature of Business.

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

4. Changes in Share Capital

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

- 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.
- No Bonus Shares were issued during the year under review.
- The Company has not provided any STOCK OPTION Scheme to the employees.
- The Company has not issued any Equity shares with Differential Rights.
- The Company had extended the redemption period of Preference shares due for redemption from 3 years to 13 years after obtaining the written consent form the Preference share holding 100% Preference shares of the Company.

5. CAPITAL EXPENDITURE

An amount of Rs.9.31 Lakhs Spend on Capital Expenditure and Additions to Fixed Assets during the FY 2016-17 as detailed below be and is here by approved.

Item		Amount in Rs.
Buildings	-	72909.00
Plant and Equipments	-	32580.00
Office Equipments	-	43350.00
Capital Work in Progress	-	781826.00

6. DEPOSITS

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

7.DEPOSITORY SYSTEM

As the members are aware, the Company's shares are compulsorily tradable in electronic form. As on March 31, 2017, 45% of the Company's total paid up capital are in dematerialized form. In view of the numerous advantages offered by the Depository system as well as to avoid frauds, members holding shares in physical mode are advised to avail of the facility of dematerialization from either of the depositories.

8.TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

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

9.SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES

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

10.Particulars of Loan, Guarantees and Investments under section 186 of the Companies Act, 2013.

Your company has not given directly or indirectly any loan to any person or other body corporate or has given any guarantee or provide security in connection with a loan to any other body corporate or person; and has not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent. of its free reserves and securities premium account, whichever is more during the financial year 2016-17.

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

The Related Party Transactions that were entered during the financial year under review were in the ordinary course of business. There were no materially significant Related Party Transactions entered into by the Company during the year under review other than reported in the accounts. The Company has a process in place to periodically review and monitor Related Party Transactions. All the related party transactions were in the ordinary course of business and at arm's length. The Audit Committee has approved all related party transactions for the FY 2015-16 and estimated transactions for FY 2016-17. There were no material transactions with related parties during the year.

12. Dividend

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

13. Amounts Transferred to Reserves.

No amount is transferred to General Reserve.

14. Extract of Annual Return

The extract of the Annual Return as provided under sub-section (3) of Section 92 in Form MGT 9, for the Financial Year 2016-17 has been enclosed with this report.

15.Board Meetings

During the Financial year 2016-17, 6(Six) times meetings of the Board of Directors of the Company were held. The detail of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

16.Explanation to Auditor's Remarks.

a) Statutory Audit Report.

Your Auditors had submitted an unqualified Audit Report for the Financial Year 2016-17. The comments/observations of Auditors are explained in the Notes to the Accounts, forming part of the Balance Sheet as at 31st March, 2017 which are self explanatory and, therefore; do not call for any further comment under Section 134(5) of the Companies Act, 2013.

b) Secretarial Audit Report

(i)The Secretarial Auditors also had submitted an unqualified Audit Report for the Financial Year 2016-17. However they pointed out that the Company being a listed Company is required to appoint a Whole Time Company Secretary and Chief Financial Officer as per the Section 203 of the Companies Act, 2013 and the Company has been advised to comply with this provision and your Company is in the process of Complying with the said provisions. Your Company had one Whole Time Director, who can be re-designated as the Chief Financial Officer. Your Company is searching for a qualified Company Secretary.

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

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

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

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

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

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

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

19. Development and implementation of a risk management policy

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

20.Details of Directors and Key Managerial Personnel

(i)Mr Janak Vasantlal Kikkani, Director had resigned from the Board of Directors of the Company w.e.f. 12th December, 2016.

(ii)Miss Vanshika Agarwala was appointed as additional Directors of the Company. Her term of office is ending at the forthcoming Annual General Meeting of the company, who are being eligible, offered themselves for re-appointment and the same is being proposed in the forthcoming Annual General Meeting of the Company. Mrs. Padmaja Nagraj & Miss. Vanshika Agarwala are Independent Directors.

(iii) During the reporting year Mrs. Padmaja Nagraj (DIN: 1655007), Director is retiring by rotation and who being eligible, offered herself for re-appointment and the same is being proposed in the forthcoming Annual General meeting.

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

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

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

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

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

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

24. Declaration by Independent Director

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

25. Re-appointment of Independent Auditor

Your board proposed to change the present Statutory Auditors of the Company to comply with the provisions of Section 139(2) of the Companies Act, 2013 (the Act) and M/s G. Joseph & Associates, Chartered Accountants, (Registration No.006310S) is therefore retires and the Board had recommended the name of M/s J Krishnan& Associates,49/3976, 1st floor, I S Press Building, Banerji Road, Kacheripady, Ernakulam-Pin -682018.(Firm REG No 001523S) as the new auditor of the Company for the next Five Financial Years and a resolution in this regard is proposed in this Meeting for the consideration of the members.

26.Secretarial Audit Report

Your Board had appointed Mr. CS N Balasubramanian, Partner, M/s. BVR Associates, Company Secretaries (ACS/FCS No.F6439, CP. No.4996) to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2016-17. The report of the Secretarial Auditor is annexed to this report.

27.Corporate Social Responsibility (CSR) Policy

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

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

28.Audit Committee

During the Year your Company had reconstituted its Audit Committee with the following independent directors as members.

Miss Vanshika Agarwala	-	Chairman
Mr. Ladhu Singh	-	Member
Mrs. Padmaja Nagraj	-	Member

The Audit Committee had convened its meetings 4(Four) times during the period under report.

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

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

30. Selection of new directors and board membership criteria

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

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

31. Familiarization programme for Independent Directors

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

32. Listing Agreement Compliance

Your company has complied with the requirements of the Listing Agreement and necessary disclosures have been made in this regard in the Corporate Governance Report.

A certificate from the statutory auditors of the Company confirming the compliance of conditions of corporate governance under clause 49 of the Listing Agreement is also attached to this report.

33. Disclosure on Establishment of a Vigil Mechanism

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

34. Corporate Governance

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

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

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

35. 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 lacs 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.

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

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

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

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

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

38. Cost Auditors.

Your Company does not qualify for the eligibility norms of Companies (Cost Records and audit) Rules, 2014 regarding appointment of Cost Auditor for conducting cost audit. Accordingly, Cost Audit was not conducted for the Financial Year 2016-17. However, the company is maintaining adequate cost records as stated under the said rules.

39. Management Discussion and Analysis Report

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

40. Director's Responsibility Statement

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

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit /loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

40 Statutory Disclosures :

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

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

42 Significant and material orders passed by the regulators or courts or tribunals impacting the going concerns status and company's operations in future

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

43. 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.

44. Internal Control Systems and their Adequacy

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

45. Financial and operational performance

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

46. Human Resources/Industrial Relations

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

47. Appreciation

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. The Board acknowledges with gratitude the co-operation and assistance provided to your company by its bankers, Financial institutions, and government as well as Non-Government agencies. The Board wishes to place on record its appreciation to the contribution made by employees of the company during the year under review. The Company has achieved impressive growth through the competence, hard work, solidarity, cooperation and support of employees at all levels. Your

Directors thanks the customers, clients, vendors and other business associates for their continued support in the Company's growth.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

For and on behalf of the Board

Place: Cochin
Date: 31-7-2017

Sd/-
S.K. Gupta
Chairman &MD

Annexure to the Directors' Report

A. CONSERVATION OF ENERGY

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

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

B. CONSUMPTION PER UNIT OF PRODUCTION

The company manufactures Animal Feed and process Coconut Cake and its power and fuel consumption per unit of production was as follows.

Particulars	For the Year 2016-17	For the Year 2015-16
Actual Production		
Cattle feed	- 35888.500 MT	40565.800 MT
Refining of Oil	- 200.770 MT	1466.508 MT
Solvent Extraction	- 17038.798 MT	13760.157 MT
Total Power and Fuel Charges	- Rs.99,73,554.00	Rs.1,13,26,590.00
Consumption Per MT	- Rs. 187.73	Rs.203.01

C. TECHNOLOGY ABSORPTION

Disclosure of particulars with respect to technology absorption:-

RESEARCH & DEVELOPMENT

1. SPECIFIC AREAS IN WHICH R&D CARRIED OUT BY THE COMPANY.

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

2. BENEFITS DERIVED AS A RESULT OF THE ABOVE R&D

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

3. FUTURE PLAN OF ACTION

- a) To acquire Cost-efficiency in manufacturing operations through better methods and techniques of production.
- b) To Increase range of production.
- c) To Develop of new markets.

4. EXPENDITURE IN R&D

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

5.EFFORTS

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

6.BENEFITS

- Quality of products can be improved.
- Scoring high points in evaluation by reputed buyers.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

2016-17	-	Nil
2015-16	-	Nil

Expenditure

2016-17	-	Nil
2015-16	-	Nil

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017

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	L15142KL1994PLC008368
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
5	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:prima@vsnl.in
6	Whether listed company	Listed in Bombay Stock Exchange
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)

S. 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

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	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 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1503470	1584672	855300	14.68%	1503470	1584672	855300	14.68%	0.00%
b) Central Govt	0	1100000	1100000	10.19%	0	1100000	1100000	10.19%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	3153528	4972528	4972528	46.08%	3153528	4972528	4972528	46.08%	0.00%
e) Banks / FI			-	0.00%	0	0	0	0.00%	0.00%
f) Any other			-	0.00%	0	0	0	0.00%	0.00%
Sub Total (A) (1)	4656998	7657200	7657200	70.95%	4656998	7657200	7657200	70.95%	0.00%
(2) Foreign									
a) NRI Individuals	0	49000	49000	0.45%	0	49000	49000	0.45%	0.00%
b) Other Individuals	0	0	0-	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (A) (2)	0	49000	49000	0.45%	0	49000	49000	0.45%	0.00%
TOTAL (A)	4656998	7706200	7706200	71.41%	4656998	7706200	7706200	71.41%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) FIIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(1):-	0	0	0	0.00%	0	0	0	0.00%	0.00%
Central Government/State Government(s)	0	0	0	0	0	0	0	0.00%	0.00%
Sub-Total(B)(2)	0	0	0	0	0	0	0	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.	2465	54465	54465	0.50%	1047	53047	53047	0.49%	0.01%
i) Indian	0	0	0	0.00%	0	0	0	0.00%	0.00%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals	0	0	0	0	0	0	0		
i) Individual	192965	782565	782565	7.25%	210765	784465	784465	7.27%	0.02%

shareholders holding nominal share capital upto Rs. 2 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	0	2207400	2207400	20.45%	0	2207400	2207400	20.45%	0.00%
c) Others (specify)									
Non Resident Indians	37470	37470	37470	0.35%	37000	37000	37000	0.34%	0.01%
Overseas Corporate Bodies	0	0	0	0.00%	0	0	0	0.00%	0.00%
Foreign Nationals	0	0	0	0.00%			-	0.00%	0.00%
Clearing Members	3800	3800	3800	0.04%	3788	3788	3788	0.04%	0.00%
Trusts	0	0	0	0.00%	0	0	0	0.00%	0.00%
Foreign Bodies - DR				0.00%	0	0	0	0.00%	0.00%
Sub-total (B)(3):-	0	0	0	0.00%	252600	3085700	3085700	28.59%	0.04%
Total Public (B)				0.00%	0	0	0	0.00%	0.00%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
Grand Total (A+B+C)	4893698	10791900	10791900	100.00%	4909598	10791900	10791900	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	R K AGARWAL	101	0.00		101	0.00	0	0.00%
2	SARITA JINDAL	20101	0.19		20101	0.19	0	0.00%
3	RAMLA SHAMSUDEEN	1000	0.01		1000	0.01	0	0.00%
4	DEVANANDAN VELEKKATHU P	1000	0.01		1000	0.01	0	0.00%
5	T R AJITH KUMAR	1000	0.01		1000	0.01	0	0.00%
6	MUSADDIQUE SHAIKH	1000	0.01		1000	0.01	0	0.00%
7	B BHARATH HEGDE	1000	0.01		1000	0.01	0	0.00%
8	AYYAPPATH RAJGOPAL KARUNAN	1000	0.01		1000	0.01	0	0.00%

9	MOHAMMED GHOUSE MOHIUDDIN	1000	0.01		1000	0.01	0	0.00%
10	MARTIN CLEMENT D SOUZA IRENE SHIRLEY ANITA D SOUZA	1000	0.01		1000	0.01	0	0.00%
11	SAMUEL P ISAAC	1000	0.01		1000	0.01	0	0.00%
12	K V SHAMSUDHEEN SAMIYYA SHAMSUDHEEN	1000	0.01		1000	0.01	0	0.00%
13	C ABDUL RAHIMAN SAINABA ABDUL RAHIMAN	1000	0.01		1000	0.01	0	0.00%
14	PARAKKADAVATH UMMAR	1000	0.01		1000	0.01	0	0.00%
15	KARMALI JOSEPH STANLEY ELAMMA STANLEY	1000	0.01		1000	0.01	0	0.00%
16	ABDUL AHMAD	1000	0.01		1000	0.01	0	0.00%
17	KHAJA MOINUDDIN	1000	0.01		1000	0.01	0	0.00%
18	NARENDRA KUMAR SAIKIA	1000	0.01		1000	0.01	0	0.00%
19	M G OOMMEN	1000	0.01		1000	0.01	0	0.00%
20	VALIYA VEETTILE M MATHEW	1000	0.01		1000	0.01	0	0.00%
21	M ABDUL RAHIM MANJU RAHIM	1000	0.01		1000	0.01	0	0.00%
22	VIRENDRA KUMAR GUPTA DAYAWATI GUPTA	1000	0.01		1000	0.01	0	0.00%
23	SHARMISHTHA RAJNIKANT SHAH RAJNIKANT CHIMANLAL SHAH	1000	0.01		1000	0.01	0	0.00%
24	SIBY MATHEW	1000	0.01		1000	0.01	0	0.00%
25	T P M MOHAMMED MOIDEEN	1000	0.01		1000	0.01	0	0.00%
26	SATYANARAYANA VULCHI	1000	0.01		1000	0.01	0	0.00%
27	VELISHALA	1000	0.01		1000	0.01	0	0.00%

	BHADRINATH GANDHI							
28	UJWAL JOSHUA ARALIKATTI NEENA UJWAL JOSHVA ARALIKATTI	1000	0.01		1000	0.01	0	0.00%
29	MOHD HAIDER	1000	0.01		1000	0.01	0	0.00%
30	JAVED IQBAL SIDDIQI MUBASHSHERA	1000	0.01		1000	0.01	0	0.00%
31	SETHURAMAN	1000	0.01		1000	0.01	0	0.00%
32	THOMAS ANTONY	1000	0.01		1000	0.01	0	0.00%
33	PRADEEP KUMAR DUDEJA RENU DUDEJA	1000	0.01		1000	0.01	0	0.00%
34	MALTIBEN J VAIDYA	1000	0.01		1000	0.01	0	0.00%
35	BEENA M SHAH	1000	0.01		1000	0.01	0	0.00%
36	K B GOPALAKRISHNAN	1000	0.01		1000	0.01	0	0.00%
37	E IBRAHIM	1000	0.01		1000	0.01	0	0.00%
38	KAIPILLY VELU SOMAN SINMI SOMAN	1500	0.01		1500	0.01	0	0.00%
39	YOGESH KUMAR MITTAL NIDHI MITTAL	1500	0.01		1500	0.01	0	0.00%
40	MANISHA MEHTA	1500	0.01		1500	0.01	0	0.00%
41	NARENDRAKUMAR C PATEL	1500	0.01		1500	0.01	0	0.00%
42	NANU JADEJA DHARITRI NANU JADEJA	2000	0.02		2000	0.02	0	0.00%
43	UPENDRA KRISHNA PAI	2000	0.02		2000	0.02	0	0.00%
44	GULAB BHAI PATEL AMGA BEN PATEL	2000	0.02		2000	0.02	0	0.00%
45	K KRISHNANKUTTY	1000	0.01		1000	0.01	0	0.00%
46	MINAXIBEN A PATEL	1000	0.01		1000	0.01	0	0.00%
47	KHUSHALBHAI J PATEL	1000	0.01		1000	0.01	0	0.00%
48	ARJUNBHAI K PATEL	1000	0.01		1000	0.01	0	0.00%
49	USHA SHETH	5000	0.05		5000	0.05	0	0.00%
50	AMAL S SHAH	5000	0.05		5000	0.05	0	0.00%

	RACHANA A SHAH							
51	KERALA STATE INDUSTRIAL DEV. CORP LTD	1100000	10.19		1100000	10.19	0	0.00%
52	GHANSHYAMBHAI M PATEL SAROJBEN G PATEL	1000	0.01		1000	0.01	0	0.00%
53	HEERU VASHDEV NAINANI	2000	0.02		2000	0.02	0	0.00%
54	NIRMALA SANTU SAMTANI	2000	0.02		2000	0.02	0	0.00%
55	ASHA SOHAN GOENKA	2000	0.02		2000	0.02	0	0.00%
56	DHIRENSING JAGDISHCHANDRA VAIDYA	2000	0.02		2000	0.02	0	0.00%
57	NITIN DHANJIBHAI SHAH	2000	0.02		2000	0.02	0	0.00%
58	NABTI SHAMUM	2000	0.02		2000	0.02	0	0.00%
59	PRABHA VISHNU VAIDYA	3000	0.03		3000	0.03	0	0.00%
60	ILYAS AHMED FAIROZ FATHIMA	3000	0.03		3000	0.03	0	0.00%
61	BHARAT DOLATRAI DOSHI	5000	0.05		5000	0.05	0	0.00%
62	VISHNU NARAYAN VAIDYA	5000	0.05		5000	0.05	0	0.00%
63	CHANDERSEN DHALUMAL JATWANI HEMLATA CHANDERSEN JATWANI	10000	0.09		10000	0.09	0	0.00%
64	CHANDRA NARENDRAKUMAR KOTHARI	10000	0.09		10000	0.09	0	0.00%
65	AYYAPPA REAL ESTATES PVT.LTD	455000	4.22		455000	4.22	0	0.00%
66	PRIMA CREDITS LIMITED	1269000	11.76		1269000	11.76	0	0.00%
67	PRIMA ALLOYS (P) LTD	95000	0.88		95000	0.88	0	0.00%
68	PRIMA AGRO LIMITED	1019528	9.45		1019528	9.45	0	0.00%

69	AYYAPPA ROLLER FLOUR MILLS LTD	2134000	19.77		2134000	19.77	0	0.00%
70	SAJJAN KUMAR GUPTA	41101	0.38		41101	0.38	0	0.00%
71	SANJAY GUPTA	1409866	13.06		1409866	13.06	0	0.00%
72	DIMPLE AGARWALA	20101	0.19		20101	0.19	0	0.00%
73	SWATI GUPTA	9301	0.09		9301	0.09	0	0.00%
74	SUSHILA GUPTA	23101	0.21		23101	0.21	0	0.00%
	Total	7706200	71.00		7706200	71.00	0	0.00%

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year		% of total shares
				No. of shares	% of total shares	No. of shares	% of total shares	
	At the beginning of the year			THERE IS NO CHANGE				
	Changes during the year							
	At the end of the year							

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	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	Name						
1	BASANT FULCHAND			500000	4.63%	500000	4.63%
2	POPATLAL FULCHAND			500000	4.63%	500000	4.63%
3	SUBHASH FULCHAND			500000	4.63%	500000	4.63%
4	MAHENDRA FULCHAND			500000	4.63%	500000	4.63%
5	ANAND TIPNIS			144400	1.34%	144400	1.34%
6	S D SHIBULAL			21000	0.19%	21000	0.19%
7	KUMARI SHIBULAL			21000	0.19%	21000	0.19%
8	SHRUTI SHIBULAL			21000	0.19%	21000	0.19%
9	GOVIND PRASHAD TIBREWALA			20000	0.19%	20000	0.19%
10	OSIAMA INVESTMENT PVT.LTD			18100	0.17	18100	0.17

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	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	0.00%	Nil	0.00%
	At the end of the year			41101	0.38%	41101	0.38%
2	SWATI GUPTA						
	At the beginning of the year			9301	0.09%	9301	0.09%
	Changes during the year			Nil		Nil	
	At the end of the year			9301	0.09%	9301	0.09%

V. INDEBTEDNESS

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

(Amt. Rs./Lacs)

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Name		(Rs/Lac)
		Designation		
1	Gross salary	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL

	- others, specify	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL
	Ceiling as per the Act	NIL	NIL	NIL

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount	
						(Rs/Lac)
1	Independent Directors	NIL	NIL	NIL		
	Fee for attending board committee meetings	NIL	NIL	NIL		-
	Commission	NIL	NIL	NIL		-
	Others, please specify	NIL	NIL	NIL		-
	Total (1)	NIL	NIL	NIL		-
2	Other Non-Executive Directors	NIL	NIL	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 (B)=(1+2)	NIL	NIL	NIL		-
	Total Managerial Remuneration	NIL	NIL	NIL		-
	Overall Ceiling as per the Act	NIL	NIL	NIL		

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

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

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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.

(A) BOARD OF DIRECTORS

Composition of the Board and category of Directors

As on 31st March, 2017, the Company's Board consists of Five Directors having considerable professional experience in their respective fields. Out of them, Two are Independent Directors and two are Non-Executive Directors. There are three Woman Directors in the Board and one Whole time Director . The Composition of the Board is in Conformity with clause 49 of Listing Agreements with Stock Exchanges and as per Companies Act,2013 which is effective as on 31st March, 2017.

(B) Role of Board of Directors

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

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

6 Numbers of Board Meetings were held on 11-4-2016, 28-4-2016, 30-5-2016, 30-7-2016, 31-10-2016 and 31-1-2017 during the year.

OTHER COMMITTEES AT BOARD LEVEL

(A) Independent Audit Committee

The Audit Committee at the Board level of your Company acts as a link between the Independent Auditors, the Management and the Board of Directors. The Audit committee interacts with the Independent Auditors, Secretarial Auditors and Cost Auditors and reviews and recommends their appointment and remuneration. The

Audit Committee is provided with all necessary assistance and information for enabling them to carry out its function effectively.

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

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

The Audit Committee comprises of Miss. Vanshika Agarwala, Mr. Ladhu Singh and Mrs. Padmaja Nagraj. All are independent Directors of the Company and are financially literate and having accounting and related Administrative and Financial Management Expertise. Mr. V. R.Sadasivan Pillai , General Manager Finance acts as the Secretary to the Audit Committee. The Chairman of the Audit Committee is Miss. Vanshika Agarwala.

During the year under review the Audit Committee met 4 times on 28-5-2016, 28-7-2016, 29-10-2016 and 28.01.2017 to deliberate on various matters.

(B) Stakeholders Relationship Committee

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

The Committee comprises of Miss. Vanshika Agarwala, Mr. Ladhu Singh and Mrs. Padmaja Nagraj as members. During the year under review the committee met on 2 times 28-4-2016 and 31-10-2016 to deal with various matters referred above. Mr Ladhu Singh, Director, being Compliance Officer acts as Secretary to the Committee to discharge the function of the Committee and to place a report at each Board meeting on matters dealt by the committee each quarter. During the year no Complaints were received.

As on 31st March, 2017 no complaints remained unattended/pending more than thirty days. The company has no share transfers/transmission pending as on 31st March, 2017.

(C) Corporate Social Responsibility Committee (CSR Committee)

The CSR Committee of your Company comprises of Miss. Vanshika Agarwala, Mr. Ladhu Singh and Mrs. Padmaja Nagraj as members. The committee was reconstituted on 28.04.2016 with the induction of the above Independent Directors as per requirement of Companies Act, 2013 read with Rules. The Committee met on 31-10-2016 reviewed the CSR activities undertaken during the year.

(D) Nomination and Remuneration Committee

In compliance of Section 178 of Companies Act, 2013 the Board renamed the Remuneration committee as "Nomination and Remuneration Committee. Your Board has re-constituted the Nomination and Remuneration Committee which now comprises of Miss. Vanshika Agarwala, Mr Ladhu Singh and Mrs.Padmaja Nagraj as Members.

The terms of reference of the committee inter alia include:

Succession planning for Board of Directors and Senior Management Employees, Identifying and selection of candidates for appointment of Directors/Independent Directors based on certain laid down criteria's, Identifying potential individuals for appointment of Key Managerial personnel and other senior managerial position. Review the performance of the Board of Directors and Senior Management personnel including Key managerial personnel

based on certain criteria approved by the Board. While reviewing the performance, the committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talents, remuneration commensurate with the performance of individual and group and also maintains a balance between fixed and incentive pay reflecting both short and long term objectives of the company.

The Committee met on 28-05-2016, and reviewed the performance of the Directors both Non- Executive and Executive Directors and also the senior managerial personnel including Key Managerial personnel during the year.

(E) Risk Management Committee

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

The Audit Committee also functions as the Risk Management Committee.

REMUNERATION OF NON- EXECUTIVE / EXECUTIVE DIRECTORS

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

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

Name of the Director: Mr S.K. Gupta	
Salary, benefits, bonus etc paid during the year 2016-17	- Nil
Commission Due/paid/payable for 2016-17	- Nil
Sitting fess(for Board and its committees)	- Nil
Name of Director: Mrs . Swati Gupta	
Salary, benefits, bonus etc paid during the year 2016-17	- Nil
Commission Due/paid/payable for 2016-17	- Nil
Sitting fess(for Board and its committees)	- Nil

CODE OF CONDUCT AND CEO/CFO CERTIFICATION

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

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

Mr. S.K.Gupta , Chairman & Managing Director and Mrs. Swati Gupta, Director of the Company have certified to the Board that :

(a) They have reviewed the Financial Statements and the Cash Flow statement for the year ended 31st March,2017 and that to the best of their knowledge and belief that:

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

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

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

(c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the company pertaining to the financial report and they have disclosed to the auditors and the Audit Committee deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

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

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

We hereby confirm that:

"The company has obtained from all the members of the Board and senior management, affirmation that they have complied with the code of conduct for directors and senior management in respect of the financial year 2016-17"

S.K. Gupta
Chairman & Managing Director

Swati Gupta
Director

Name and Designation of the Compliance Officer(s): Mr. Ladhu Singh , Director has taken over as Compliance Officer w.e.from 30.01.2016. He has been appointed under Section 203 of the Companies Act, 2013 as a Key Managerial Personnel and Compliance officer. He takes care of all legal compliance of the company from time to time.

7. General Body Meetings

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

Year	Location	Date	Time	No. of special resolutions passed
2013-14	Door No,V/679-C,IDA, Muppathadadam P.O. Edayar	16.08.14	11.00 a.m	1
2014-15	Door No,V/679-C,IDA, Muppathadadam P.O. Edayar	07.09.15	11.00 a.m	1
2015-16	Door No,V/679-C,IDA, Muppathadadam P.O. Edayar	22-8-16	10 a.m	4

Whether any Special Resolution passed in the previous 3 AGMs :- Yes

Whether special resolutions were passed through postal ballots :- No

Are votes proposed to be conducted through postal ballots this year :-No

8. Disclosures:

1. Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interests of company at large:

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. 29 attached to and forming part of the accounts.

2. Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years. None

3. Compliance with Accounting Standards In the preparation of financial statements there is no deviation from the prescribed Accounting Standards.

4. Compliance Certificate from the auditors Certificate from the auditors of the company confirming compliance with the mandatory requirements under clause 49 of the listing agreement is annexed to this report. This certificate has also been forwarded to the Stock Exchanges where the shares of company are listed.

5. Adoption of non mandatory requirements under clause 49 and as applicable under Companies Act, 2013

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

(a) Remuneration Committee

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

(b) Whistle blower policy

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

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

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

(c) Risk Management

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

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

9. Means of Communication

Quarterly results:

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

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

10. General Shareholder Information:

1. Annual General Meeting Date : 18th September ,2017 at 11.00 A.M.
Venue : Door No.V/679-C, Industrial Development Area, Muppathadam P.O., Edayar, Cochin – 683 110
2. Financial Year : April 2016 to March 2017
3. Book closure date : 13th September, 2017 to 18th September, 2017 (both days inclusive)
4. Dividend recommended for the year : NIL
5. Listing on stock exchange : Bombay and National Stock Exchanges
6. Stock Code : BOMBAY:531246
7. Market price Data (Face value of Rs. 10) (BSE) : High: Rs.13.10 Low: Rs.7.27.

Total No.of share dealt during the Year 2016-17

Month	Month's High Price	Month's Low Price
April-2016	-	-
May-2016	-	-
June-2016	-	-
July-2016	-	-
August-2016	8.45	8.45
September-2016	-	-
October – 2016	9.63	8.03
November-2016	12.51	10.11

December-2016	13.10	12.29
January-2017	12.65	12.65
February-2017	12.02	8.86
March-2017	8.6	7.27

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

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

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

10. Distribution of shareholding as on 31st March 2017

PRIMA INDUSTRIES LIMITED				
Distribution Details On Shares FOR THE PERIOD 31-3-2017 INE723N01012				
Shares	Holders		Shares	
	Number	% To Total	No Of Shares	% To Total
Upto - 500	450	49.34	180826	1.68
501 - 1000	294	32.24	255016	2.36
1001 - 2000	67	7.35	115632	1.07
2001 - 3000	32	3.51	85483	0.79
3001 - 4000	9	0.99	34082	0.32
4001 - 5000	21	2.3	103200	0.96
5001 - 10000	13	1.43	109251	1.01
10001 and above	26	2.85	9908410	91.81
Total	912	100	10791900	100

Shareholding Pattern as on 31st March, 2017:

Category Code	Category Shareholder	No. of shareholders	Total No. of shares	No. of shares held dematerialized form	Percent age to total shares
(A)	Promoter and Promoter Group				
(1)	Indian				
(a)	Individuals/Hindu Undivided Family	55	1584672	1503470	14.68
(b)	Central Government	1	1100000	0	10.19
©	Bodies Corporate	5	4972528	3153528	46.08
	Sub-Total (A) (1)	61	7657200	4656998	70.95
(2)	Foreign				
(a)	Individuals (Non Resident Individuals/Foreign Individuals)	13	49000	0	0.45
	Sub-Total (A) (2)	13	49000	0	0.45
	Total shareholding of Promoter and Promoter Group A=(A)(1)+(A)(2)	74	7706200	4656998	71.41

	Public Shareholding	0	0	0	0
(1)	Institutions	0	0	0	0
(a)	Mutual Funds	0	0	0	0
(b)	Foreign Institutional Investors	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
	Central Gov./State Gov.	0	0	0	0
	Sub-Total (B)(2)	0	0	0	0
(2)	Non-Institutions				
	Bodies Corporate	11	53047	1047	.49
(b)	Individuals				
	i.Individual Shareholders holding nominal sharecapital upto Rs. 2 Lakh	783	782565	192965	7.25
	ii.Individual Shareholders holding nominal share capital in excess of Rs.2Lakh	8	2207400	20.45	20.45
(c)	Corporate	0	0	0	0
(d)	Clearing Member	3	3788	3788	0.04
(e)	Trust	0	0	0	0
(f)	Non Resident Individuals	10	37000	37000	.34
	Sub-Total (B) (2)	814	3085700	252600	28.59
	Total Public Shareholding B=(B)(1)+(B)(2)+B(3)	814	3085700	252600	28.59
	Total (A)+(B)	888	10791900	4909598	100

11. **Dematerialisation of shares and liquidity:** The company has arranged agreements with National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) for Dematerialisation of shares through Venture Capital and Corporate Investments Pvt. Ltd

The Company shares are regularly traded on the Bombay Stock Exchange Ltd, in electronic form. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company Shares is INE297D01018.

- (i) **Address of Registrars for Dematerialisation of Shares/transfer,change of address of members:**
 Venture Capital and Corporate Investments Pvt. Ltd
 (Category- I Registrars)
 12-10-167, Bharatnagar,
 Hyderabad - 500 018
 Ph: 040-23818475, Fax:040-23868024
 Email:info@vccilindia.com
- (ii) Any queries relating Dividends, Annual Reports etc., may be contacted at:
 The Secretarial Department
 Prima Industries Ltd
 Door No.V/679-C,Industrial Development Area
 Muppathadam.P.O. ,Edayar,Cochin - 683 110

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

13. **Plant location:**

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

14. **Address for correspondence:**

The Secretarial Department
 Prima Industries Ltd
 Door No.V/679-C, Industrial Development Area

Muppathadam .P.O., Edayar, Cochin – 683 110
Ph: 0484-2551533/2551534
Email:prima@vsnl.in
CIN: L15142KL1994PLC008368

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Prima Industries Limited

1. We have examined the compliance of conditions of Corporate Governance by Prima Industries Limited for the year ended 31st March, 2017 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the further viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For G.Joseph & Associates
Chartered Accountants
FRN 006310S

Sd/-
P.Rajagopal
Partner

Place:Kochi
Date: 31.05.2017

Membership No.202134

INDEPENDENT AUDITORS' REPORT

To the Members of Prima Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of Prima Industries Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we

comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

7 The Company does not have any pending litigations which would impact its financial position;

8 The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

9 There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

10 The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

For G Joseph & Associates
Chartered Accountants
Firm Reg. No. 006310S

P Rajagopal
Partner
202134

Place: Kochi

Date : 31-5-2017

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

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, 2017 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017 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 G Joseph & Associates
Chartered Accountants
Firm Reg. No. 006310S

P Rajagopal
Partner
202134

Place: Kochi
Date : 31.05.2017

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

- (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 not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained section 189 of the Companies Act. Consequently, the provisions of clauses 3(iii)(a) to 3(iii)(c) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not provided any loans, guarantees, securities to parties covered under section 185 and 186. Also, none of the investments by the Company attract the provisions of section 186 of the Act.
- (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.
- (vi) The Central Government has prescribed maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 in respect of certain products manufactured by the company. We have broadly reviewed the accounts and records of the company in this connection and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out detailed examination of the same.
- (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 informations 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 & explanations given to us, there is no amounts payable in respect of income tax, wealth tax, Service tax, Sales tax, Customs duty & Excise duty which have not been deposited on account of any disputes.
- (viii) According to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions or banks or debenture holders.
- (ix) According to the information and explanations given to us, the term loans taken by the Company have been applied for the purpose for which they were obtained. We further report that the Company has not raised any moneys by way of initial or further public offer.
- (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 non-cash transactions entered by the Company with its directors/director of the company or its holding, subsidiary or associate company/a person connected with the Director are in compliance with the provisions of section 192 of the Act.

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

For G Joseph & Associates
Chartered Accountants
Firm Reg. No. 006310S

P Rajagopal
Partner
202134

Place: Kochi
Date : 31-5-2017

Prima Industries Limited
No. V-679/C, Industrial Development Area, Muppathadam, Edayar, Cochin-683110
CIN-L15142KL1994PLC008368
Balance Sheet as at 31st March, 2017

Particulars	Note	As at March 31, 2017 ₹	As at March 31, 2016 ₹
I. EQUITY & LIABILITIES			
1 Shareholders' Funds			
a. Share Capital	3	229,973,530	229,973,530
b. Reserves and Surplus	4	(141,218,924)	(151,657,367)
2 Non-Current Liabilities			
a. Long Term Provisions	5	660,199	433,037
3 Current Liabilities			
a. Short Term Borrowings	7	121,320	291,106
b. Trade Payables	8	475,733	475,733
c. Other Current Liabilities	9	33,340,858	55,449,937
d. Short Term Provisions	5	497,060	349,106
TOTAL		123,849,775	135,315,082
II. ASSETS			
1 Non-current assets			
a. Fixed Assets			
(i) Tangible Assets	10	84,786,910	91,692,622
(ii) Capital work in progress		781,826	-
b. Non-current Investment	11	18,200,000	12,200,000
c. Deferred Tax Asset (Net)	6	112,489	53,995
d. Long-Term Loans and Advances	12	1,945,871	1,845,871
2 Current Assets			
a. Inventories	14	2,957,015	2,891,842
b. Trade Receivables	15	6,395,088	2,770,244
c. Cash & Bank Balances	16	4,597,139	1,564,650
d. Short-Term Loans and Advances	12	1,051,788	12,089,023
e. Other Current Assets	13	3,021,649	10,206,835
TOTAL		123,849,775	135,315,082
Summary of significant accounting policies	2		
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		
For G Joseph & Associates	Prima Industries Limited		
Chartered Accountants			
(Firm Reg. No.006310S)			
P. Rajagopal	Sajjan Kumar Gupta	Swati Gupta	
Partner	Managing Director	Director	
Membership No. 202134	DIN - 01575160	DIN - 00249036	
Place: Cochin			
Date :			
31.05.2017			

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, 2017

Particulars	Note	For year ended 3/31/2017 ₹	For year ended 3/31/2016 ₹
I Income			
Revenue from operations	17	84,170,695	150,871,353
Other income	18	337,329	211,751
Total Revenue		84,508,024	151,083,103
II Expenses			
1 Cost of materials consumed	19	21,133,826	101,200,766
2 (Increase)/ Decrease in inventories	20	-	
2 Employee benefits expense	20	8,285,988	6,434,468
3 Finance costs	21	10,487	18,235
4 Depreciation and amortization expense		7,054,551	7,408,655
5 Other expenses	22	37,643,223	38,508,853
Total expenses		74,128,075	153,570,976
III Profit before exceptional and extraordinary items and tax (III-IV)		10,379,949	(2,487,873)
IV Exceptional items & Extraordinary items		-	-
IV Profit before tax (I-II)		10,379,949	(2,487,873)
V Tax expense:	24		
1 Current tax		-	-
2 Deferred tax		(58,494)	26,929
Tax expense		(58,494)	26,929
VI Profit (Loss) for the year (III - IV)		10,438,443	(2,460,945)
VII Earnings per equity share of Rs. 10 each	25		
1 Basic		0.97	(0.23)
2 Diluted		0.97	(0.23)
Number of shares used in computing Earnings per share			
1 Basic		10,791,900	10,791,900
2 Diluted		10,791,900	10,791,900
Summary of significant accounting policies	2		
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	
For G Joseph & Associates		Prima Industries Limited	
Chartered Accountants			
(Firm Reg. No.006310S)			
P. Rajagopal	Sajjan Kumar Gupta	Swati Gupta	
Partner	Managing Director	Director	
Membership No. 202134	DIN - 01575160	DIN - 00249036	
Place: Cochin			
Date : 31.05.2017			

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, 2017

Particulars	For year ended 31/Mar/2017 ₹	For year ended 31/Mar/2016 ₹
Schedules to Cash flow statement		
I Cash flows from operating activities		
Profit before tax and exceptional item	10,379,949	(2,487,873)
Non- cash adjustment to reconcile profit before tax to net cash flows	-	-
Depreciation and amortization expense	7,054,551	7,408,655
Finance charges	10,487	18,235
Interest received (net of TDS)	(65,837)	(41,884)
Operating profit before working capital changes	17,379,149	4,897,133
Movements in working capital:		
Increase/(decrease) in other liabilities	(169,786)	9,425,439
Increase/(decrease) in provisions	375,116	212,338
Increase/(decrease) in trade payables	(22,109,079)	(1,247,887)
Decrease/(increase) in loans and advances	10,937,235	(10,750,487)
Decrease/(increase) in other assets	7,185,186	(6,712,475)
Decrease/(increase) in Inventories	(65,173)	(817,133)
Decrease/(increase) in trade receivables	(3,624,844)	11,441,069
Cash generated from/(used in) operations	9,907,804	6,447,997
Direct tax paid (net of refunds)	-	-
Gratuity paid	-	-
Net cash flow from/(used in) operating activities (I)	9,907,804	6,447,997
II Cash flows from investing activities		
Capital Work in progress	(781,826)	-
Purchase of fixed assets	(148,839)	(22,493)
Proceeds from sale of assets	-	-
Proceeds from non- current investments	-	-
Purchase of non- current investments	(6,000,000)	(5,200,000)
Purchase of current investments	-	-
Proceeds from current investments	-	-
Interest received (net of TDS)	65,837	41,884
Dividend received	-	-
Net cash flow from/(used in) investing activities (II)	(6,864,828)	(5,180,609)
III Cash flows from financing activities		
Increase/(decrease) in secured loans	-	-
Receipts from shares issue	-	-
Unsecured Loans from directors	-	-
Finance charges	(10,487)	(18,235)
Dividend paid on equity shares	-	-
Net cash flow from/(used in) financing activities (III)	(10,487)	(18,235)
Net increase /(decrease) in cash and cash equivalents (I+II+III)	3,032,490	1,249,153
Effect of exchange differences on cash & cash equivalents held on foreign currency	-	-
Cash and cash equivalents at the beginning of the year	1,564,650	315,497
Cash and cash equivalents at the end of the year	4,597,140	1,564,650
Cash and cash equivalents are represented by :		
Balance with banks	4,458,774	1,183,646
Cash in hand	138,365	381,004
Summary of significant accounting policies		
As per our report of even date attached For G Joseph & Associates Chartered Accountants (Firm Reg. No.006310S)	For and on behalf of the board of directors	
P. Rajagopal Partner Membership No. 202134 Place: Cochin Date : 31.05.2017	Sajjan Kumar Gupta Managing Director DIN - 01575160	Swati Gupta Director DIN - 00249036

Notes to financial statements for the year ended March 31, 2017

3 Share Capital

Particulars	31/03/2017	31/03/2016
	₹	₹
a.) Authorised Shares		
13,500,000 (As at 31st march 2016: 13,500,000) equity shares of Rs.10/- each	135,000,000	135,000,000
11,500,000 (As at 31st march 2016: 11,500,000) preference shares of Rs.10/- each	115,000,000	115,000,000
b.) Issued, Subscribed and Paid up shares		
10,791,900 (As at 31st march 2016: 10,791,900) equity shares of Rs.10/- each fully paid up	107,919,000	107,919,000
11,197,403 (As at 31st march 2016: 11,197,403) Cumulative Redeemable Preference shares of Rs.10/- each	111,974,030	111,974,030
	219,893,030	219,893,030
c.) Forfeited Shares Account	10,080,500	10,080,500
	229,973,530	229,973,530

d.) Reconciliation of the shares outstanding at the beginning and at the end of the reported period

Equity Shares	31/03/2017		31/03/2016	
	No. of shares	Share capital (₹)	No. of shares	Share capital (₹)
At the beginning of the period	10,791,900	107,919,000	10,791,900	107,919,000
Issued during the period	-	-	-	-
Forfeiture of Shares	-	-	-	-
Outstanding at the end of the period	10,791,900	107,919,000	10,791,900	107,919,000

Preference Shares	31/03/2017		31/03/2016	
	No. of shares	Share capital (₹)	No. of shares	Share capital (₹)
At the beginning of the period	11,197,403	11,19,74,030	11,197,403	11,19,74,030
Issued during the period	-	-	-	-
Outstanding at the end of the period	11,197,403	11,19,74,030	11,197,403	11,19,74,030

Terms and Rights attached to Equity Shares

Each holder of Equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. For the current year, no dividend is proposed by Board of Directors. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Terms and Rights attached to Preference Shares

The Company has only one class of Preference shares having parvalue of Rs.100 per share carrying a dividend of 10%. Each shareholder of preference share is entitled to one vote on a resolution as per Sec 47(2) of the Companies Act, 2013

e.) List of equity shareholders holding more than 5 percent.

Names	31/03/2017		31/03/2016	
	No. of shares	% of shares held	No. of shares	% of shares held
Sanjay Gupta	1,409,866	13.06	1,409,866	13.06
Ayyappa Roller Flour Mills Ltd	2,134,000	19.77	2,134,000	19.77
Prima Credits Limited	1,269,000	11.76	1,269,000	11.76
Kerala State Industrial Development Corporation	1,100,000	10.19	1,100,000	10.19
Prima Agro Limited	1,019,528	9.45	1,019,528	9.45

f) List of Cumulative Redeemable preference shareholders holding more than 5 percent.

Names	31/03/2017		31/03/2016	
	No. of shares	% of shares held	No. of shares	% of shares held
Ayyappa Roller Flour Mills Ltd	11,197,403	100	11,197,403	100

4 Reserves and Surplus

Particulars	31/03/2017	31/03/2016
	₹	₹
a. Capital Reserves ;		
At the beginning of the accounting period (Investment subsidy)	1,500,000	1,500,000
Additions during the year	-	-
At the end of the accounting period	1,500,000	1,500,000
b. Other Reserves - Waiver of Loan on One Time Settlement		
At the beginning of the accounting period	147,694,030	147,694,030
Additions during the year	-	-
At the end of the accounting period	147,694,030	147,694,030
c. Surplus/ (deficit) in the statement of profit and loss		
At the beginning of the accounting period	(300,851,397)	(298,390,452)
Add: Fixed asset value as per Companies Act adjusted	-	-
Add : Profit for the year	10,438,443	(2,460,944)
Net Surplus in the statement of profit & loss	(290,412,954)	(300,851,397)
Total reserves and surplus	(a) + (b) + (c)	
	(141,218,924)	(151,657,367)

6 Deferred Tax Asset (Liabilities)

Particulars	31/03/2017	31/03/2016
	₹	₹
Deferred Tax Asset		
a) Related to Fixed Assets	551,093	-
b) Other timing difference	3,562,273	53,995
Gross Deferred tax assets	4,113,366	53,995
Deferred Tax Liabilities		
a) Related to Fixed Assets	551,093	-
b) Other timing difference	3,449,784	-
Gross Deferred Tax Liabilities	4,000,877	
Deferred Tax Assets (Net)	112,489	53,995

Note:

Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

5 Provisions

Particulars	Long - term		Short - term	
	31/03/2017	31/03/2016	31/03/2017	31/03/2016
	₹	₹	₹	₹
1 Provision for employee benefits.				
a) Provision for gratuity	660,199	433,037	-	-
2 Others				
a) Provision For Exgratia	-	-	497,060	349,106
	660,199	433,037	497,060	349,106

7 Short Term Borrowings

Particulars	31/03/2017	31/03/2016
	₹	₹
1 Unsecured Borrowings		
b) Bank Overdraft from ICICI	121,320	291,106
	121,320	291,106

8 Trade Payables

Particulars	31/03/2017	31/03/2016
	₹	₹
Creditors for purchases	475,733	475,733
	475,733	475,733

Note : Dues to micro and small suppliers

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.

9 Other Current Liabilities

Particulars	31/03/2017	31/03/2016
	₹	₹
1 Statutory dues (Refer note i below)	175,270	259,914
2 Creditors for expenses	884,697	1,168,328
3 Creditors for others	7,963,509	9,487,981
4 Expenses payable	1,345,849	1,489,851
5 Other Current Liabilities (Refer note ii below)	22,971,533	43,043,863
	33,340,858	55,449,937

Notes:

i Statutory dues includes:-

Particulars	31/03/2017	31/03/2016
	₹	₹
ESI Damages Payable	32,991	121,108
TDS Payable	36,514	16,870
Interest on TDS Payable	31,132	31,132
KVAT Payable	-	50
EPF Payable	50,001	24,401
EPF damages Payable	-	55,872
ESI Payable	24,632	10,481
	175,270	259,914

ii Other Current Liabilities include balances to Related parties

Particulars	Current year	Previous year
Ayyappa Roller Flour Mills Ltd	18,898,865	31,866,045
Prima Agro Ltd	4,072,668	11,177,818
	22,971,533	43,043,863

11 Non-Current Investments

Particulars	31/03/2017	31/03/2016
	₹	₹
1 Non-Trade Investments		
a) Investment in Mutual Funds, Long term quoted at cost (Reliance Mutual Fund, current market value Rs.20,479,745)	18,200,000	12,200,000
	18,200,000	12,200,000

12 Loans and Advances

Particulars	Non - Current		Current	
	31/03/2017	31/03/2016	31/03/2017	31/03/2016
	₹	₹	₹	₹
1.) Secured, considered good	-	-	-	-
2.) Unsecured, considered good				
a) Security Deposit	1,945,871	1,845,871	250,000	250,000
b) Other Loans and advances				
i.) Prepaid Expenses			250,114	287,295
ii.) Advances to Employees			12,000	57,336

iii.) Advance for expenses			531,514	11,493,523
iv.) Advance to suppliers			8,025	
v.) Balances with statutory/ government authorities (refer note i)			135	869
	1,945,871	1,845,871	1,051,788	12,089,023
3.) Doubtful debts	-	-	-	-
	3,891,742	1,845,871	2,103,576	250,000

Note:

i	Balances with statutory/ government authorities (refer note i)		
	KVAT Department	-	869
	-Professional Tax	-	
	Excise Department	135	-
		135	869

Schedule 10

FIXED ASSETS AND DEPRECIATION FOR THE YEAR 2016-17

FIXED ASSETS & DEPRECIATION

ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT	ADDITIONS	(DELETION)	AS AT	UPTO	FOR THE	Deletions during the year	UPTO	AS AT	AS AT
	4/1/2016			3/31/2017	4/1/2016	YEAR		3/31/2017	3/31/2017	4/1/2016
Tangible Assets										
Capital Work in progress		781,826		781,826					781,826	
Land and Development	8,686,450		-	8,686,450	-			-	8,686,450	8,686,450
Building	56,921,468	72,909	-	56,994,377	31,087,764	680,220		31,767,984	25,226,393	25,833,704
Plant and Machinery	176,265,938	32,580	-	176,298,518	119,500,889	6,308,867		125,809,756	50,488,762	56,765,049
Air Condition	104,350	24,500	-	128,850	62,591	23,312		85,903	42,947	41,759
Electrical Installation	21,776,041	15,000	-	21,791,041	21,758,361	2,708		21,761,069	29,972	17,680
Office Equipments	1,103,530		-	1,103,530	1,103,530			1,103,530	-	-
Computers	437,682		-	437,682	437,682			437,682	-	-
Printers	52,500		-	52,500	52,500			52,500	-	-
Furniture and Fixtures	988,964		-	988,964	969,280	2,646		971,926	17,038	19,684
Lab Equipments	813,071	3,850	-	816,921	813,071	321		813,392	3,529	-
Vehicles	333,814		-	333,814	333,814			333,814	-	-
Weighing Machines	914,572		-	914,572	586,276	36,477		622,753	291,819	328,296
Intangible Assets										
TOTAL	268,398,380	930,665	-	269,329,045	176,705,758	7,054,551	-	183,760,309	85,568,736	91,692,622
Previous Year	268,375,887	22,493	-	268,398,380	169,297,103	7,408,655	-	176,705,758	91,692,622	99,078,784

13 Other Assets

Particulars	31/03/2017	Non - Current	31/03/2017	Current
	₹	31/03/2016	₹	31/03/2016
1 Other Current Assets				
i) Advance tax and Tax Deducted at Source (note i)	-	-	3,021,649	2,777,929
ii) Other Current Assets	-	-	-	7,428,906
			3,021,649	10,206,835

Note:

Particulars	Current	
	31/03/2017	31/03/2016
	₹	₹

Note:

i) Advance tax and Tax Deducted at Source		
Advance tax	-	-
Tax Deducted at Source	3,021,649	2,777,929
Less : Provision for taxation	-	-
	3,021,649	2,777,929

14 Inventories (valued at lower of cost or net realizable value)

Particulars	31/03/2017	31/03/2016
	₹	₹
a. Raw Materials (Refer note i below)	147,000	129,500
b. Finished Goods (Refer note ii)	-	-
c. Consumables, Stocks and Spares (Refer note i)	2,810,015	2,762,342
	2,957,015	2,891,842

Notes:

- i Inventories are valued at lower of cost and net realizable value using First in First Out method.
- ii Net realisable value is the estimated selling price in the ordinary course of business and cost includes purchase cost and processing expenses (for finished goods).

15 Trade Receivables

Particulars	31/03/2017	31/03/2016
	₹	₹
1 Aggregate amount of Trade Receivables		
a) Secured, considered good	-	-
b) Unsecured, considered good		
i) Outstanding for a period exceeding six months from the date they are due for payment	3,403,613	5,000
ii) Others	2,991,475	2,765,244
c) Doubtful	-	-
	6,395,088	2,770,244
Less: Provision for doubtful receivables	-	-
	(A) 6,395,088	2,770,244

16 Cash & Bank Balances

Particulars	31/03/2017	31/03/2016
	₹	₹
a.) Balances with banks		
(i) In current accounts	4,458,774	1,183,646
b.) Cash on hand	138,365	381,004
	4,597,139	1,564,650

Notes:

The details of balances as on Balance Sheet date with banks are as follows:

Particulars	31/03/2017	31/03/2016
	₹	₹

In Current Accounts

Canara Bank		5,327
ICICIPalakkad	436,252	11,593
ICICI kalamassery	11,249	1,119,604
IOB,Edappally	3,767,687	-
State Bank of India	176,895	46,560
ICICI 18031	45,928	
State Bank of	-	561
IOB,Kanjikode	3,673	-
	17,090	
	4,458,774	1,183,646

Details of Specified Bank Notes(SBN) held and transacted during the period from 8th November, 2016 to 30th December 2016

Particulars	SBN's	Other Denomination notes	Total
Closing cash in hand as on November 8, 2016	2,000	302,939	304,939
+ Permitted receipts		1,291,520	1,291,520
- Permitted Payments		1,334,150	1,334,150
- Amount deposited in banks	2,000		2,000
Closing cash in hand as on December 30, 2016			260,309

17 Revenue from operations

Particulars	31/03/2017 ₹	31/03/2016 ₹
a. Sale of products (Refer Note (i) below)	14,219,498	96,108,091
b. Sale of services (Refer Note (ii) below)	69,951,197	54,763,262
	84,170,695	150,871,353
Notes:		
i Sale of products comprises		
Finished goods		
Coconut Oil - Refined	13,958,409	94,302,928
Cattle Feed	-	-
Other Products	261,089	1,805,163
Total sale of Products	14,219,498	96,108,091
ii <u>Sale of Services</u> comprises		
Processing Charges	69,951,197	54,763,262
Total - Sale of services	69,951,197	54,763,262

18 Other income

Particulars	31/03/2017 ₹	31/03/2016 ₹
a. Other non-operating income.(Refer Note (i) below)	337,329	211,751
	337,329	211,751
i <u>Other non operating income</u> comprises		
Lab Analysis	67,500	74,750
Discount received	-	788
Weigh bridge receipt	4,500	6,050
Interest income	146,743	88,279
Interest on IT refund	52,749	-
Miscellaneous Income	65,837	41,884
	337,329	211,751

19 Cost of material consumed

Particulars	31/03/2017 ₹	31/03/2016 ₹
a.) <u>Raw Materials</u>		
Opening stock	129,500	3,500
Add: purchases	21,151,326	101,326,766
	21,280,826	101,330,266
Less: Closing stock	147,000	129,500
Cost of material consumed	21,133,826	101,200,766

20 Employee benefits expense

Particulars	31/03/2017 ₹	31/03/2016 ₹
-------------	-----------------	-----------------

a.)	Salaries, Wages & Bonus	4,351,996	2,396,499
b.)	Contribution to provident and other funds	472,686	588,173
c.)	Gratuity Expense	227,161	201,006
d.)	Provision for Pension	556,969	421,303
e.)	Employment medical benefits	15,264	14,657
f.)	Leave compensation	-	100,000
g.)	Welfare	2,661,912	2,712,830
		<u>8,285,988</u>	<u>6,434,468</u>

21 Finance costs

Particulars	31/03/2017 ₹	31/03/2016 ₹
a.) Interest expense on: (i) Borrowings	-	-
b.) Bank charges	10,487	18,235
	<u>10,487</u>	<u>18,235</u>

22 Other expenses

Particulars	31/03/2017 ₹	31/03/2016 ₹
a. Manufacturing Expenses:		
Consumables(Ref Note i)	19,390,403	19,007,601
Gunny Marking & Stitching Expenses	699,266	676,871
Electricity Charges	9,973,554	11,326,590
Freight Inwards	1,630	-
General Expenses-Factory	494,446	499,339
Lab Expenses	56,273	33,724
Loading & Unloading Charges	-	-
Machinery Maintenance	628,672	722,582
Diesel Expenses - Generator	-	9,632
(A)	<u>31,244,244</u>	<u>32,276,339</u>
b. Administrative Expenses:		
Advertisement Expenses	52,966	128,130
Auditor's Remuneration(Ref Note ii)	80,000	79,800
Sales / Business Promotion Expenses	-	-
Travelling & Conveyance	-	-
-Director's	-	-
Travelling & Conveyance	317,374	496,426
Donation	3,050	18,479
Electrical Expenses	132,824	150,964
Fees & Taxes	567,201	727,532
Festival Expense	945	21,160
Vehicle running expenses	183,416	259,078
Bad Debts	39,023	552,142
General Expenses	606,259	644,428
Legal & Professional Charges	356,305	198,151
Discount allowed	-	-
Board Meeting Expense	5,000	-
Miscellaneous Expense	43,857	57,473
Postage & Telegram	20,388	7,455
Rate Difference	-	-
Packing and Forwarding Charges	-	11,395
Printing & Stationery	100,883	38,867
Repairs & Maintenance - Others	3,281,097	2,119,373
ROC filing fees	26,696	9,600
Security charges	-	-
Service Tax	-	-
Subscription Fee	4,320	-
Late Filing Fee	-	-
Interest on tds	-	-
Tours & Travelling Expences	-	-
Workers Welfare	4,710	57,255
Insurance	276,144	271,238
Interest on Sales tax and TDS	-	-
Interest on Service tax	-	-
Interest and damage on service tax and excise	277	3,942
Sales tax paid	-	10,223
Telephone Charges	93,230	74,942
Other expenses	86,757	74,823
Transportation Charges	116,257	219,637
Round off	-	1
(B)	<u>6,398,980</u>	<u>6,232,514</u>
(A) + (B)	<u>37,643,223</u>	<u>38,508,853</u>

Notes:

Particulars	31/03/2017 ₹	31/03/2016 ₹
i) Consumables, Stocks and Spares		
Opening stock	2,762,342	2,071,209
Add: purchases	19,438,076	19,698,734
	<u>22,200,418</u>	<u>21,769,943</u>
Less: Closing stock	2,810,015	2,762,342
	<u>19,390,403</u>	<u>19,007,601</u>

ii)	Payments to the auditors comprises		
	a.) As auditors - statutory audit	80,000	79,800
	b.) For taxation matters		
	c.) Others	-	-
		<u>80,000</u>	<u>79,800</u>

24 Tax expense:

Particulars	31/03/2017	31/03/2016
	₹	₹
1. Current Tax	-	-
2. Deferred Tax	58,494	26,929
	<u>58,494</u>	<u>26,929</u>

25 Earnings per equity share of Rs. 10 each

Particulars	31/03/2017	31/03/2016
1. Basic Earnings per Share		
Net profit / (loss) for the year	10,438,443	(2,460,945)
Weighted average number of equity shares	10,791,900	10,791,900
Earnings per share - Basic (of ` 10/- each)	0.97	(0.23)
2. Diluted Earnings per share		
Net profit / (loss) for the year	10,438,443	(2,460,945)
Weighted average number of equity shares for Basic EPS	10,791,900	10,791,900
Add: Effect of Warrants, ESOPs and Convertible bonds which are dilutive	-	-
Weighted average number of equity shares - for diluted EPS	10,791,900	10,791,900
Earnings per share - Diluted (of ` 10/- each)	0.97	(0.23)

26 Segment Reporting

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.

27 Related party transactions

1. Details of Related Parties:

Description of relationship	Names of related parties
a.) Key Management Personnel	1. Mr. Sajjan Kumar Gupta (Managing Director) 2. Mrs. Swati Gupta (Director)
b.) Associates	1. Prima Agro Limited 2. Ayyappa Roller Flour Mills Limited 3. Prima Beverages Pvt Limited 4. Prima Credits Limited 5. Ayyappa Real estate Private Limited

2. Details of related party transactions during the year ended 31 March, 2017 and balances outstanding for the year ended 31 March, 2016:

Transactions	31/03/2017	31/03/2016
	₹	₹
a.) Transactions during the year		
Loans taken		
Prima Agro Limited	4,622,920	(15,200,000)
Ayyappa Roller Flour Mills Ltd	224,000	-
Prima Beverages Pvt Ltd	24,660	-
Loans Repaid/Given		
Prima Agro Limited	4,299,164.00	18,125,000
Prima Beverages Pvt Ltd	24,660.00	-
Ayyappa Roller Flour Mills Ltd	13,191,180.00	-
S K Gupta	-	1,100,000

Loans (taken from) / given to directors		
S K Gupta	-	(1,100,000)
Cash (received)/Paid		
Prima Agro Limited		10000
Other expenses met/(paid)		
Prima Agro Limited	-	(44,142)
b.) Balances outstanding at the end of the year		
Other Current Liabilities		
Prima Agro Limited	4,072,668	11,177,818
Ayyappa Roller Flour Mills Limited	18,898,865	31,866,045

28 Employee benefit plans

1 Gratuity plan

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.

29 Operating Lease

Operating Lease payments are recognised as expenses in the Profit & Loss Account for the year

Particulars	31/03/2017	31/03/2016
	₹	₹
a.) Total Minimum lease payment for each of the following periods		
-Not Later than 1 year	-	-
-Later than 1 year and not later than 5 years	-	-
-Later than 5 years	-	-
b.) Total of Future Minimum sub- lease payments, if any	-	-
c.) Lease payments recognised in the Profit & Loss A/c for the year		
- Rent for the accommodation of Staff	-	-

30 Contingent Liabilities and commitments (to the extent not provided for)

Particulars	31/03/2017	31/03/2016
	₹	₹
1 Contingent Liabilities		
(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		
- 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
2 Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for;	Nil	Nil
(b) Uncalled liability on shares and other investments partly paid	Nil	Nil
(c) Other commitments - Dividend on Cumulative Redeemable Preference Shares.	13,436,884	12,317,143

31 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.

32 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	31/03/2017	31/03/2016
	₹	₹
(i) Principal amount remaining unpaid to any supplier at the end of the accounting year	Nil	Nil
(ii) Interest due thereon remaining unpaid to any supplier at the end of the accounting year	Nil	Nil
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	Nil	Nil
(iv) The amount of interest due and payable for the year	Nil	Nil
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil

(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid

Nil

Nil

Note:

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

33 Activity in foreign currency

Particulars	31/03/2017	31/03/2016
	₹	₹
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

As per our report of even date attached

For G Joseph & Associates

Chartered Accountants

(Firm Reg. No.006310S)

For and on behalf of the board of directors

Prima Industries Limited

P. Rajagopal

Partner

Membership No. 202134

S K Gupta

Managing Director

DIN - 01575160

Swati Gupta

Director

DIN - 00249036

Place : Cochin

Date :31.05.2017

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	
A. Revenue							
External Sale		-	14,219,498	96,108,091	14,219,498	96,108,091	
Processing Charges	29,857,745	31,422,814	40,093,452	23,340,448	69,951,197	54,763,262	
Others	67,500	74,750		-	67,500	74,750	
Unallocated income		-		-	269,829	137,001	
Total Segment Revenue	29,925,245	31,497,564	54,312,950	119,448,539	84,508,024	151,083,103	
B. Result							
Stock Differential		-			-	-	
Raw material consumed		-	21,133,826	101,200,766	21,133,826	101,200,766	
Packing Materials consumed					-	-	
Consumables	13,573,282	13,305,321	5,817,121	5,702,280	19,390,403	19,007,601	
Freight Inwards	1,630				1,630	-	
Gunny Sticking	699,266	676,871			699,266	676,871	
Electricity	6,981,488	7,928,613	2,992,066	3,397,977	9,973,554	11,326,590	
Other overheads	732,031		233,561	483,098	965,592	483,098	
Repairs and Maintenance		731,605	2,727,229	1,827,596	2,727,229	2,559,201	
Advertisement Expenses	37,076	89,691	15,890	38,439	52,966	128,130	
Employee benefits expense	5,800,192	4,504,127	2,485,796	1,930,340	8,285,988	6,434,468	
Freight Outward						-	
Lab expenses	39,391	23,607	16,882	10,117	56,273	33,724	
Insurance	193,301	189,867	82,843	81,371	276,144	271,238	
Finance cost	7,341	12,764	3,146	5,470	10,487	18,235	
Allocated segment expenses	28,064,997	27,462,466	35,508,360	114,677,455	63,573,357	142,139,921	
Un-allocated expenses					3,500,167	4,022,400	

	Operating Profit/(Loss)	1,860,248	4,035,098	18,804,590	4,771,083	17,434,500	4,920,782
	Less: Interest Expense		-		-		-
	Less: Fringe Benefit Tax		-		-		-
	Less: Deferred Tax		-		-	(58,494)	26,929
	Profit from ordinary activities	1,860,248	4,035,098	18,804,590	4,771,083	17,492,994	4,947,711
	Less : Extra-ordinary loss		-		-		-
	Net Profit/(Loss)	1,860,248	4,035,098	18,804,590	4,771,083	17,492,994	4,947,711
C.	OTHER INFORMATION:						
	Assets						
	Segment Assets						
	Fixed Assets	17,783,693.58	19,988,859	33,026,860	37,122,166	50,810,553	57,111,025
	Current Assets, Loans & Advances	3,041,977	3,132,915	7,361,914	14,618,194	10,403,891	17,751,109
	Un-allocated assets					62,635,331	60,452,948
	Total Assets	20,825,670		40,388,774		123,849,775	135,315,082
D.	Liabilities						
	Segment Liabilities	6,446,771	7,732,256	3,238,635	3,789,557	9,685,407	11,521,813
	Un-allocated liabilities		-			114,164,369	123,793,270
		6,446,771	7,732,256	3,238,635	3,789,557	123,849,775	135,315,082
E.	Depreciation						
	Segment Depreciation	2,221,818.20	2,318,452	4,126,234	4,305,697	6,348,052	6,624,149
	Unallocated Depreciation		-		-	706,499	784,506
	Total Depreciation	2,221,818		4,126,234		7,054,551	7,408,655

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

Notes to financial statements for the year ended March 31, 2017

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 generally accepted accounting principles and the applicable Mandatory Accounting Standards and relevant requirements of The Companies Act, 2013 ('the Act'). 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 recognised in the year in which they become known or materialises.

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 realisable 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 realisable 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 amortisation

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.

d. Revenue recognition

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

e. 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.

f. 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.

g. Borrowing Costs

Borrowing Cost that are directly attributable to the acquisition and construction of the qualifying asset are capitalised. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing cost are recognised 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 recognised 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 realised. If the company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised 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 realised.

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 realise the values as stated in the Balance Sheet, if realised 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 provision or disclosure is made.

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 recognised 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.

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 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.

Form No: MR 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[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 31.03.2017 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 31.03.2017 according to the provisions of:

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

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

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

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

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

We report that, during the year under review:

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

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

The redemption period of Preference Shares have been extended through a consent letter, taken note of in the Board Meeting, since there is only a single preference shareholder.

4. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, there being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel.
5. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and directorships in other Companies and interests in other entities.
6. The Company has not advanced loans, given guarantees and provided securities to directors and/or persons or firms or Companies in which directors were interested.
7. The amount borrowed by the Company from its directors, members, bank(s)/ financial institution(s) and others were within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws.
8. The Company has not defaulted in the repayment of unsecured loans, facilities granted by bank(s)/financial institution(s) and non-banking financial companies. The Company has not issued Debentures or collected Public Deposits.
9. The Company has not created or modified or satisfied charges on the assets of the Company and complied with the applicable laws.
10. All registrations under the various state and local laws as applicable to the Company are valid as on the date of report.
11. The Company has not issued and allotted the securities during the period under scrutiny.
12. The Company has not declared and paid dividends to its shareholders during the period under scrutiny.
13. The Company has;
 - a. no unpaid dividends,
 - b. not issued debentures and
 - c. not accepted fixed deposits

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

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

We further report that:

1. the Company has complied with the provisions of Corporate Governance Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs, Government of India;
2. the Company has 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% and the company is in the process of such conversion. The contents of the website including Board Composition and Code of Conduct, materiality policies is being updated as per LODR provisions.
4. the Company was not required to comply with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the Regulations due to non-applicability;
5. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures; and the Company is in the process of preparing the required documents and records as per the rules and regulations as certified by the management.
6. the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 are not applicable for the Company during the period under scrutiny.
7. the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with regard to grant of Stock Options and implementation of the Schemes are not applicable for the Company during the period under scrutiny.
8. the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable for the Company during the period under scrutiny.
9. the Company has complied with the provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
10. the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 are not applicable for the Company during the period under scrutiny.
11. the provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 with regard to buy back of Equity shares are not applicable for the Company during the period under scrutiny.
12. the Company has provided E-voting facility to the members and the Company has entered in to try party agreement between RTA and NSDL as certified by the management.
13. The Company had complied with the Provisions of The Competition Act, 2002 with regard to prohibition of anti-competitive agreements, abuse of dominance and ensuring of competition advocacy. As per the verification, the Company is ensuring fair competition in the market among its competitors.

We Further Report That:

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

1. The Competition Act, 2002:-Overall Compliance under the Act complied by the Company.
2. The Kerala Panchayat Raj Act and Kerala Municipalities Act:-The Company has complied with the provisions of the Act.
3. The Kerala Shops & Establishment Act, 1960:-Overall Compliance under the Act complied by the Company.
4. Kerala Industrial Establishments (National & Festival Holidays Act) 1958:- The Company has complied with the provisions of the Act.

5. Sexual Harassment of Women at the work place (prevention, prohibition and redressal) Act, 2013:- Overall Compliance under the Act complied by the Company.
6. Food safety and Standards Act, 2006:-The Company has complied with the provisions of the Act.
7. Indian Boilers Act 1923:-The Company has complied with the provisions of the Act.
8. The Water (Prevention and Control of Pollution) Act, 1974:-The Company has obtained necessary license under the Act.
9. The Air (Prevention & Control of Pollution) Act, 1981:-The Company has obtained necessary license under the Act.
10. The Environment (Protection) Act, 1986:- The Company has obtained necessary license under the Act.
11. The Legal Metrology Act:-The Company has complied with the provisions of the Act.
12. The Standard of Weight & Measures (Enforcement) Act, 1985:-The Company has complied with the provisions of the Act.

We further report that:

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

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

Cochin
17/07/2017

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

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
17/07/2017

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

PRIMA INDUSTRIES LIMITED

CIN: L15142KL1994PLC008368

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

ATTENDANCE SLIP

(Please present this slip at the Meeting Venue)

I/We hereby record my/our presence at the 23rd Annual General Meeting of the Company, to be held on Monday, the 18th day of September, 2017 at 11.00 a.m. at the Registered Office of the Company at Door No.V/679-C, Industrial Development Area, Muppathadam P.O., Edayar, Cochin -683 110, Kerala and at any adjournment thereof.

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

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

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

No. of Shares held:.....

Notes:

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

PRIMA INDUSTRIES LIMITED

CIN: L15142KL1994PLC008368

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

**Form No. MGT –II
PROXY FORM**

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

CIN : L15142KL1994PLC008368
Name of the Company : PRIMA INDUSTRIES LTD
Registered Office : Door No.V/679-C, Industrial Development Area
Muppathadam.P.O., Edayar, Cochin – 683 110

Name of the member(s):
Registered Address:
Email ID:
Folio No./Client ID:
DP ID:

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

- 1. Name:.....
Address:.....
Email ID:.....
Signagture:.....or failing him.....
- 2. Name :.....
Address:.....
Email ID:.....
Signagture:.....or failing him.....
- 3. Name:.....
Address:.....
Email ID:.....
Signagture:.....or failing him.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the company, to be held on Monday , the 18th day of September, 2017 at 11.00 a.m. at the Registered Office of the Company at Door No.V/679-C, Industrial Development Area, Muppathadam.P.O., Cochin – 683 110, Kerala and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions

Signed this..... day of September ,2017

Signature of shareholder

Signature of Proxy Holder (s)

Affix
Rs.1/-
Revenue
Stamp

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