

PRIMA AGRO LIMITED



27th ANNUAL REPORT 2013-14

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

AUDITORS

M/s Vijayakumar & Easwaran
Chartered Accountants
Ernakulam

BANKERS

ICICI Bank
Indian Overseas Bank

REGISTERED OFFICE

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

SHARE TRANSFER AGENTS

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

PLANT LOCATION

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

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

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Company will be held at its Registered Office at "Door No: V/679-C, Industrial Development Area, Muppathadam P O, Edayar, Cochin - 683 110 on **Saturday the 16th August, 2014 at 10.00 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, 2014 together with the Reports of the Directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Mr. Rajyawardhan Agarwal (DIN : 02381865), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company.

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

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

"RESOLVED that the retiring Auditors, M/s Vijayakumar & Easwaran, Chartered Accountants, (Registration No.004703S) being eligible for reappointment, be and are hereby appointed as Auditors of the Company for the financial year ending 31st March, 2015, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS

4. To ratify the appointment of Cost Auditors for the year 2014-15 for Compliance Report & Cost Audit as per MCA Notification No G.S.R.429(E) DT 3-6-2011 by passing the following resolution as an Ordinary Resolution:

"Resolved that, subject to such guidelines and approval as may be required from the Central Government the reappointment of M/s. Ajeesh & Associates, South Kalamasserry, Cochin - 682 033 as Cost Auditors to audit the cost records maintained by the Company for the Financial Year 2014-15 on a remuneration fixed by the Board of Directors be and is hereby ratified."

EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT

Item No -4

Ratification of appointment of Cost Auditor:

A proposal for appointment of Cost Auditor for 2014-15 was recommended by the Audit Committee to the Board. It was proposed to re-appoint M/s. Ajeesh & Associates, South Kalamasserry, Cochin - 682 033 as Cost Auditors. Certificate dated 29-5-2014 issued by the above firm regarding their

eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 11.00 A.M to 1.00 P.M and shall also available at the meeting.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put up for the consideration of the shareholders. None of the Directors and Key Managerial personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The duly filled up Proxy Form should be lodged with the Company at its Registered Office not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from Monday, 14th August, 2014 to 16th August, 2014 (both days inclusive).
4. Members/Proxies are requested to bring the Attendance Slip duly filled in for attending the Meeting. No duplicate will be issued at the venue of the Meeting.
5. Share Holders are requested to inform the Company any changes in their mailing address and also to quote folio number in all their correspondence with the Company.
6. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting.

Place: Kochi
Date: 27.06.14

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

FOR THE ATTENTION OF THE MEMBERS:

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

Sending notices and documents to shareholders through email:

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

DIRECTORS' REPORT

To,
The Members of
Prima Agro Limited

Your Directors have pleasure in presenting the 27th Annual Report together with the Audited Balance Sheet and Profit and Loss Accounts for the year ended 31st March 2014.

1. FINANCIAL PERFORMANCE

During the year, the Company achieved gross revenue of ₹ 934.68 Lacks and had made a profit of ₹ 26.05Lacks (Previous loss of ₹ 29.25 Lacks).

Particulars	Current Year 31/03/2014 (in lacks)	Previous Year 31/03/2013 (in lacks)
Turnover/Processing Income	934.68	662.05
Profit Before depreciation	89.20	44.21
Depreciation	28.46	21.70
Profit (Loss) after Depreciation & Taxes	26.05	(29.25)

2. MANAGEMENT DISCUSSION AND ANALYSIS

We present below a composite summary of performance of the Company for the FY 2013-14.

i) ECONOMY AND MARKETS

The year witnessed divergent growth globally and in the domestic market the year saw steep decline in industrial activity and consumption demand continued to weaken. With sluggish growth across the larger economy, further compounded by high consumer inflation and weak sentiment, market growth moderated throughout the year in both volume and value terms.

Your Company's performance for the year 2013-14 has to be viewed in the context of aforesaid economic and market environment. In a highly competitive scenario, where new brands and offerings are entering the market almost every quarter, your Company delivered competitive growth, driven by innovation, sharper in-market execution, and competitive marketing.

ii) FUTURE PROSPECTS

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

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

Your Company had two Animal Feed manufacturing plants situated at Kochuveli, Thiruvananthapuram and Edayar, Ernakulam. The Tiruvananthapuram Plant was earlier a flour Mill and the same was converted in to Animal Feed Plant. These plants each having the capacity for manufacturing 300 MT Cattle Feed per day and is structured to produce a variety of Animal Feeds. The Company had installed

the most modern plant with computerized controls. The Company is adopting sophisticated techniques and evolving recipes with appropriate ingredients to meet the nutritional and energy requirements of cattle, poultry and goats, Your Company is now manufacturing Animal Feed for M/s KSE Ltd.

iii) Capital Expenditure

During the year Your Company had added ₹ 23.54 Lakhs to Fixed Assets (Last year-₹ 144.65 Lacks). The utilization of Prima's manufacturing facilities reached a level of 80 to 85% of the installed capacities. Bulk of the capacity utilization is for conversion contracts for well established Company known as M/s KSE Ltd. Their products are manufactured according to their own specifications.

Your Company is proposing to Install Solar Power Plant with a Capital Outlay of ₹ 700 Lakhs in its site at Edayar and also had plans to construct additional Warehouse space at Edayar at a Cost of ₹ 800 Lakhs.

3. DIRECTORS

During the reporting year Mr.Rajyawardhan Agarwal, the director of the Company had to be retired by rotation and since he is eligible for reappointment the same is being proposed in the forthcoming Annual General Meeting of the Company. He is an independent director of the Company who meets the criteria as per the provisions of section 149(6) of the Companies Act, 2013.

4. AUDITORS

M/s Vijayakumar & Easwaran, Chartered Accountants, (Registration No.0047035) Cochin will retire at the forthcoming Annual General Meeting of the Company and are eligible for re-appointment and also indicated their willingness to be reappointed.

5. COMMENTS ON THE AUDITORS' REPORT

The company has paid Directors remuneration of Rs. 9,00,000/- during the year, which is in excess of the limit specified under the provisions of the Act. Our opinion is not qualified in respect of this matter.

Directors replay to the above.

In our Opinion the above remuneration paid is well within the limit as per the provisions of section 197 of the Companies Act, 2013 read with Schedule V Part II Section II.

The Auditors had presented their report without any special comments other than the above for the FY 2013-14.

(Audit Report is attached to this Annual Report for reference)

6. PERSONNEL AND INDUSTRIAL RELATIONS

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

7. STATUTORY DISCLOSURES

The Company has not accepted any deposits under the provisions of Companies (Acceptance of Deposits) Rules, 1975.

Your Company does not have any employee in respect of whom information under Section 134(3)(e) of the Companies Act, 2013, is required to be annexed.

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

As required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Directors Particulars in the Report of Board of Directors) Rules 1988, the information relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo in Form No. A & B is required, which is annexed to this report.

9. DIRECTOR'S RESPONSIBILITY STATEMENT (as per section 134(5) of the Companies Act, 2013)

The Directors confirm:

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

10. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS

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

11. ACKNOWLEDGEMENT

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

For and on behalf of the Board

Sd/-

Sanjay Gupta
Managing Director

Place: Cochin

Date: 27.06.2014

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

ENERGY CONSERVATION

The Company is making all round efforts for the conservation of energy. To reduce the energy cost, energy efficient equipments were used and the effect of the same has been felt. The Company is proposing to Install Solar Power Plant of about 1 MW at a Capital Outlay of ₹ 700 Lakhs in its site at Edayar for which initial feasibility study had already started.

Total energy consumption and energy consumption per unit of production as prescribed in "form A" is not applicable to the company.

Form B (see Rule 2)

I. Form of disclosure of particulars with respect to absorption of Research and Development:

1. Specific areas in which R&D : Quality Control by the Company
2. Benefits derived as a result of above R&D : The quantitative aspects of the products are well accepted.
3. Future Plan of Action : To continuously upgrade the quality of final Product through Research & Development.
4. Expenditure on R&D
 - a. Capital : Nil
 - b. Recurring : Nil
 - c. Total : Nil
 - d. Total R&D expenditure as a percentage of total turnover : Nil

II. Technology, Absorption, Adoption and Innovation

1. Efforts, in brief, made towards technology absorption and innovation : New technology has been adopted For manufacturing.
2. Benefits recorded as a result of the above : The quality of the product has been improved considerably
3. Particulars of Technology imported during the last 5 years
 - a. Technology imported : NIL
 - b. Year of import : NA
 - c. Has technology been fully absorbed : NA
 - d. If not fully absorbed, area where this has not taken place, reasons therefore and future plans of action : NA

III FOREIGN EXCHANGE EARNINGS AND OUTGO

- a) Activities relating to exports, initiatives taken to increase exports, development of new export market for products and Services and export plans.
Marketing efforts are being made to explore export market for the products of the Company.
- b) Total Foreign Exchange earned and used Expenses in Foreign Currency

Foreign Travel	:	NIL
Capital Goods Import	:	NIL
Raw Material Import	:	NIL
Trading Goods	:	NIL
Others	:	NIL
- c) Foreign Exchange Earned : NIL

For and on behalf of the Board
sd/-

Sanjay Gupta
Managing Director

Place : Cochin
Date : 27-6-2014

CORPORATE GOVERNANCE REPORT (Pursuant to Clause 49 of the Listing Agreement)

CORPORATE GOVERNANCE

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

1 .COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

2. BOARD OF DIRECTORS

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

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

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

Name of Director	Category	Number of shares held in the Company as on 31.03.2014	Attendance at		Directorships and Chairmanship / Membership of Board Committees in Other Companies as on 31.03.2014		
			Board Meetings	Last AGM	Director	Committee Member	Committee Chairman
1. Shri. Sanjay Gupta	P, MD	391600	7	Yes	3	None	None
2. Shri. S.K. Gupta	P, C	183000	7	Yes	1	1	1
3. Shri. Rajyawardhan Agarwal	NED & I	-	7	Yes	1	1	None

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

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

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

Reappointment of Directors

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

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

Name of Director	:	Mr. Rajyawardhan Agarwal
Date of Birth	:	25.10.1965
Date of Appointment	:	30.10.2001
Qualification	:	Graduate
Expertise in specific Functional are :		More than 15 years Experience in Manufacturing Industry

Details of other Directorships:

Name of the Company	Position held	Committee type	Membership status
Prima Industries Limited	Director	Audit	Nil
Ayyappa Roller Flour mills Ltd	Director	Nil	Nil
Prima Credits Ltd	Director	Nil	Nil
PAPL Exim India Ltd	Director	Nil	Nil

3. AUDIT COMMITTEE

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

During the year ended 31st March 2014, the Committee met 5 times on 13/5/2013, 28/6/2013, 29/7/2013, 28/10/2013 and 27/1/2014.

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

Name of Members of Audit Committee	Designation	No. of meeting attended
Shri. S K Gupta	Chairman, Non – Executive	1
Shri. Rajayawardhan Agarwala	Member & Non – Executive & Independent Director	4

4. REMUNERATION COMMITTEE

a) Composition, Name of Members, Chairperson and attendance

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

b) Brief description of terms of reference

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

c) Remuneration to Directors

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

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

The aggregate of salary, perquisites and commission paid/payable for the year ended 31st March, 2014 to Managing Director, is as follows:

Shri Sanjay Gupta, Managing Director : ₹ 9,00,0000/-

e) Remuneration paid to Non-Executive Directors : No Remuneration is paid to Non-Executive Directors. The details of sitting fees paid during the period : No Sitting Fees is paid during the year.

5. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

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

Name of the member	Category
Shri. S K Gupta	Chairman
Shri. Rajayawardhan Agarwala	Independent Director

Given below is the position of investor queries / complaints and other correspondences received and attended to during 2013 -2014:

Nature of complaint / queries	No. of complaints
For non-receipt of dividend, shares lodged for transfer, issue of duplicate share certificates.	-
Queries / Complaints redressed	-
Pending queries / complaints as on 31.03.2014	-
Other letters received from shareholders and replied	5

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

The shares of the Company are traded in physical as well as in de-mat form. A table showing the requests Received for dematerialization / transfer during 2013-2014 is given below -

	Transfers	
	No. of requests	No. of shares
Lodged	296	378100
Processed	296	378100
Objections	-	-
Pending as on 31.03.2014	-	-

6. Board Meetings

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

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

During the financial year ended 31st March, 2014, Seven Board meetings were held on 12/4/2013, 15/5/2013, 22/6/2013, 29/6/2013, 31/7/2013, 30/10/2013 and 30/1/2014.

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

7. GENERAL BODY MEETINGS

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

Year	Location	Date	Time	No. of Special Resolutions approved at the AGM
2010-11	Door No.V/679C,IDA, Muppathadam P.O. Edayar	28.09.2011	4.00 p.m.	None
2011-12	Door No.V/679C,IDA, Muppathadam P.O. Edayar	27.09.2012	4.00 p.m.	4
2012-13	Door No.V/679C,IDA, Muppathadam P.O. Edayar	30.08.2013	11.a.m	1

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

8. DISCLOSURES

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

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

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

9. Code of Conduct

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

10. CEO / CFO Certification:

Mr. Sanjay Gupta, Managing Director and Mr. V R Sadasivan Pillai, General Manager (Finance) have given CEO/CFO Certificate to the Board. The Board noted the said CEO/ CFO certificate, as per the format given under clause 49(v), at its meeting held on 31st May, 2014.

11. MEANS OF COMMUNICATION

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

12 .GENERAL SHAREHOLDERS' INFORMATION

- i) Annual General Meeting
 - Date and time : 16th August, 2014 at 10.a.m.
 - Venue : Door No. V-679/C, Industrial Development Area, Muppathadam P.O., Edayar, Cochin - 683110.
- ii) Financial Calendar : 2013-14

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

iii) Code of Insider Trading

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

iv) Internal Control System and their Adequacy

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

- a) Protection and conservation of resources of the Company.
- b) Compliance with statutory requirements.
- c) Maximum utilization of resources.

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

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

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

- vi) Dates of book closure : Monday, 14th August, 2014 to 16th August, 2014.
(Both days inclusive).
- vii) Dividend payment date : N.A.
- viii) Listing on Stock Exchange : BSE-Mumbai,
- ix) Stock Code : 519262
- x) Demat ISIN Number : ISIN-INE297D01018
- xi) Market Price data

Company's shares traded during the period.

Month	Month's High Price	Month's Low Price
April-2013	4.42	3.97
May-2013	6.15	4.50
June-2013	7.45	6.47
July-2013	7.39	7.39
Sept-2013	7.05	7.05
Oct-2013	6.70	6.07
Jan-2014	7.01	6.37
Feb-2014	7.00	5.18
March-2014	5.23	4.76

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

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

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

Distribution of the shareholding on the basis of categories of shareholders as on 31.03.2014 is as under:

Category Code	Category of shareholder	No. of share holders	Total no. of shares	Number shares held dematerialized form	Percentage to total shares
(A)	Shareholding of Promoter and Promoter Group				
(1)	Indian	7	855300	812800	16.46
(a)	Individuals				
(b)	Bodies Corporate	5	887900	96800	17.09
	Sub-Total (A)(1)				
(2)	Foreign				
(a)	Bodies Corporate				
	Sub-Total (A)(2)	12	1743200	909600	33.56
	Total shareholding of Promoter and Promoter Group				
	(A) = (A)(1) + (A)(2)				
(B)	Public Shareholding				
(1)	Institutions				
(a)	Mutual Funds				
(b)	Foreign Institutional Investors				
	Sub-Total (B)(1)				
(2)	Non-Institutions				
(a)	Bodies Corporate	36	83000	38000	1.60
(b)	Individuals				
	i. Individual shareholders holding nominal share capital upto Rs.1 Lakh.	13311	3061122	209122	58.93
	ii. Individual shareholders holding nominal share capital in excess of Rs.1 Lakh.	9	305778	151278	5.89
(c)	Trust				
(d)	Directors & their relatives				
(e)	Non resident Indians				
(f)	Overseas Corporate Bodies				
(g)	Clearing members	2	1800	1800	0.03
(h)	Hindu undivided families				
	Sub-Total (B)(2)	13358	3451700	400200	66.44
	Total Public Shareholding (B) = (B)(1) + (B)(2)	13358	3451700	400200	66.44
	TOTAL (A) + (B)	13370	5194900	1309800	100

Distribution of shareholding as on 31.03.2013, pursuant to clause 35 of the Listing Agreement is as under:

Shareholding of nominal value of ₹	No. of Shareholders	% of Shareholders	Amount of Share Capital in ₹	% of Shareholding
Upto - 500	12468	93.25	1927439	37.1
501 - 1000	566	4.23	469083	9.03
1000 - 2000	205	1.53	305507	5.88
2001 - 3000	60	0.45	153532	2.96
3001 - 4000	15	0.12	53024	1.02
4001 - 5000	16	0.12	74466	1.43
5001 - 10000	18	0.13	125771	2.42
10001 and above	22	0.16	2086078	40.16
Total	13370	100	5194900	100

Dematerialisation of shares and liquidity:

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

The Company's shares are regularly traded in the Bombay Stock Exchange Limited,

- Plant Location :
1. Prima Agro Limited
Industrial Development Area,
Muppathadam P.O., Edayar - 683 110
 2. Prima Agro Limited
Industrial Development Area,
Plot No.71, Kochuveli Trivandrum - 695 021

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

- Any query on Annual Report :
- Secretarial Dept,
"Door No: V/679-C
Industrial Development Area
Muppathadam P O, Edayar, Cochin - 683 110

DECLARATION ON CODE OF CONDUCT

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

Sd/-

Place: Cochin
Date: 27-6-2014

Sanjay Gupta
Managing Director

CEO/CFO Certificate under Clause 49 of the Listing Agreement

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

- a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2014 and that to the best of our knowledge and belief:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit committee that:
 - (1) there are no significant changes in internal control over financial reporting during the year;
 - (2) there have been no significant changes in accounting policies during the year which are required to be disclosed in the notes to the financial statements; and
 - (3) there have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

CAUTIONARY STATEMENT

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

sd/-
Sanjay Gupta
Managing Director

sd/-
V R Sadasivan Pillai,
General Manager (Finance)

Place: Cochin

Date: 27-6-2014

AUDITORS' CERTIFICATE

TO THE MEMBERS OF
PRIMA AGRO LIMITED

We have examined the compliance of conditions of corporate governance by Prima Agro Limited for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchange(s).

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

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

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

For Vijayakumar & Easwaran
Chartered Accountant
Sd/-
K.Easwaran Pillai
Partner
Membership No.22062

Place: Kochi
Date : 25.06.14

INDEPENDENT AUDITOR'S REPORT

To The Members
PRIMA AGRO LIMITED,
Cochin.

Report on the Financial Statements

We have audited the attached Balance Sheet of M/s, PRIMA AGRO LIMITED, as at 31st March, 2014 the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 ("the act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosure in the financial statement. The procedure selected depends on the auditor's judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements 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 management, 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.

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matter

The company has paid Directors remuneration of ₹ 9,00,000/- during the year, which is in excess of the limit specified under the provisions of the Act. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For VIJAYAKUMAR & EASWARAN
CHARTERED ACCOUNTANTS

FRN 004703S

Sd/-

CA. K. EASWARAN PILLAI, FCA
SENIOR PARTNER

Membership No: 022062

Place: COCHIN

Date: 25/06/2014

ANNEXURE TO AUDITOR'S REPORT

(Referred to in paragraph 3 of our report of even date)

- i.
- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c) During the year, the company has not disposed off a major part of the plant and machinery. Accordingly the provisions of clause 4(i) (c) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- ii.
- a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) The procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) The company is maintaining proper records of inventory and the stock as disclosed in the financial statements are valued and certified by the management. The discrepancies noticed on verification between the physical stocks and book records were not material.
- iii.
- a) The Company has granted the following loans to companies, firms and other parties covered in the register maintained u/s.301 under the Companies Act, 1956.

Sl. No	Name of the Company/Firm or Other Parties	Relationship	Loan Granted during the year	Year end Balance
1.	Prima Industries Ltd	Associate	1,27,68,075.68	5,67,686.08
2.	Prima Beverages (P) Ltd.	Associate	38,65,992.00	10,03,595.40
5.	Ayyappa Roller Flour Mills Ltd	Associate	7,34,71,736.00	30,77,236.08
6.	Ayyappa Real Estate (P) Ltd	Associate	2,20,000.00	20,000.00
7.	PAPL Exim India Ltd	Associate	6,23,800.00	63,800.00
8.	Prima Credits Ltd	Associate	20,000.00	20,000.00
9.	Prima Alloys (P) Ltd	Associate	20,000.00	2,20,000.00

b)The following are the particulars of loans taken by the company from companies, and other parties covered in the register maintained u/s 301 of the Companies Act, 1956

Sl. No	Name of the Party	Relationship with the Company	Loan taken during the year	Year end Balance
1.	Sanjay Gupta	Managing Director	38,83,250.00	Nil
2.	Swati Gupta	Relative of Managing Director	2,84,715.00	1,91,000.00
3.	Universal Trading Company	Associate	1,37,338.20	1,50,000.00

c)We are unable to comment on the rate of interest and other terms and conditions on which loans have been taken from/granted to companies, firm or other parties listed in the register maintained u/s 301 of the Companies Act, 1956 which are prima facie, prejudicial to the interest of the company since the terms are not defined.

d)The Company is not receiving/paying any interest on such loans and there is no stipulation as to repayment of principal in respect of loans granted to/taken from parties listed in the register maintained under Section 301 of the Companies Act, 1956, hence we are unable to comment on the regularity of repayment of principal in respect of the said loans.

- iv. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system of the company.
- v. a) In our opinion and according to the information and explanations given to us, the particulars of all contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements entered in the register maintained u/s 301 of the Companies Act, 1956 and exceeding the value of five lakh rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi. The company has not accepted any deposit from the public hence the directions issued by the Reserve Bank of India and provisions of Section 58A and 58AA and other relevant provisions of the Companies Act, 1956 and the Rules formed thereunder are not applicable to this company.
- vii. The company does not have adequate internal audit system commensurate with the size and nature of its business.

- viii. The Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 for the products of the Company.
- ix.
- a) According to the information and explanations furnished to us, during the year, undisputed statutory dues including provident fund, investor education protection fund, employees state insurance, income tax, sales tax, wealth tax, customs duty, excise duty, cess and other material statutory dues applicable to it have been deposited with appropriate authorities and there has been no serious delays.
- Further, since the Central Government has till date not prescribed the amount of cess payable u/s 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.
- b) According to the information and explanation given to us, there are no dues of sale tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- x. In our opinion, the company has accumulated losses to the extent of Rs. 19,79,15,767.29/- and Rs 20,05,20,908.07 in previous year. The accumulated losses of the company are more than fifty per cent of its paid up capital and free reserves. However the company has not reported cash loss during the current year and in previous year.
- xi. In our opinion and according to the information and explanation given to us, the company during the year has not defaulted in repayment of dues to the Financial Institutions.
- xii. According to the information and explanations furnished to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly the provisions of clause 4(xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xiii. In our opinion, the company is not a chit fund or a Nidhi/ mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xiv. In our opinion the company is not dealing in shares, securities, debentures and other investments. Accordingly the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xv. In our opinion, the company has not given guarantees for loans taken by others from banks or financial institutions.
- xvi. In our opinion, the term loans have been applied for the purpose for which they were raised.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment.

xviii. According to the information and explanation given to us, the company has made following preferential allotment of preference shares to the parties & companies covered in the Register maintained u/s. 301 of the Act.

Name of the Party	Relationship with the Company	No. of Preference shares issued
Ayyappa Roller Flour Mills Ltd	Associate	60,00,000.00

In our opinion, the prices at which such preference shares have been issued are not prejudicial to the interest of the company.

xix. The company has not issued any debentures and hence the provisions of clause 4(xix) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

xx. The company has not raised any money from public issues during the year. Accordingly the provisions of clause 4(xx) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.

xxi. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For VIJAYAKUMAR & EASWARAN
CHARTERED ACCOUNTANTS
FRN 0047035

Sd/-

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

Place: COCHIN
Date: 25/06/2014

Place : Cochin
Date : 25/6/2014

PRIMA AGRO LTD
Balance Sheet as at 31st March 2014

Particulars	Note No.	31st March 2014	31st March 2013
I. EQUITY & LIABILITIES			
-1 Shareholder's Funds			
(a) Share Capital	1	111,949,000.00	51,949,000.00
(b) Reserves & Surplus	2	-70,297,899.93	-72,903,040.71
-2 Non-Current Liabilities			
(a) Long-term Borrowings	3	3,573,865.00	64,283,993.12
(b) Deferred Tax Liabilities		4,610,376.00	4,457,931.00
(c) Other Long term Liabilities	4	-	-
(d) Long-term Provisions	5	1,902,973.69	1,252,949.00
-3 Current Liabilities			
(a) Short-term Borrowings	6	-	24,000.00
(b) Trade Payables		16,176,501.04	13,613,524.96
(c) Other Current Liabilities	7	4,776,161.58	7,838,442.08
(d) Short-term Provisions	8	2,990,000.00	1,265,000.00
TOTAL		75,680,977.38	71,781,799.45
II. ASSETS			
-1 Non-Current Assets			
(a) Fixed Assets	9		
(i) Tangible Assets		42,619,429.01	43,110,679.08
(ii) Capital Work-in-Progress		-	-
(b) Non-Current Investments	10	10,224,480.00	10,224,480.00
(c) Deferred Tax Assets (Net)		-	-
(d) Long-term Loans & Advances	11	15,533,921.62	12,041,988.08
(e) Other Non-Current Assets	12	-	-
-2 Current Assets			
(a) Current Investments			
(b) Inventories	13	188,751.95	198,326.23
(c) Trade Receivables	14	2,101,709.18	2,243,888.40
(d) Cash & Bank Balances	15	1,922,333.02	1,803,555.36
(e) Short-term Loans & Advances	16	2,764,317.60	1,837,652.80
(f) Other Current Assets		326,035.00	321,229.50
TOTAL		75,680,977.38	71,781,799.45

For PRIMA AGRO LTD

For VIJAYAKUMAR & EASWARAN
CHARTERED ACCOUNTANTS
FRN 0047035

SANJAY GUPTA
MANAGING DIRECTOR

S.K GUPTA
DIRECTOR

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

Place : Cochin
Date: 25/6/2014

PRIMA AGRO LTD
Profit and Loss Statement for the year ended 31st March 2014

	Particulars	Note No.	31st March 2014	31st March 2013
I.	Revenue from Operations	17	90,931,124.65	63,137,860.65
II.	Other Income	18	2,536,778.66	3,067,467.86
III.	Total Revenue (I + II)		93,467,903.31	66,205,328.51
IV.	Expenses:			
	Cost of materials consumed	19	8,538,423.75	10,205,541.13
	Purchases of Stock-in-Trade			
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	9,574.28	326,945.61
	Employee benefits expense	21	13,278,814.79	8,046,571.69
	Finance costs	22	1,029,492.58	302,969.79
	Depreciation and amortization expense		2,845,977.66	2,169,813.31
	Other expenses	23	61,691,174.93	42,902,210.74
	Total expenses		87,393,457.99	63,954,052.27
V.	Profit before exceptional items and tax (III - IV)		6,074,445.32	2,251,276.24
VI.	Add: Exceptional items		-	-
VII.	Add: Prior Period Items		-906,859.54	-
VIII.	Profit before tax (V + VI + VII)		5,167,585.78	2,251,276.24
IX.	Tax expense:			
	(1) Current tax		2,410,000.00	430,000.00
	Add/(Less): Short/(Excess) provision of tax		-	467,632.00
			2,410,000.00	- 37,632.00
	(2) Deferred tax		152,445.00	5,214,333.00
X.	Profit (Loss) for the period (VIII - IX)		2,605,140.78	-2,925,424.76
XI.	Earnings per equity share:			
	(1) Basic		0.5	-0.56
	(2) Diluted		0.5	-0.56

For PRIMA AGRO LTD

For VIJAYAKUMAR & EASWARAN
 CHARTERED ACCOUNTANTS
 FRN 0047035

SANJAY GUPTA
 MANAGING DIRECTOR

S.K GUPTA
 DIRECTOR

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

Place : Cochin
 Date: 25/6/2014

Note 1

Disclosure pursuant to note no. 6(A) (a, b & c) of Part I of Schedule VI

Share Capital	As at 31st March 2014		As at 31st March 2013	
	No.	Amount	No.	Amount
Authorised				
70,00,000 Equity Shares of Rs. 10 each	7,000,000	70,000,000.00	7,000,000	70,000,000.00
1,00,00,000 Cumulative Redeemable Preference Shares of Rs 10 each	10,000,000	100,000,000.00	10,000,000	100,000,000.00
	17,000,000	170,000,000.00	17,000,000	170,000,000.00
Issued				
51,94,900 Equity Shares of Rs. 10 each	5,194,900	51,949,000.00	5,194,900	51,949,000.00
60,00,000 Cumulative Redeemable Preference Shares of Rs 10 each	6,000,000	60,000,000.00		
Subscribed & Paid up				
51,94,900 Equity Shares of Rs. 10 each	5,194,900	51,949,000.00	5,194,900	51,949,000.00
60,00,000 Cumulative Redeemable Preference Shares of Rs 10 each	6,000,000	60,000,000.00		
Subscribed but not fully Paid up	-	-	-	-

Disclosure pursuant to note no. 6(A) (d) of Part I of Schedule VI (Equity Shares)

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

Disclosure pursuant to note no. 6(A) (d) of Part I of Schedule VI (Preference Shares)

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

Name of Shareholder	As at 31 March 2014		As at 31 March 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sanjay Gupta	391,600	7.5	391,600	7.5
Ayyappa Real Estate (P) Ltd	274,300	5.28	274,300	5.28

Disclosure pursuant to note no. 6(A) (h) of Part I of Schedule VI

Details of shares reserved for issue under options & contracts for sale of shares/disinvestment	
*Terms of the contract	Nil
*Amount of Shares	

Note 2

Disclosure pursuant to note no. 6(B) of Part I of Schedule VI

Reserves & Surplus	As at 31st March 2014 Rs	As at 31st March 2013 Rs
a. Capital Reserves		
Opening Balance	122,499,517.36	137,500.00
(+) Current Year Transfer	-	122,362,017.36
(-) Written Back in Current Year		
Closing Balance	122,499,517.36	122,499,517.36
b. Other Reserves - Capital Subsidy		
Opening Balance	3,268,350.00	3,268,350.00
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	3,268,350.00	3,268,350.00
c. Other Reserves - Investment Allowance Reserve		
Opening Balance	1,850,000.00	1,850,000.00
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	1,850,000.00	1,850,000.00
d. Surplus		
Opening balance	-200,520,908.07	-197,595,483.31
(+) Net Profit/(Net Loss) For the current year	2,605,140.78	-2,925,424.76
Closing Balance	-197,915,767.29	-200,520,908.07
Total	-70,297,899.93	-72,903,040.71

Note 3

Disclosure pursuant to note no. 6(C) of Part I of Schedule VI

Long-Term Borrowings	As at 31st March 2014	As at 31st March 2013
A. SECURED		
a. Term Loans		-
from banks		-
1. ICICI Indica Car Loan (EMI A/c)	719,722.50	1,480,035.00
2. ICICI Amaze Car Loan (EMI A/c)	371,179.30	-
Other loans & advances		
LIC Keyman Loan	98,327.00	111,815.00
Total	1,189,228.80	1,591,850.00
B. UNSECURED		
a. Deposits	631,015.00	631,015.00
b. Loans and Advances from Related Parties	1,753,621.20	62,061,128.12
Total	2,384,636.20	62,692,143.12
	3,573,865.00	64,283,993.12

Note 5

Disclosure pursuant to note no. 6(E) of Part I of Schedule VI

Long-Term Provisions	As at 31st March 2014	As at 31st March 2013
a. Provision for Employee Benefits		
Gratuity	959,472.69	539,460.00
Ex gratia	794,426.00	564,414.00
b. Others		
Provision for Fringe Benefit Tax		-
Other Provisions	149,075.00	149,075.00
Total	1,902,973.69	1,252,949.00

Note 6

Disclosure pursuant to note no. 6(F) of Part I of Schedule VI

Short-term Borrowings	As at 31st March 2014	As at 31st March 2013
UNSECURED		
a. Loans Repayable on Demand		
from banks	-	24,000.00
Total	-	24,000.00

Incuse of continuing default as on balance sheet date in repayment of loans & interest w.r.t (a)

Period of default

Amount

Note 7

Disclosure pursuant to note no. 6(G) of Part I of Schedule VI

Other Current Liabilities	As at 31st March 2014	As at 31st March 2013
a. Current Maturities of Long - Term Debt	450,385.00	-
b. Other payables (Advance from customers)	4,199,371.58	7,697,992.08
c. Other Payables (Audit Fee)	126,405.00	140,450.00
Total	4,776,161.58	7,838,442.08

Note 8

Disclosure pursuant to note no. 6(H) of Part I of Schedule VI

Short-Term Provisions	As at 31st March 2014	As at 31st March 2013
Others		
Provision for taxes	-	685,000.00
Provision for taxes 2011-12	150,000.00	150,000.00
Provision for taxes 2012 - 13	430,000.00	430,000.00
Provision for taxes 2013 - 14	2,410,000.00	-
Total	2,990,000.00	1,265,000.00

Note 10

Disclosure pursuant to Note no. K of Part I of Schedule VI

Particulars	As at 31st March 2014	As at 31st March 2013
	Rs	Rs
Other Investments		
(d) Investments in Government or Trust securities	19,100.00	19,100.00
(h) Other non-current investments	10,205,380.00	10,205,380.00
Total (B)	10,224,480.00	10,224,480.00
Grand Total (A + B)	10,224,480.00	10,224,480.00
Less : Provision for diminution in the value of Investments		-
Total	10,224,480.00	10,224,480.00

Particulars	2014	2013
	Rs	Rs
Aggregate amount of quoted investments and Market value	10,224,480.00	10,224,480.00
Aggregate amount of unquoted investments		-

Note 9 - Fixed Assets
Disclosure pursuant to Note no. 6 (I) and 6J of Part I of Schedule VI

Particulars	Net Block				Accumulated Depreciation				Gross Block			
	Balance as at 1 April 2013	Additions/ (Disposals)	Acquired through business combinations	Exclusions/ (Disposals)	Balance as at 31 March 2014	Balance as at 1 April 2013	Dep change for the year	Adjustment due to revaluations	On deposits	Balance as at 31 March 2014	Balance as at 1 April 2013	Balance as at 31 March 2014
a Tangible Assets												
Land	4,202,195.00	-	-	-	4,202,195.00	-	-	-	-	-	4,202,195.00	4,202,195.00
Buildings	43,935,223.86	-	-	-	43,935,223.86	18,140,033.64	1,407,436.48	-	-	19,607,470.12	25,795,190.22	24,327,753.74
Plant and Equipment	84,677,213.51	695,515.00	-	-	85,372,728.51	74,212,195.30	836,130.79	-	-	75,048,326.09	10,465,018.21	10,324,402.42
Furniture and Fixtures	913,020.00	-	-	-	913,020.00	900,460.17	-	-	-	900,460.17	12,559.83	12,559.83
Vehicles	4,073,220.00	937,435.00	-	-	5,010,655.00	2,309,414.68	423,798.38	-	-	2,733,213.06	1,763,805.32	2,277,441.94
Office Equipment	1,358,881.00	419,937.00	-	-	1,778,818.00	675,968.37	76,361.54	-	-	752,329.91	682,912.63	1,026,488.09
Others -												
i) Cycle	1,354.77	150.59	-	-	1,505.36	1,505.36	-	-	-	1,505.36	-150.59	-
ii) Computer	3,541,428.00	301,690.00	-	-	3,843,118.00	3,352,279.54	42,250.47	-	-	3,394,530.01	189,148.46	448,587.99
Total	142,702,536.14	2,354,727.59	-	-	145,057,263.73	99,591,857.06	2,845,977.66	-	-	102,437,834.72	43,110,679.08	42,619,429.01
b Capital Work in Progress												
Total	-	-	-	-	-	-	-	-	-	-	-	-
Grand Total	142,702,536.14	2,354,727.59	-	-	145,057,263.73	99,591,857.06	2,845,977.66	-	-	102,437,834.72	43,110,679.08	42,619,429.01

Note 11

Disclosure pursuant to Note no. L (i),(ii) and (iii) of Part I of Schedule VI

Long Term Loans and Advances	As at 31 March 2014	As at 31 March 2013
	Rs	Rs
a. Security Deposits		
Unsecured, considered good	2,936,449.60	3,477,044.60
	<u>2,936,449.60</u>	<u>3,477,044.60</u>
b. Loans and Advances to Related Parties		
Unsecured, considered good	4,772,317.56	1,859,711.02
	<u>4,772,317.56</u>	<u>1,859,711.02</u>
c. Other Loans and Advances		
Unsecured, considered good	7,825,154.46	6,705,232.46
	<u>7,825,154.46</u>	<u>6,705,232.46</u>
Grand Total	<u><u>15,533,921.62</u></u>	<u><u>12,041,988.08</u></u>

Note 13

Disclosure pursuant to Note no.O (i), (ii) and (ii) of Part I of Schedule VI

Inventories	As at 31 March 2014	As at 31 March 2013
	Rs	Rs
g. Others (Packing Materials)	188,751.95	198,326.23
	<u>188,751.95</u>	<u>198,326.23</u>
Total	<u><u>188,751.95</u></u>	<u><u>198,326.23</u></u>

Note 14

Disclosure pursuant to Note no.P (i), (ii), (iii) and (iv) of Part I of Schedule VI

	As at 31 March 2014	As at 31 March 2013
	Rs	Rs
Trade Receivables		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good		-
Unsecured, considered good		-
Unsecured, considered doubtful	2,101,709.18	2,243,888.40
Less: Provision for doubtful debts		
	<u>2,101,709.18</u>	<u>2,243,888.40</u>
Total	<u><u>2,101,709.18</u></u>	<u><u>2,243,888.40</u></u>

Note 15

Disclosure pursuant to Note no.Q (i), (ii), (iii), (iv) and (v) of Part I of Schedule VI

	As at 31 March 2014 Rs	As at 31 March 2013 Rs
Cash and Bank Balances		
I. Cash & cash equivalents		
a. Balances with banks*	162,614.02	286,284.36
b. Bank deposits with more than 12 months maturity)	736,605.00	485,704.00
c. Cheques, drafts on hand		-
d. Cash on hand	23,114.00	31,567.00
e. Others		-
	922,333.02	803,555.36
II. Other bank balances		
a. Earmarked Balances (eg/- unpaid dividend accounts)		
b. Margin money	1,000,000.00	1,000,000.00
	1,000,000.00	1,000,000.00
	1,922,333.02	1,803,555.36
Balance with Banks		
	31st March 2014	31st March 2013
State Bank of India - EKM	57,808.70	68,566.70
State Bank of India - CA - Thumba	-	1,393.00
Federal Bank Ltd.	-	6,963.00
ICICI - Kalamassery 00004	92,523.34	161,814.70
IOB - TVM	-	2,047.00
State Bank of Travancore - TVM	1,770.00	120.00
Bank of India	-	778.58
ICICI Bank 6348	-	6,218.40
IOB - CA 353	9,071.93	36,942.93
HDFC	1,440.05	1,440.05
Total	162,614.02	286,284.36

Note 16

Disclosure pursuant to Note no.R (i), (ii) and (iii) of Part I of Schedule VI

	As at 31 March 2014 Rs	As at 31 March 2013 Rs
Short-term loans and advances		
a. Others (Advance to suppliers)		
Secured, considered good	-	-
Unsecured, considered good	2,764,317.60	1,837,652.80
Doubtful		
	2,764,317.60	1,837,652.80
	2,764,317.60	1,837,652.80

Note 17

Disclosure pursuant to Note no. 2 of Part II of Schedule VI

Particulars	For the year ended 31 March 2014 Rs	For the year ended 31 March 2013 Rs
a) Sale of products	-	232,461.00
b) Processing charges	90,606,929.65	62,435,642.65
c) Other operating revenues	324,195.00	469,757.00
Total	90,931,124.65	63,137,860.65

Note 18

Disclosure pursuant to Note no. 4 of Part II of Schedule VI

Particulars	For the year ended 31 March 2014 Rs	For the year ended 31 March 2013 Rs
Other non-operating income (net of expenses directly attributable to such income)	2,536,778.66	3,067,467.86
Total	2,536,778.66	3,067,467.86

Note 19

Disclosure pursuant to note 5 (ii) (a) to general instructions for preparation of statement of profit & loss

Cost of Materials Consumed	For the year ended 31 March 2014 Rs	For the year ended 31 March 2013 Rs
a) Packing materials	-	293,652.00
b) Store Materials	2,001,306.00	266,194.00
c) Store Consumables	4,366,909.00	6,120,511.00
d) Plywood and wood wastes	1,187,993.75	2,062,594.13
e) Interstate	982,215.00	1,419,538.00
f) HDPE Bags	-	43,052.00
Total	8,538,423.75	10,205,541.13

Note 20

Changes in inventories of finished goods, work-in-progress and Stock-in-Trade

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Opening stock	198,326.23	525,271.84
Closing stock	188,751.95	198,326.23
Change	9,574.28	326,945.61

Note 21

Disclosure pursuant to Note 5 (i) (a) to General Instructions to preparation of Statement of profit and loss

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Rs.	Rs.
Salaries & wages	9,848,528.00	6,562,209.69
Directors' Remuneration	900,000.00	-
Contribution to Provident fund and other funds	1,594,607.69	642,046.00
Staff welfare expenses	935,679.10	842,316.00
Total	13,278,814.79	8,046,571.69

Note 22

Disclosure pursuant to Note no. 3 of Part II of Schedule VI

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Rs.	Rs.
Interest expense	989,355.30	227,826.50
Other borrowing costs	40,137.28	75,143.29
Total	1,029,492.58	302,969.79

Note 23 A

Disclosure pursuant to Note no. 5 (i) (c) to (l) of Part II of Schedule VI

5(i)(c) Items of income & expenditure exceeding 1% of turnover of Rs.1,00,000/- whichever is higher

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	a) Factory Expenses	7,870,477.00
b) Freight Charges - Outwards	48,361.00	104,513.00
c) Electricity and Fuel Charges	25,137,116.08	16,763,550.00
d) General Expenses	4,454,964.50	4,767,630.94
e) Vehicle Running Expenses	1,364,460.00	1,153,596.00
f) Traveling & Conveyance	1,348,050.00	872,702.00
g) Directors Travelling Expenses	8,610,641.00	3,485,128.00
Total	48,834,069.58	34,974,546.94

Note 23 B

5(i)(j) Payments to auditors

As Auditors	140,450.00	140,510.00
Taxation matters		
	<u>140,450.00</u>	<u>140,510.00</u>

Note 23 C

5 (vi) Other expenses

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Rs	Rs
a) Rent	143,700.00	161,750.00
b) Repairs to Buildings	3,571,575.00	2,032,026.00
c) Repairs to Plant & Machinery	2,857,255.20	949,246.30
d) Insurance	75,072.00	190,616.00
e) Rates & taxes (excluding taxes on income)	203,805.00	351,426.00
f) Miscellaneous expenses	5,865,248.15	4,102,089.50
Total	12,716,655.35	7,787,153.80
Total	61,691,174.93	42,902,210.74

Note: 24

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

A. Basis for preparation of Financial statements

The Financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting, in accordance with the Accounting Principles generally accepted in India and comply with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable and the relevant provisions of the Companies Act, 1956. Except where otherwise stated, the accounting principles have been consistently applied.

B. Use of Estimates

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

C. Fixed Assets

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

D. Depreciation

Depreciation on Fixed Assets is provided on a straight line basis at the rates specified in Schedule XIV of the Companies Act, 1956.

E. Impairment of Assets

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

F. Investments

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

G. Inventories

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

H. Revenue Recognition

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

I. Employees Retirement and other Benefits

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

J. Accounting for Taxes on Income

- i. Provision for current tax is made based on the liability computed in accordance with the relevant tax rates and tax laws.
- ii. Deferred tax is recognized on all timing differences between accounting income and taxable income for the year, and quantified using the tax rates and laws enacted or subsequently enacted as on the Balance Sheet date.
- iii. The deferred tax assets are recognized and carried forward to the extent that there is a reasonable / virtual certainty as the case may be that sufficient taxable income will be available against which such deferred tax assets can be realized.

K. Earnings per Share

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

L. Accounting for Provisions, Contingent Liabilities and Contingent Assets

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

ADDITIONAL NOTES FORMING PART OF THE ACCOUNTS

1. Information on dues to Small Scale Industrial Units.

- a. No case of suppliers, who are covered under the "interest on delayed payments to Small Scale and Ancillary Industrial Undertaking Act, 1933" has come to the notice of the Company
- b. Amount outstanding for payments to SSI 's ₹ 1,81,108.80.
- c. Name of the SSI units to whom the Company owes any sum which is outstanding for more than 1 year:
(1) MBR Agro Ind. 1, 81,108.80
- d. The above information has been compiled to the extent to which the parties could be identified as Small Scale and ancillary undertakings on the basis of the information made available by the Company

2. Claims against the company not acknowledged as debt - Nil

	For the year ended 31.03.2014 ₹	For the year ended 31.03.2013 ₹
3. <u>Managerial Remuneration</u> Mr. Sanjay Gupta, Managing Director	9,00,000.00	4,80,000.00
4. <u>Remuneration to Auditors(excluding service tax)</u> Statutory Audit	1,25,000.00	1,25,000.00
5. Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
6. <u>Capacity Utilization</u>		
a. <u>Trivandrum</u>		
Licensed Capacity	60000.00	60000.00
Installed Capacity	22500.00	22500.00
Actual production in MTs (Job work)	32183.37	492.80
b. <u>Edayar, Cochin</u>		
Licensed Capacity	120000.00	120000.00
Installed Capacity	120000.00	120000.00
Actual production in MTs. (Job work)	72791.09	78955.39

1. Closing stock of packing materials is as valued and certified by the Managing Director.
2. Packing materials consumption is net of recovery.
3. Value of imports calculated on C.I.F. basis during the year
Raw Materials Rs. Nil (Previous Year - Nil)

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

4. Balances in the accounts of debtors, creditors and financial institutions are subject to confirmation.
5. **Earnings per share**

	For the year ended 31-03-2014 ₹	For the year ended 31-03-2013 ₹
Profit/(Loss) after Tax	26,05,140.78	(29,25,424.76)
Number of Shares Outstanding	51,94,900	51,94,900
Earnings per Share		
-Basic	0.50	(0.56)
-Diluted	0.50	(0.56)

12. Related Party Transactions

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

Name of Related Party	Relationship
Sanjay Gupta	Key Managerial Personnel
Ayyappa Roller Flour Mills Ltd. Prima Beverage (P) Ltd. Prima Industries Ltd. Universal Trading Company Sahuwala wax & Chemicals	Associates
Swati Gupta	Relative of Key Managerial Personnel

b. Transaction during the year with related parties:

Nature of Transaction	Associates	Key Managerial Personnel	Relative of Key Managerial Personnel
Purchase of Goods	Nil	Nil	Nil
Managerial Remuneration	Nil	9,00,000.00	Nil
Loans/loans advanced	6,10,668.00	70,606.00	1,24,000.00

c. Outstanding Balance as on 31st March 2014

Nature of Transaction	Associates	Key Managerial Personnel	Relative of Key Managerial Personnel
Amount Receivable	47,72,317.56	Nil	Nil
Amount Payable	1,37,338.20	Nil	1,91,000.00

13. During the year 2000-01, a complaint was filed by Food Corporation of India, against the Company in the Hon'ble High Court of Kerala. At this time, it's not possible to predict the potential financial impact on the Company of an adverse decision. And in this concern the company has executed a bank guarantee of Rs.10,00,000.00 with State Bank of India, Commercial Branch, Cochin as per the order of Hon'ble High Court Of Kerala dated 07/04/2000 in C.M.P.18042/2000 in O.P No.10898/2000. Interest on such deposit has not been accounted in the books of accounts.
14. The company has issued 60,00,000 10% Cumulative Redeemable Preference Shares of ₹ 10 each on 12/04/2013. Dividend for the year has not been provided in the books of accounts and is in accordance with the terms of issue of such shares.
15. Previous year figures have been regrouped or recast wherever necessary to suit current year's layout.

For PRIMA AGRO LTD

As per our report of even date attached
For VIJAYAKUMAR & EASWARAN
CHARTERED ACCOUNTANTS
FRN 0047035

SANJAY GUPTA
MANAGING DIRECTOR

S.K GUPTA
DIRECTOR

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

Place: COCHIN
Date: 25/06/2014

PRIMA AGRO LIMITED
Cash Flow Statement for the year ended 31st March 2014

PARTICULARS	FOR THE YEAR ENDED 31/03/2014		FOR THE YEAR ENDED 31/03/2014	
A Cash Flow from Operating Activities				
Operating Profit/(Loss) Before Tax		5,167,585.78		2,251,276.24
Adjustments for:				
Depreciation	2,845,977.66		2,169,813.31	
Interest Paid	1,029,492.58		302,969.79	
(Profit) / Loss on sale of Motor Vehicle	-		-105,595.10	
(Profit) / Loss on sale of Plant & Machinery	-		777,870.84	
Provisions (long term & short term)	-34,975.31		106,191.00	
Transfer to Reserve	-	3,840,494.93	122,362,017.36	125,613,267.20
Operating Profit/(Loss) Before Working Capital Adjustments		9,008,080.71		127,864,543.44
Adjustments for:				
Debtors/Trade receivables	142,179.22		891,634.30	
Inventory	9,574.28		326,950.61	
Other current assets	-4,805.50		-321,229.50	
Loans and Advances (Short term)	-926,664.80		359,238.00	
Current Liability	-523,304.42	-1,303,021.22	-47,654,690.51	-46,398,097.10
Net Cash Flows from Operating Activity		7,705,059.49		81,466,446.34
B Cash Flow from Investment Activity				
Capital Work-in-Progress				
Sale/(Purchase) of fixed Assets		-2,354,727.59		-19,340,494.17
Loans and Advances (Long term)		-3,491,933.54		48,950,934.46
Other loans and advances (Long term)				-
Net Cash Flows from Investment Activity		-5,846,661.13		29,610,440.29
C Cash Flow from Financing Activity				
Issue of Share Capital		60,000,000.00		-
Addition/(Repayment) of Secured Loans		-402,621.20		-112,979,215.00
Addition/(Repayment) of Unsecured Loans		-60,307,506.92		2,030,009.03
Interest paid		-1,029,492.58		-302,969.79
Net Cash Flows from Financing Activity		-1,739,620.70		-111,252,175.76
D Net Increase/(Decrease) in Cash & Cash Equivalents		118,777.66		-175,289.13
E Opening Balance of Cash & Cash Equivalents		1,803,555.36		1,978,844.49
F Closing Balance of Cash & Cash Equivalents		1,922,333.02		1,803,555.36

Notes

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

For PRIMA AGRO LIMITED

SANJAY GUPTA
MANAGING DIRECTOR

S.K GUPTA
DIRECTOR

For VIJAYAKUMAR & EASWARAN
CHARTERED ACCOUNTANTS
FRN 0047035

K.EASWARAN PILLAI, F.C.A
PARTNER

Membership No Q22062

Place : COCHIN

Date : 25/06/2014

FORMAT FOR REGISTERING EMAIL ID

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

PRIMA AGRO LIMITED

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

PROXY FORM

I/We
.....of.....in the district of.....
..... being a Member(s) of above named Company, hereby appoint
Shri..... of.....in the district
of.....or failing him S h r i
..... of
.....of.....in the district ofas my/our proxy to
vote for me/us, on my/our behalf at the 27th Annual General Meeting of the members of the
Company to be held on Saturday the 16th August, 2014 at 10.00. a.m. at its Regd.Office: "Door No: V/
679- C , Industrial Development Area , Muppathadam P O , Edayar, Cochin – 683 110 on Kerala, India
and at any adjournment thereof.

Signed atthis.....day of.....2014

Signature of the Member



Regd. Folio No:
No.of shares held:

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

—Cut here—

PRIMA AGRO LIMITED

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

ATTENDANCE SLIP

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

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

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

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

I hereby record my presence at the 27th Annual General Meeting of the Members of the Company
being held on Saturday the 16th August, 2013 at 10.00. a.m. at Regd.Office: "Door No: V/679-C,
Industrial Development Area, Muppathadam P O, Edayar, Cochin – 683 110, Kerala, India

Regd. Folio No:
No. of shares held:

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

PRINTEDBOOK

If undelivered, please return to:

PRIMA AGRO LIMITED

Corporate & Regd. Office

*Door No: V/679-C, Industrial Development Area,

Muppathadam P O, Edayar, Cochin – 683 110.

TO