

The cover features a light green gradient at the top, transitioning into a dark green area, and a yellow area at the bottom right. The text is bold and white with a black outline.

25th Annual Report 2018-19

Piccadily Agro Industries Limited

Board of Directors

Sh.Akhil Dada, Chairman
 Sh.Harvinder Singh Chopra, Managing Director
 Sh.Jai Parkash Kaushik, Director
 Sh.Vinod Dada, Director

DIN No .

02321706
 00129891
 02354480
 00644669

Auditors

M/s Aggarwal Sahil & Associates
 H.No.3026, 2nd Floor,
 Sector-27-D, Chandigarh.

Company Secretary

Ms Anchal Madaan

Chief Financial Officer

Des Raj Pahwa

CIN No.:L01115HR1994PLC032244

Registered Office & Factories

Village Bhadson, Umri Indri Road,
 Tehsil Indri, Distt.Karnal, Haryana- 134101

Registrar & Share Transfer Agent

Abhipra Capital Ltd.
 Ground Floor, Abhipra Complex Dilkush Industrial Area,
 A-387, GT Karnal Road, Azadpur, Delhi -110033

Banker

Punjab National Bank.

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NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of Piccadilly Agro Industries Limited will be held on Monday, 30th September 2019 at 4.00 P.M. at its registered office. i.e. Village Bhadson, Umri-Indri Road, Tehsil Indri, Distt. Karnal, Haryana-134101 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a. The Audited Financial Statements of the company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and
- b. The Audited Consolidated Financial Statement of the company for the financial year ended March 31, 2019.

2. To appoint a Director in place of Sh. Jai Parkash Kaushik (DIN:02354480) , who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.

SPECIAL BUSINESS:

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

"Resolved that pursuant to the provisions of sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act 2013, (the Act) and the rules made there under, read with Schedule IV of the said Act and regulation 16(1) (b) & regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations) including any statutory modification(s) or re-enactment thereof for the time being in force Sh. Vinod Dada (Din no. 00644669), Independent Director of the company , who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations , and who is eligible for reappointment and in respect of whom based on his evaluation of performance , the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an independent Director of the company to hold office for a second term of 5 (five) consecutive years, commencing from 30th September 2019 to 29th September 2024 including the period from 6th November 2021 to 29th September 2024 not liable to retire by rotation."

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

"Resolved that pursuant to the provisions of sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act 2013, (the Act) and the rules made there under, read with Schedule IV of the said Act and regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations) including any statutory modification(s) or re-enactment thereof for the time being in force, Sh. Akhil Dada (Din no. 02321706) Independent Director of the company , who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing regulations , and who is eligible for reappointment and in respect of whom based on his evaluation of performance , the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an independent Director of the company to hold office for a second term of 5 (five) consecutive years, commencing from 30th September 2019 to 29th September 2024 not liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sh. Harvinder Singh Chopra (DIN: 00129891) be and is hereby reappointed as Managing Director of the Company, for a period of one (1) year with effect from August 2, 2019 as per terms & conditions set out in explanatory statement annexed to the notice convening this meeting with liberty to the Directors to alter and vary the terms & conditions of the said appointment in such a manner as may be agreed between the Directors and Sh. Harvinder Singh Chopra

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. 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 section 148(3) and all other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Sanjeev Bansal, Cost Accountants , appointed by the Board of Directors to conduct the audit of the cost records of the company for the financial year ending March 31, 2020 be paid the remuneration of Rs.36000/-p.a. (Rupees. Thirty Six thousand only) and reimbursement of out of pocket expenses incurred in connection with the aforesaid Audit , be and is hereby approved. "

7. 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 section 161 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Madhu Sharma (DIN :07149078), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

By Order of the Board of Directors

Sd/-

Harvinder Singh Chopra

Din no:00129891

Dated: 29/05/2019

Place: New Delhi

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 / herself and the proxy so appointed need not be a member of the company. The instrument appointing Proxy should however be deposited at the Registered office of the company not less than 48 hours before the time and date fixed for the meeting.
A person can act as a Proxy on behalf of members not exceeding Fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a Proxy for any other member.
A proxy form is attached to the Annual Report
2. The company has already notified closure of Register of members and Share Transfer Books from Friday, 20th September to Monday, 30th September 2019 (both days inclusive) for purpose of Annual General Meeting.
3. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change of address to the Company/Registrar and Share Transfer Agent.
4. 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.
5. Members are requested to bring their attendance slip along with their copy of Annual report at the meeting.
6. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the company electronically.
7. Members desiring of any information as regards to accounts are requested to write to the company at least Ten days in advance to enable the

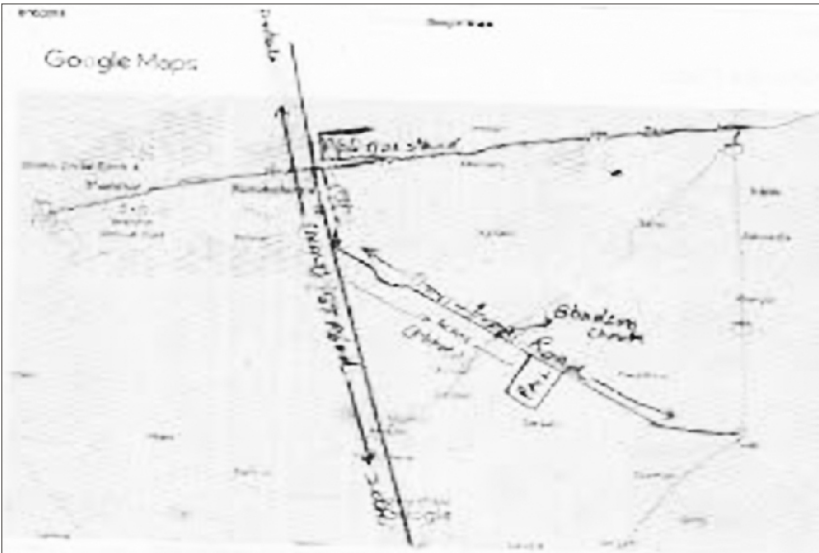
- management to keep the information ready
8. Members wishing to claim dividends, which remain unclaimed are requested to correspond with the company's Registrars and Transfer Agents, members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the company's unpaid dividend account will, as per section 124 of the Companies Act 2013 be transferred to the Investor Education and Protection Fund.
9. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management.
10. The relevant Explanatory Statement pursuant to section 102 of the Companies Act 2013 in respect of Special Business in the notice annexed hereto.
11. Additional information required to be furnished in respect of director seeking appointment/reappointment:

| | |
|--|---|
| Name of Director | Sh. Jai Parkash Kaushik |
| Director identification number | DIN: 02354480 |
| Date of Birth | 5/10/1950 |
| Date of Appointment | 12/11/2011 |
| Qualification | Retired IAS officer |
| Expertise in specific functional area | Well experienced and possess expertise in administration , business, & entrepreneurship qualities |
| Shareholding in Piccadily Agro Industries Ltd | Nil |
| Directorship in other companies | Piccadily Sugar & Allied Industries Limited |
| Committee position held in other companies | Chairman of Audit Committee of Piccadily Sugar & Allied Industries Limited Member of Corporate Social responsibility Committee of Piccadily Sugar & Allied Industries Limited Member of Stakeholder & relationship committee Member Risk Management Committee of Piccadily Sugar & Allied Industries Limited |
| Disclosure of Inter - se Relationship between Directors and KMP | NIL |
| Total Experience | More than 42 years |
| Number of shares held | Nil |
| No of Board meetings attended | 5 |

- None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution except Sh. Jai Parkash Kaushik, Director.
12. During the e voting period, members of the company holding shares either in physical form or dematerialised form as on cut-off-date i.e. 21st September 2019 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the company as on the cut of date.
13. **E-voting**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 & regulation 44 of the SEBI (Listing Obligations and Disclosure requirement) Regulation 2015. The Company is pleased to provide its members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) on the items mentioned in the notice by electronic means through e-voting Services provided by Central Depository Services Ltd (CDSL). The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on 26/9/2019 (9.00 A.M) and ends on 28/9/2019 (5.00 P.M.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 21/9/2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID.
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha - numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote." A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com toll free no: 1800-222-990
- A. A person, whose name is recorded in the of register of members or in the register of beneficial owners maintained by the Depositories as on the cut of date only shall be entitled to avail the facility of remote e-voting / voting at the AGM through ballot paper.
- B. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- C. The Scrutinizer shall after the conclusion of voting the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall may, not later than 3 days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same & declare the result of the voting forthwith.
- D. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.picagro.com and on the website of CDSL immediately after the declaration of result by the chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange.
- During the e-voting period, members of the company holding shares either in physical form or dematerialised form as on the cut of date i.e. 21/9/2019 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the company as on cut off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules 2014, cut off date means a date not earlier than 7 days before the date of meeting.
14. Road Map for the Venue of 25th Annual General meeting is also provided in the report to assist the members for attending the meeting.



By Order of the Board of Directors

Sd/- Harvinder Singh Chopra
Managing Director.
Din no;00129891

Dated: 29/05/2019
Place: New Delhi

EXPLANATORY STATEMENT**Explanatory Statement for resolutions mentioned under item no 3 pursuant to section 102 of the Companies Act 2013 (hereinafter referred to as the "Act")****Item no 3 & 4**

As per Section 149(10) of the Companies Act, 2013, an independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of a company but shall be eligible for reappointment on passing a special resolution by the company for another term of up to 5 (five) consecutive years on the Board of the company.

The Members of the company had at the 20th Annual General Meeting held on 30th September 2014 approved the appointment of following Independent Directors for a period of 5 years commencing from 30th September 2014 to 29th September 2019.

-Sh. Vinod Dada

-Sh. Akhil Dada

Based on their performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act 2013, Sh. Vinod Dada (Din no 00644669) & Sh. Akhil Dada (Din no 02321706) are eligible for appointment as Independent Directors and had offered themselves for reappointment. The Board of Directors recommends the proposal to re-appoint them as Independent Directors for a term as mentioned in the respective resolutions.

The company has received notice under Section 160 of the Companies Act 2013, from Sh. Vinod Dada & Sh. Akhil Dada signifying their candidature as an Independent Director of the company and has also received a declaration of independence from them.

In the opinion of the Board, Independent Directors fulfill the conditions specified under the Companies Act 2013, the Companies (Appointment and Qualifications of Directors) Rules 2014 and Regulation 16(1)(b) & 17(1A) of the Listing Regulations for reappointment as an Independent Director of the company and are independent of the management. A copy of the draft letter of Appointment for Independent Directors is available for inspection at the registered office of the company during the business hours on any working day. The Board considers that association of the Independent Directors would be of immense benefit to the company considering their expertise and experience and it is desirable to avail services of these independent Director.

Sh. Vinod Dada (Din no 00644669) is having vast experience & knowledge in Planning & control of all operations of the company, which are very productive & useful for the company. Keeping in view experience of Sh. Vinod Dada his presence on the board even after the age of 75 will be very useful.

Sh. Akhil Dada is having very sound knowledge of Marketing, Techniques & policies to boost the sales of the products of the company, which are very productive & useful for the company.

Further as per the regulation 17 (1A) of the Listing Regulations, appointment or continuation of a Non-executive Director after attaining age of 75 years also requires approval of members of the company by way of Special resolution. Sh. Vinod Dada shall attain age of 75 (Seventy Five) years during the proposed second term and in view of the same, Board of Directors, recommends passing of Special Resolutions under item **no 3 & 4**.

PROFILE OF DIRECTORS.**VINOD DADA** (Din no 00644669)

Sh. Vinod Dada.(72) is a Graduate in Arts and having a rich experience of 46 years in manufacturing and trading business including CI pipes, Nuts & bolts, manufacturing & trading in Pharmaceutical Industries and Automobile Industry. He is also part of the management of S.D. Institutions (A Non profit Organisation) as his social commitment toward society. He currently is running business of Automobile dealerships of JCB India Limited, Volvo and other commercial vehicles in the name of Dada earth movers.

Currently Sh. Vinod Dada is member of Audit Committee, Stakeholders relationship Committee, Nomination & Remuneration committee & Corporate Social responsibility Committee.

Directorship in other Companies.

MILAP NEWS CORPORATION PRIVATE LIMITED - a unlisted company

AKHIL DADA (Din no 02321706)

Sh. Akhil Dada (41) is a graduate in Commerce from Punjab University and Post Graduate in Business Administration (MBA) from VTU Belgaum. Having more than 18 years of experience in managing different business including automobile industry dealing in various brands in the capacity of Senior Management Positions.. Currently Working as chief executive officer (CEO) in Dada Earthmovers

Currently Sh. Akhil Dada is member of Audit Committee, Nomination & Remuneration committee & Corporate Social responsibility Committee.

Directorship in other Companies.

CLEAR VISION MEDIA PRIVATE LIMITED- a unlisted company

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.3 & 4 of the Notice. This explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under regulation 36(3) of the Listing regulations and Secretarial Standard On General meetings (SS-2) of ICSI.

ITEM No 5

Sh. Harvinder Singh Chopra (Din No 00129891) is a qualified Chartered Accountant and is having more than 34 years experience in Finance, Accounts, Project implementation, administration etc. He has been associated with the Company from the inception, designing, construction, expansion and successful running of all units of the company.

He has been managing affairs of the Company for the last twenty two years with strong dedication and devotion for the overall growth of the Company to a very sound state.

The Board of Directors of the Company in its meeting held on 29th May 2019 has, subject to the approval of members, re-appointed Sh. Harvinder Singh Chopra (Din No. 00129891) as Managing Director, for a period of one (1) year w.e.f. 2nd August 2019 at the remuneration recommended by the Nomination & Remuneration Committee of the Board and approved by the Board of Directors is, within the limit specified in Schedule V, Part II, Section II(A) of the Companies Act, 2013.

Terms of remuneration of Sh. Harvinder Singh Chopra (Din No. 00129891) are as follows:

Period: 2nd August 2019 to 1st August 2020

Nature of Duties: The Managing Director carry on the business of the company and carry on such duties as may be entrusted to him by the Board of Directors of the company from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control & Directions of the board in connection with and in the best interests of the business of the company.

1) A. Remuneration

a) Salary Rs 9,35,000 (Rs Nine lac & thirty five Thousand only) per month including all perquisites & allowances.

b) Benefits, perquisites and allowances as will be determined by the Board from time to time. Reimbursement of expenses incurred on travelling, telephone expenses shall not be considered as perquisite.

B). Minimum remuneration

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Managing Director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary, benefits and perquisites, performance incentive as approved by the Board of Directors as per provisions of Companies Act 2013 & rules framed there under.

2) (i) The Managing Director shall not become interested or otherwise concerned through his spouse and/children or any selling agency of the company.

(ii) The appointment may be terminated by either party by giving to other party one month notice for such termination or the company paying two months remuneration in lieu thereof.

The Board recommends this resolution as a Special Resolution for the approval of the members in terms of Resolution set out in Item No. 5 of the Notice. None of the Directors or Key Managerial Person of the Company or their relatives is interested in the resolution except Sh. Harvinder Singh Chopra.

The following additional information as per the requirement of Schedule V of the Companies Act, 2013 is given below:

I. General Information:

1. Nature of Industry

The Company comes under Sugar & Liquor industry.

2. Date or expected date of commencement of commercial production

The Commercial production started in the year 1996.

3. In case new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

4. Financial performance of the Company

The financial performance of the Company has improved during the last 7-8 years with the consistent increase in sales turnover. Details of financial performance of last two years are under:

| Particulars | Rs in Lacs | |
|--------------------------------|---------------------------|---------------------------|
| | 31 st March 17 | 31 st March 18 |
| Total Income | 34120.91 | 34488.22 |
| Profit before Tax | 1863.80 | 1858.58 |
| Provision for Tax/Deferred Tax | 1049.70 | 1400.22 |
| Net Profit | 814.10 | 458.36 |

5. Foreign investments or collaborations, if any

The Company has not made any investment in foreign market.

II. Information about the appointee

1. Background detail: As mentioned in the explanatory statements as mentioned above.

2. Past remuneration

Sh. Harvinder Singh Chopra (Din No. 00129891) was drawing Remuneration of Rs. 9,35,000/- p.m. including other benefits and perquisites as approved by the shareholders in the 22nd Annual General meeting on 30th September, 2016 as per provisions of section 198, 269, 309, and Schedule XIII and other applicable provisions of the Companies Act, 1956.

3. Recognition or awards Career profile already covered in the section Background detail.

4. Job profile and his suitability

Sh. Harvinder Singh Chopra (Din No. 00129891) is managing the affairs of the Company for the last twenty five years and has given his strong dedication and devotion for the overall growth of the Company to a very sound state. He is very well suited to handle the responsibility of his designation/position and the responsibilities assigned to him by the Board of Directors of the Company.

5. Remuneration proposed is: Consolidated Salary amounting Rs. 9,35,000/- per month including other benefits and perquisites as mentioned in the Notice subject to maximum ceiling as allowed in Schedule V of the Companies Act, 2013.

6. Comparative remuneration profile with respect to industry, size of Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

In the present scenario the remuneration being paid to the managerial personnel by companies in Sugar & Liquor trade is very high. Sh. Harvinder Singh Chopra (Din No. 00129891) has business experience of approximately more than thirty four years and taking into account the responsibilities assigned, the remuneration proposed to be paid to him is very reasonable in comparison of remuneration packages paid to similar senior level appointee(s) in other Companies in the industry.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Sh. Harvinder Singh Chopra (Din No. 00129891) Managing Director; has no other pecuniary relations with the Company except drawing of remuneration as approved by shareholders of the company. None of the KMP or any other Director or their relatives is interested in the resolution.

III. OTHER INFORMATION:

1. Reasons for inadequate profits In view of the highly competitive market scenario in Liquor Industry & high cost of raw material in sugar industry, the Company has posted profits before tax of Rs.673.02 Lacs and net profit after tax of Rs.535.68 Lacs for the year ended 31st March, 2019.

2. Steps taken or proposed to be taken for improvement. The Company is constantly looking forward to improve its productivity, sales and consequently its profits and therefore steps have been taken for addition of new machinery equipped with latest technology, cost cutting, optimum utilization of resources to cater the needs of customers.

3. Expected increase in productivity and profits in measurable terms
Considering the present market conditions and the steps taken by the Company, the production, sales and profitability of the Company is expected to increase substantially in the ensuing years. The Company posted net profit (after tax) of Rs. 535.68 lakhs for the year ended 31st March, 2019 and is focusing on widening its product portfolio to improve the profits going forward. Moreover company expects that Government of India & State Government Haryana will determine the prices of Sugar cane on revenue sharing formula. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution except Sh. Harvinder Singh Chopra, Managing Director.

Item No 6

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s Sanjeev K. Bansal & Associates, Cost Accountants, to conduct the audit of the cost records of Sugar unit & Distillery unit at a remuneration of Rs. 36000/- per annum for both units for the financial year ending 31st March 2020

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out in the item no 6 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the ordinary Resolution set out at Item No. 6 of the Notice.

Item No7

The Board of Directors of the company at its meeting held on 29/5/2019 has appointed Ms. Madhu Sharma as an additional Director of the company under the provisions of section 149 & 152.

Ms. Madhu Sharma (44) is a graduate in Arts. She has got more than 21 years experience in business, teaching & has vast knowledge in computers. She is also participating in activities of various NGO's and is very concerned for the weaker & down trodden society. Currently she is a member of the Stakeholders committee in the Piccadilly Sugar & Allied Industries Limited.

Directorship in other Companies.

Piccadilly Sugar & Allied Industries Limited - listed company

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the ordinary Resolution set out at Item No. 7 of the Notice. except Ms. Madhu Sharma

By Order of the Board of Directors

Sd/- Harvinder Singh Chopra
Managing Director.
Din no;00129891

Dated: 29/05/2019

Place: New Delhi

DIRECTOR'S REPORT

Dear Share Holders,

Your Directors have the pleasure in presenting their 25th Annual Report together with Audited Accounts of the Company for the year ended 31st March 2019

FINANCIAL RESULTS:**(Rs. In lacs)**

| Particulars | Consolidated | | Standalone | |
|--|--------------|-----------|------------|-----------|
| | 2018-19 | 2017-18 | 2018-19 | 2017-18 |
| Total Income | 38086.14 | 34488.22 | 38086.14 | 34488.22 |
| (Increase)/decrease of Stock in trade | 448.97 | (1593.77) | 448.97 | (1593.77) |
| Profit before Interest , Depreciation, Tax & Exceptional items | 3587.80 | 3081.47 | 3604.16 | 3082.77 |
| Less : Interest | 1659.42 | 1624.27 | 1659.40 | 1624.25 |
| Depreciation | 1255.36 | 1272.66 | 1255.36 | 1272.66 |
| Profit before Tax | 673.02 | 184.54 | 689.40 | 185.86 |
| Provision for Tax | 252.63 | 93.41 | 252.63 | 93.41 |
| Deferred Tax | (94.39) | (417.03) | (94.39) | (417.03) |
| Earlier years | (20.91) | 51.11 | (20.91) | 51.11 |
| Net Profit | 535.68 | 457.05 | 552.07 | 458.37 |
| Transfer to Profit & Loss A/c | 535.68 | 457.05 | 552.07 | 458.37 |

1) Review of the operations of Sugar Mill**a) Sugar Mill**

Sugar Mill commenced crushing operations for the season 2018-19 on 03/12/2018 and closed on 29/04/2019. The comparative operational results over the last two seasons are as follows:

| Particulars | Season 2018-2019 | Season 2017-2018 |
|------------------------------|------------------|------------------|
| Duration (Days) | 148 | 184 |
| Sugarcane Crushed (Quintals) | 5802209 | 6968530 |
| Recovery (%) | *9.26 | 10.65 |
| Sugar produced in Quintals | 539162 | 743760 |

* Recovery of sugar is low due to production of B heavy molasses.

During the season, the mill operated for 148 days and crushed 58.02 lac quintals of sugar cane. The Sugar Mill has produced 539162 quintals of Sugar at an average recovery of 9.26%. The mill also produced 390317 quintals of B- Heavy molasses at an average recovery of 6.73%. The Sugar unit of the company has achieved turnover income of Rs 20538.25 lacs & has incurred a net loss of Rs.3256.40 Lacs

b) Distillery

The Distillery has produced 31,03,458 cases of Malta and 4773 cases of Marshal, under Country liquor category. The brands of the distillery i.e. Malta & Marshal of 50 Degree proof continue to be well accepted by the people and have become popular brands in the State of Haryana.

The Company has produced 622 cases of Blue Heaven whisky , 1300 cases of Marshal matured Rum, 7882 cases Golden Wings whisky & 6636 cases of Whistler whisky under the Indian Made Foreign Liquor (IMFL) category . The company is under process of making more Indian made foreign liquor (IMFL) category. The distillery division has achieved a turnover & other income of Rs. 16675.75 lacs & has earned a net profit of Rs.3808.47 Lacs

The company has also produced 5754.80 quintals of CO2 Gas.

c) Malt Plant

The 10 Kilo Liters per Day Malt Plant to produce Malt Spirit made from Barley is running perfectly. The quality of Malt Spirit produced thereat is of very high standards. The unit has produced 16,38,865/- bulk liters of Malt Spirit during the year 2018-19.

d) Ethanol

During the year the company has produced 10357887 bulk liters of Ethanol from (B heavy 4982755, C heavy 5375132) Molasses which has been supplied to various oil companies.

2.Subsidiary

M/s Clearvision Media India (P) Ltd has not commenced any commercial operations during the year under review. Details of the subsidiary as per first proviso to section 129(3) of the Companies Act 2013 read with Rule 5 of the Companies (Accounts) Rules 2014 are attached to this report on AOC-1 as Annexure C.

In accordance with the General Circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, statement of Profit & Loss and other documents of the subsidiary companies are not being attached with the Balance Sheet of the company. However

financial information of the subsidiaries companies is disclosed in the Annual report in compliance with the said circular. The company will provide a copy of separate Annual accounts in respect of subsidiary to any shareholder of the company who ask for it and the said annual accounts will also be kept open for inspection at the registered office of the company and that of the respective subsidiary companies

3.Share Capital

The paid up Equity Share Capital as at March 31,2019 stood at Rs 94.34 Crore consisting of 94339280 Equity shares of Rs.10/- each . During the year under review , the company has not issued shares or convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants.

4.Dividend

Your Directors have not recommended any dividend on the equity shares for the financial year ended March 31, 2019, to conserve the cash resources for modernization & diversification plans of the company.

5.Directors & Key Managerial Personnel

Sh. Jai Parkash Kaushik, Director of the Company retires by rotation and is eligible for the reappointment.

Ms Bhawana Gupta , Director, Chief Financial Officer & Company Secretary has resigned from the Board of Directors of the company w.e.f. 1/4/2019

The Independent Directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify as an independent director under section 149 (6) of the Companies Act 2013 & 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Shri Vinod Dada will attain the age of seventy five years during the second tenure of five years on November 6, 2021 . Pursuant to Regulation 17(1A) of SEBI LODR no listed company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect. Therefore the approval of his reappointment is being sought by a Special resolution.

6.Number of meetings of the Board

During the year under review 5 (five) meetings of the Board of Directors were held to transact the business of the company. The time gap between the two consecutive meetings was not exceeding 120 days. Details of the Board meetings including attendance of Directors at these meetings are provided in the Corporate Governance Report annexed to this report.

7.Board evolution

In line with the provisions of the Companies Act 2013 and SEBI Guidance Note on Board evolution issued on January 5,2017 read with relevant provisions of the SEBI listing Regulations 2015, the Board has carried out an annual evaluation of the Directors individually , of the chairman and of the Board as a whole performance through the separate meeting of independent Directors and the board as a whole. The board evaluated the effectiveness of its functioning , that of the committees & of individual Directors, after taking feedback from the Directors & committee members. The manner in which the evaluation has been carried out has been explained in the corporate Governance Report.

The performance of the independent Directors was evaluated by the entire Board except the person being evaluated, in their meeting held on 23/03/2019. A separate meeting of independent Directors was held on 23/03/2019, to review the performance of non independent Directors, performance of the board & committee as a whole & performance of the chairman of the company taking into account the views of executive Director & the non executive Directors.

8. Material Changes & commitment affecting the Financial position of the company

There is no material changes affecting the financial position of the company subsequent to the close of the financial year 2018- 19 till the date of report.

9. Significant & material orders passed by the Regulators or Courts or Tribunals

There are no significant material orders passed by the regulators or Courts or Tribunal which would impact the going concern status of the company and its future operation. However, Members attention is drawn to the statement on Contingent Liabilities and commitments in the notes forming part of the financial statement.

10.Deposits

Your company has not accepted any deposits from the public during the year. Further there is not any non compliance of Chapter 5 of Companies Act 2013 and rules framed there under.

11.Risk Management

Your company carries out a periodical exercise to identify various risks involved in the business & operations of the company. After identification, such risks are assessed for the degree of risks involved and accordingly steps are taken to mitigate those risks. The objective of such exercise is to mitigate the probable adverse impact on business operations and thus enhance the competitiveness. The risk assessment process of the company defines the risk management approach at all levels across the organization including determination of the degree of risks and proper steps to be taken to avoid the probable harm. The Board is updated periodically on the risks identified and steps taken for mitigating them.

12.Auditors & Audit report

a. Statutory Auditors M/s Aggarwal Sahil & Associates, the Statutory Auditors of the company were appointed by the members at the 23rd Annual General meeting of the company for an initial term of 5 years i.e. from the conclusion of 23rd Annual General Meeting till the conclusion of 28th Annual General meeting of the company pursuant to section 139 of the Companies Act 2013. They have confirmed that they are not disqualified from continuing as Auditors of the company.

The Auditors Report does not contain any qualification, reservation or adverse remark. The Notes on Financial statements referred to in the Auditors report are self explanatory and do not call any further comments.

b. Secretarial Audit

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with the Companies (Appointment and remuneration of Managerial Personnel) Rules 2014 the Board has appointed Mr. Kanwaljit Singh, Practicing Company Secretary as Secretarial Auditors of your company for the financial year 2019-2020. The Secretarial Audit report for the financial year 2018-19 is annexed to this report as Annexure-A.

The Auditors Report does not contain any qualification, reservation or adverse remark. The Notes on Financial statements referred to in the Auditors report are self explanatory and do not call any further comments.

c. Cost Auditors

The Board of Directors upon recommendation of the Audit committee appointed Sh. Sanjeev .K. Bansal, Cost Accountant as Cost Auditor of the company to conduct cost audit for its Sugar & Distillery unit the financial year 2019-2020 . Sh. Sanjeev .K. Bansal, Cost Accountant has submitted a certificate of eligibility for appointment

In accordance with the provisions of section 148 of the Act read with the Companies (Audit & Auditors) Rules,2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the company. Accordingly consent of members is sought in the ensuing Annual General Meeting.

13.Amounts proposed to be carried to Reserves

Particulars of the amounts proposed to be carried to reserves have been covered as part of the financial performance of the company.

14.Consolidated Financial Statement

As required under the Listing Agreement & in accordance with the Accounting Standard (AS)-21 on consolidated Financial Statements read

with AS-23 on accounting for investments in Associates, the Audited consolidated financial statement is provided in the Annual report.

15. Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo: As required under Section 134 (3)(m) of the Companies Act 2013 read with rule 8 of the Companies (Accounts) Rules 2014, the information relating to the conservation of the energy, technology absorption and foreign exchange earnings and outgo, is annexed and forms part of the report as per Annexure B.

16. Contracts or Arrangements with related Parties

Pursuant to section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules 2014, the Particulars of contracts or arrangements entered into by the company with related parties have been done at arm's length and are in the ordinary course of business. Hence, no particulars are being provided in Form AOC-2, as per Annexure C.

17. Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements, however there is no transaction during the year.

18. Internal Controls

The company's internal Control system is commensurate with its size, scale and complexities of its operations. The Audit committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. It also reviews the Internal Audit reports.

19. Change in the nature of business

During the year under review, there has been no change in the nature of business of the company.

20. Extract of Annual Return

The information required under section 134(3) (a) of the Companies Act 2013 (the Act) read together with section 92(3) of the Act regarding extract of the Annual return is given in Annexure -D of this report.

21. Corporate Social Responsibility (CSR) Committee-CSR Report

Your Directors have already constituted the Corporate Social Responsibility Committee comprising of Sh. Vinod Dada as the chairman, Sh. Harvinder Singh Chopra & Sh. Akhil Dada as other members.

As part of its initiatives under "Corporate Social Responsibility" (CSR) , the company has contributed almost entire funds as required under section 135 of the Companies Act, 2013. The Company through M/s Kedar Nath Sharma Hospital Charitable trust has taken up various social works for the betterment of society. The company & M/s Kedar Nath Sharma Hospital Charitable trust contributes towards relief funds, distribution of school books, bags, uniforms etc to the poor children. CSR report is as per Annexure E.

22. Management Discussion and Analysis & Corporate Governance & Policies

Pursuant to regulation 34 (3) of SEBI (Listing obligation and disclosure requirements) 2015. Management discussion and Analysis, Corporate Governance Report and Auditors certificate regarding compliance of conditions of corporate governance are made part of the Annual Report as per Annexure F.

Your board has in accordance with the requirements of Companies Act 2013 & SEBI (Listing obligation and disclosures requirement) 2015 has adopted policies such as Related Party Transaction, Corporate Social Responsibility Policy, Whistle Blower and Vigil Mechanism policy. These policies are available on the website of the company and can be viewed on www.picagro.com.

Your board has in accordance with the requirements of Companies Act 2013 & SEBI (Listing obligation and disclosure requirements) 2015, has formed Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Audit Committee & Stakeholders relationship Committee is given in Annexure F.

23. Whistle Blower / Vigil Mechanism policy

Whistle Blower / Vigil Mechanism policy regulation 22 of the Listing regulations and subsection (9 & 10) of section 177 read with rule 7 of the companies (Meetings of Board & its powers) Rules , 2014, inter alia, provides , for all listed companies to establish a Whistle Mechanism called "whistle blower policy" for Directors & employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

As a conscious & vigilant organization, the company believes in the conduct of the affairs of it constituents in a fair & transparent manner, by adopting the highest standards of professionalism, honesty, integrity & ethical behavior. In its endeavor to provide its employee a secure & fearless working environment, the company has established the "Whistle Blower policy".

The Whistle Blower policy and establishment of Vigil Mechanism have been appropriately communicated with in the company. The whistle blower policy is also posted on the website of the company. The purpose of the policy is to create a fearless environment for the Directors & employees to report any instance of unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. It protects Directors & employees wishing raise a concern about serious irregularities within the company. During the year, the company has not received any complaint under Vigil mechanism / whistle blower policy.

24. Reporting of Frauds

There were no instances of fraud during the year under review , which required the statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of Act and rules framed thereunder.

25. Insurance

The Company has taken adequate Insurance policies for its assets against the possible risks like fire , flood, punic liability, marine etc.

26. Policy on sexual harassment of women at workplace (Prevention, Prohibition and Redressal Act 2013)

Your company is committed in creating & maintaining a secured work environment where its employees, agents vendors & partners can work and pursue business together in an atmosphere free of harassment, exploitation & intimidation . To empower women & protect woman against sexual harassment a policy for prevention of sexual harassment had been rolled out & internal complaints committee as per legal guidelines had been set up. This policy allows employees to report sexual harassment at the work place. The internal committee is empowered to look into all complaints of sexual harassment & facilitate free & fair enquiry process with clear timelines . The policy on prevention of sexual harassment is also posted on the website of the company.

During the year ended 31st March 2019, No complaints pertaining to sexual harassment was received by the company.

27. Employees And Industrial relations

The relation between the management and employees are healthy and cordial. There is transparency in the dealings and on matters relating to the activities of the company and its employees.

Disclosure required under section 197 (12) of the companies Act ,2013 read with Rule (1) of Companies (Appointment and Remuneration of Managerial Personnel) rules 2014 is as under:

| Sr.no | Information required | Input |
|-------|--|---------------------------|
| 1. | The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year. | Please refer Annexure G-1 |
| 2. | The percentage increase in remuneration of each Director, Chief Financial officer , Company Secretary or manager, if any in the financial year | Please refer Annexure G-2 |
| 3. | The percentage increase in the median remuneration of employees in the financial year. | -4.60 |

| | | |
|----|---|--|
| 4. | The number of permanent employees on the rolls of company | 169 |
| 5 | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration | Average percentile increase of 5.514 in salaries of managerial personnel: Average percentile increase in salaries of non managerial personnel: The salary increases are a functions of various factors due to inflationary trends, motivational human development policies. |
| 6 | Affirmation that the remuneration is as per the remuneration policy of the company | The remuneration paid to the Directors is as per the remuneration policy of the company. |
| 7 | Statement showing the name of every employee of the company who- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate , was not less than one hundred two Lakh rupees. (ii) if employed for the part of financial year, was in receipt of remuneration for any part of that year at a rate which, in the aggregate was not less than Rs.Eight lakh and Fifty Thousand per month. (iii) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, or as the case may be , at a rate , in the aggregate , is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children not less than two percent of the equity shares of the company | The particulars of employees and related disclosures: In terms of the provisions of section 197(12) of the Companies Act 2013, read with rule 5 (2) & 5(3) of the Companies (Appointment and remuneration of managerial personnel) Rules Amendment 2016, the names of employees drawing remuneration in excess of the limits set out in the said rules forming part of this report, is as per Annexure G3 |

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. Remuneration policy is stated as per Annexure G-4

28. Director's Responsibility Statement

Pursuant to the requirement under section 134 (3) (c) and section 134(5) of the Companies Act 2013, your Directors hereby report that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- The Directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable & prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit & Loss of the Company for the said period.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- The Directors have prepared the Annual Account ongoing concern basis.
- The Directors in the case of a listed company had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- 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.

29. Transfer of Equity Shares & Dividend to Investor Education and Protection Fund.

Pursuant to the provisions of section 124 of the Act read with the Investor Education & Protection fund Authority (Accounting, Audit, transfer & refund rules ,2016 as amended (IEPF RULES), all the shares on which dividends remain unpaid /unclaimed for a period 7 (Seven) consecutive years or more has to be transferred to the demat account of the IEPF authority as notified by the Ministry of Corporate Affairs, Accordingly the company has transferred 2803196 ordinary shares of the face value of 10/- per share to the demat account of IEPF authority during the financial year 2017-18. During the year 2018-19 no equity shares were required to be transferred.

Company has transferred an amount of Rs. 2418526 /- on 27/10/2018 as unpaid dividend for the year pertaining to year 2010-11.

30. Appreciation

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the company and their gratitude to the company's valued customers , farmers, bankers, vendors, for their continued support and confidence in the company.

For Piccadilly Agro Industries Limited

| | |
|------------------|--------------------------|
| Sd/- | Sd/- |
| (Akhil Dada) | (Harvinder Singh Chopra) |
| Chairman | Managing Director. |
| DIN No. 02321706 | DIN No. 00129891 |

Place : New Delhi.
Date : 29/5//2019

**Annexure-A
Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

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

To,
The Members,
Piccadilly Agro Industries Limited
Village Bhadson, Umri Indri Road,
Tehsil: Indri, Distt: Karnal
Haryana

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PICCADILY AGRO INDUSTRIES LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by PICCADILY AGRO INDUSTRIES LIMITED ("the Company") for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the amendments thereof: Not Applicable, as none of the securities of the company were delisted during the audit period.
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- and the Securities and Exchange Board of India (Issue of Capital & disclosures requirements) regulations 2018. Not applicable as the company has not issued any securities during the financial year under review.
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014- Not Applicable as the company has not provided any share based benefits to the employees during the year.
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Chapter V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Not applicable as the company has not issued any debt securities during the financial year under review.
 - g) 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- Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-Securities and Exchange Board of India. (Buy Back of Securities) Regulations 2018. Not applicable as the company has not bought back any of its securities during the financial year under review.
- vi) The major provisions and requirements have also been complied with as prescribed under all applicable Labour laws viz. The Factories Act, 1948, The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, The Payment of Bonus Act, 1965, Industrial Dispute Act, 1947, Employee State Insurance Act, 1948, The Employee's Provident Fund and Miscellaneous Provisions Act, 1952.
- (vi) Environment Protection Act, 1986 and other environmental laws.
- (vii) Hazardous Waste (Management and Handling) Rules, 1989 and the Amendments Rules, 2003.
- (viii) The Air (Prevention and Control of Pollution) Act, 1981
- (ix) The Water (Prevention and Control of Pollution) Act, 1974

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The SEBI (Listing Obligations & Disclosure) Regulations, 2015 being listed with BSE Limited.

During the period under review the Company has complied with the provisions of the act, rules, regulations, guidelines, standards, etc. mentioned above.

Based on our examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the Board of Directors during the Audit period under review.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the

agenda items before the meeting and for meaningful participation at the meeting.

3. All decision is carried through majority while the dissenting members 'views, if any, are captured and recorded as part of the minutes.
4. The company has proper board processes.
Based on the compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the Company Secretary/ Officers. I am of an opinion that:
 1. 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.
 2. On examination of the relevant documents and records, on test check basis, the company has complied with the following laws specifically applicable to the company:
 - a. Sugar Cess Act, 1982
 - b. Essential Commodities Act, 1955
 - c. Sugar Development Fund Act, 1982
 - d. Levy Sugar Price Equilization Fund Act, 1976

I further report that, apart from the instances stated above, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

Place: New Delhi
Date : 29.05.2019

Sd/- KANWALJIT SINGH
FCS No. 5901
C P No.: 5870

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.

"Annexure-A"

To,

The Members,
Piccadily Agro Industries Limited
Village Bhadson, Umri Indri Road,
Tehsil: Indri, Distt: Karnal
Haryana

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

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records, based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the extent of verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi
Date :29.05.2019

Sd/- KANWALJIT SINGH
FCS No. 5901
C P No.: 5870

Annexure - B Annexure to the Directors Report for the year 2018-19

CONSERVATION OF ENERGY , TECHNOLOGY ABSORPTION , FOREIGN EXCHANGE EARNINGS OUTGO INACCORDANCE WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES 1988

(A) CONSERVATION OF ENERGY

- Modification of the processes, wherever feasible along with re-engineering of the plants were carried to reduce power & steam consumption.
- Minimize the losses of steam in the production.
- Installation of new motors in place of old motor
- use LED Lamps instead of CFL Lamps.
- Old Air compressors replaced with new oil free air compressors of high efficiency.
- steps are being carried out to find out alternate source of energy.

(B). Technology Absorption

(i) The efforts made towards technology absorption

To improve upon the raw material efficiency and better quality of its products continuous up gradation of technology is undertaken.

(ii) Benefits derived as a result of the above.

The simplified and improved processes reduce the cost of production with better quality.

Environment friendly processes are tried /developed.

(iii) Technology imported during the last 3 years.

The company has not imported any technology and is using well proved indigenous technology.

(C) Foreign Exchange Earning and Outgo

Foreign Exchange Earning
Foreign Exchange Outgo

Nil
Rs 491.00 lacs by the Distillery unit for
Import of components & Barrels.

For Piccadily Agro Industries Limited

Place: New Delhi

Date: 29/5/2019

Sd/- (Akhil Dada)
Chairman
DIN No. 02321706

Sd/- (Harvinder Singh Chopra)
Managing Director.
DIN No. 00129891

Form AOC-1**Annexure - C**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Information in respect of each subsidiary to be presented with

| Sr. No. | Particulars | Details |
|---------|---|-----------------------------------|
| 1. | Name of the subsidiary | CLEAR VISION MEDIA INDIA (P). LTD |
| 2. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | Financial Year 2018-19 |
| 3. | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | INR |
| 4. | Share capital | Rs. 2,00,00,000 |
| 5. | Reserves & surplus | Rs. (38,64,253) |
| 6. | Total assets | Rs. 1,83,18,737 |
| 7. | Total Liabilities | Rs. 21,82,990 |
| 8. | Investments | - |
| 9. | Turnover | - |
| 10. | Profit before taxation | Rs. (16,38,852) |
| 11. | Provision for taxation | - |
| 12. | Profit after taxation | Rs. (16,38,852) |
| 13. | Proposed Dividend | - |
| 14. | % of shareholding | 100% |

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Name of Associates/Joint Ventures | Piccadily Sugar & Allied Industries Ltd. | Astin Excavation and Mining Private Ltd. |
|--|--|--|
| 1. Latest audited Balance Sheet Date | 31.03.2019 | 31.03.2019 |
| 2. Shares of Associate/Joint Ventures held by the company on the year end | | |
| No. | 90,33,871 | 10000 |
| Amount of Investment in Associates/Joint Venture | 162127686 | 100000 |
| Extend of Holding % | 35.85% | 50.00% |
| 3. Description of how there is significant influence | Refer Note A | Refer Note A |
| 4. Reason why the associate/joint venture is not consolidated | | |
| 5. Net worth attributable to Shareholding as per latest audited Balance Sheet | Rs. 54744453 | 0 |
| 6. Profit /(Loss) for the year | | |
| i. Considered in Consolidation | 3299271 | 9356985 |
| ii. Not Considered in Consolidation | - | - |

Note A: There is significant influence due to percentage (%) of shareholding.

For Piccadily Agro Industries Limited

Place: New Delhi
Date: 29/05/2019

Sd/ (Akhil Dada)
Chairman
DIN No. 02321706

Sd/- (Harvinder Singh Chopra)
Managing Director.
DIN No. 00129891

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

ANNEXURE- D

**As on financial year ended on 31.03.2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**

I. I. REGISTRATION & OTHER DETAILS:

| | | |
|----|--|--|
| 1. | CIN | L01115HR1994PLC032244 |
| 2. | Registration Date | 25/03/1994 |
| 3. | Name of the Company | PICCADILY AGRO INDUSTRIES LTD |
| 4. | Category/Sub-category of the Company | Company Limited by shares/Non Government Company |
| 5. | Address of the Registered office & contact details | Village Bhadson , Umri Indri Road ,Teh. Indri, Distt. Karnal, Haryana (India)- Pin-13410101744- 271859,271653 |
| 6. | Whether listed company | Yes |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Abhipra Capital Ltd. A-387,Dilkhush Industrial Area, G.T Karnal Road Azadpur,Delhi-110033 011-41411130 Fax:011-42390930 |
| 8. | Email Id of the Company | piccadilygroup34@rediffmail.com |
| 9. | Website | www.picagro.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 | Sugar | 10721 | 55.19 |
| 2 | Distillery | 11011 & 11012 | 44.81 |

III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S. No | Name and address of the Company | CIN | Holding/Subsidiary/Asso | % of share | Application Section |
|-------|---|-----------------------|-------------------------|------------|---|
| 1 | Clear Vision India Media Private Limited | U64204DL2007PTC170598 | ciate Subsidiary | s held 100 | Section 2(87) of the Companies Act,2013 |
| 2 | ASTIN EXCAVATION AND MINING PRIVATE LIMITED | U10200DL2009PTC190949 | Associate | 50 | Section 2(6) of the Companies Act,2013 |
| 3 | Piccadily Sugar & Allied Industries Limited | L15424PB1993PLC013137 | Associate | 35.87 | Section 2(6) of the Companies Act,2013 |

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

| Category of Shareholders | No. of Shares held at the beginning of the year[As on 01-April-2018] | | | | No. of Shares held at the end of the year[As on 31 March 2019] | | | | % Change during the year |
|---|--|----------|-----------------|-------------------|--|----------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter s | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 21578092 | 0 | 21578092 | 22.87 | 21578092 | 0 | 21578092 | 22.87 | nil |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | nil |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | nil |
| d) Bodies Corp. | 45311980 | 0 | 45311980 | 48.03 | 45311980 | 0 | 45311980 | 48.03 | nil |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | nil |
| f) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | nil |
| Total shareholding of Promoter (A) | 66890072 | 0 | 66890072 | 70.90 | 66890072 | 0 | 66890072 | 70.90 | nil |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| a) Mutual Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| b) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | nil |
| c) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| d) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |

| | | | | | | | | | | |
|--|----------|---------|----------|-------|----------|---------|----------|-------|------|-----|
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | nil |
| g) FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | nil |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | nil |
| i) Others (specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | nil |
| Sub-total (B)(1):- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| 2. Non-Institutions | | | | | | | | | | |
| a) Bodies Corp. | 3722266 | 101200 | 3823466 | 4.05 | 3957871 | 95200 | 4053071 | 4.30 | 0.25 | |
| i) Indian | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NIL |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NIL |
| b) Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | NIL |
| i) Individual shareholders holding nominal share capital upto Rs. 2 lakh | 3992888 | 5760016 | 9752904 | 10.34 | 3902747 | 5476316 | 9379063 | 9.94 | 0.4 | |
| ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh | 12222880 | 159800 | 12382680 | 13.13 | 12995611 | 102000 | 13097611 | 13.88 | 0.75 | |
| c) Others (specify) (HUF) | 782414 | 0 | 782414 | 0.83 | 267649 | 0 | 267649 | 0.28 | 0.55 | |
| Non Resident Indians | 541439 | 118200 | 659639 | 0.70 | 531344 | 115200 | 646544 | 0.69 | 0.01 | Nil |
| Overseas Corporate Bodies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| Foreign Nationals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| Clearing Members | 48105 | 0 | 48105 | 0.05 | 5270 | 0 | 5270 | 0.01 | 0.04 | Nil |
| Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| Foreign Bodies - DR | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| Sub-total (B)(2):- | 21309992 | 6139216 | 27449208 | 29.10 | 21660492 | 5788716 | 27449208 | 29.10 | Nil | |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 21309992 | 6139216 | 27449208 | 29.10 | 21660492 | 5788716 | 27449208 | 29.10 | Nil | |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | Nil |
| Grand Total (A+B+C) | 88200064 | 6139216 | 94339280 | 100 | 88550564 | 5788716 | 94339280 | 100 | Nil | |

b) Shareholding of Promoter-

| SN | Shareholding at the beginning of the year 01.04.2018 | Shareholding at the end of the year 31.03.2019 | | | % change in shareholding during the year |
|----|--|--|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Siddhartha Vashishta | 21378092 | 22.66 | Nil | Nil |
| 2 | Prachi setty | 200000 | 0.21 | Nil | Nil |
| 3 | Piccadilly sugar & allied ind.ltd. | 4 | 0.00 | Nil | Nil |
| 4 | Soon-n-sure holdings Ltd. | 31564692 | 33.46 | Nil | Nil |
| 5 | Piccadilly hotels private ltd. | 13747284 | 14.57 | Nil | Nil |
| | Total | 66890072 | 70.90 | Nil | Nil |

c) Change in Promoters' Shareholding (please specify, if there is change)

1) There is no no change in the promoters' Shareholding.

d) Shareholding Pattern of top ten Shareholders:**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

| SNO. | For Each of the Top 10 Shareholders | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
|------|--|---------------|----------------------------------|---------------|----------------------------------|
| 1 | Investor Education And Protection Fund | 2803196 | 2.97 | 2803196 | 2.97 |
| 2 | Raviraj developers ltd. | 1587710 | 1.68 | 1587710 | 1.68 |
| 3 | Atrun Fiscal Pvt. LTD. | 815627 | 0.86 | 815627 | 0.86 |
| 4 | Sangeetha s | 331048 | 0.35 | 331048 | 0.35 |
| 5 | Ramesh kumar Javerichand jain | 315000 | 0.33 | 315000 | 0.33 |
| 6 | Tejash finstock pvt. ltd. | 312413 | 0.33 | 312413 | 0.33 |
| 7 | Madan Bhagchand melwani | 266708 | 0.28 | 266708 | 0.28 |
| 8 | Manjusha Anil Lodha | 263383 | 0.28 | 263383 | 0.28 |
| 9 | Prakash Hanjarimal jain | 221193 | 0.23 | 221193 | 0.23 |
| 10 | Kunvarji Finstock Pvt. LTD. | 184148 | 0.20 | 184148 | 0.20 |
| | Total | 7100426 | 7.51 | 7100426 | 7.51 |

| At the end of the year 31/03/2019 | | | | | |
|-----------------------------------|--|---------|------|---------|------|
| 1 | JM FINANCIAL SERVICES LIMITED | 2890742 | 3.06 | 2890742 | 3.06 |
| 2 | INVESTOR EDUCATION AND PROTECTION FUND | 2803196 | 2.97 | 2803196 | 2.97 |
| 3 | ABHISHEK SINGHVI | 345000 | 0.36 | 345000 | 0.36 |
| 4 | MANJU SINGHI | 333500 | 0.35 | 333500 | 0.35 |
| 5 | SANGEETHA S | 331048 | 0.35 | 331048 | 0.35 |
| 6 | RAMESHKUMAR JAVERCHAND JAIN | 325000 | 0.34 | 325000 | 0.34 |
| 7 | MADAN BHAGCHAND MELWANI | 266708 | 0.28 | 266708 | 0.28 |
| 8 | MANJUSHA ANIL LODHA | 263383 | 0.28 | 263383 | 0.28 |
| 9 | PRAKASH HANJARIMAL JAIN | 216193 | 0.23 | 216193 | 0.23 |
| 10 | PRAKASH SAJANDAS LACHHWANI | 190827 | 0.20 | 190827 | 0.20 |
| | Total | 7965597 | 8.42 | 7965597 | 8.42 |

e) Shareholding of Directors and Key Managerial Personnel:

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year 01-04-2018 | | Cumulative Shareholding during the Year 31-03-2019 | |
|----|--|--|----------------------------------|--|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Sh. Harvinder Singh Chopra | 0 | 0 | 0 | 0 |
| 2 | Sh. Akhil Dada | 0 | 0 | 0 | 0 |
| 3 | Sh. Vinod Dada | 10000 | 0.01 | 10000 | 0.01 |
| 4 | Sh. Jai Parkash Kaushik | 0 | 0 | 0 | 0 |
| 5 | Ms. Bhawana Gupta | 0 | 0 | 0 | 0 |

Shareholding of Key Managerial Personnel:

| SN | Shareholding of each Key Managerial Personnel | Shareholding at the beginning of the year 01-04-2018 | | Cumulative Shareholding during the Year 31-03-2019 | |
|----|---|--|----------------------------------|--|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Sh. Harvinder Singh Chopra | 0 | 0 | 0 | 0 |
| 2 | Ms. Bhawana Gupta | 0 | 0 | 0 | 0 |

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

In Rs.

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|------------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 341510804 | 144996973 | 0 | 486507776 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 2367789 | 1611077 | 0 | 3978865 |
| Total (i+ii+iii) | 343878592 | 146608050 | 0 | 490486641 |

Change in Indebtedness during the financial year

| | | | | |
|--|-------------------|------------------|----------|-------------------|
| * Addition | 8094901 | 77960526 | 0 | 86055427 |
| * Reduction | 174680107 | 60692613 | 0 | 235372720 |
| Net Change | -166585206 | 17267913 | 0 | -149317293 |
| | | | | |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 176639907 | 162264886 | 0 | 338904792 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 520805 | 1273016 | 0 | 1793821 |
| Total (i+ii+iii) | 177160712 | 163537902 | 0 | 340698613 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL*In Rs.***A. Remuneration to Managing Director, Whole time Directors and/or Manager:**

| S.NO | Particulars of Remuneration | Name of MD | Total Amount |
|------|---|------------------------|--------------|
| | | Harvinder Singh Chopra | |
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 1,12,20,000 | 1,12,20,000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission - as % of profit others, specify... | - | - |
| 5 | Others, please specify | | |
| | Total (A) | 1,12,20,000 | 1,12,20,000 |
| | Ceiling as per the Act | 1,20,00,000 | 1,20,00,000 |

B. Remuneration to other directors

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

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

| SN | Particulars of Remuneration | Key Managerial Personnel | | |
|----|---|--------------------------|----------|----------|
| | | CEO | CS & CFO | Total |
| 1 | Gross salary (for the month of Feb and March-16) | -- | 6,47,700 | 6,47,700 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | | |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | | |
| 2 | Stock Option | | | |
| 3 | Sweat Equity | | | |
| 4 | Commission - as % of profit others, specify... | | | |
| 5 | Others, please specify | | | |
| | Total | | 6,47,700 | 6,47,700 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES ANNEXURE-E
CSR Report for the financial year ended March 31, 2019
(Pursuant to Section 135 of the Companies Act 2013)

| | | | | | | | |
|-----|---|--|---|---|---|--|--|
| 1 | A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs | | | (i) To develop a long-term vision and strategy for PAIL's CSR objectives. (ii) Establish relevance of potential CSR activities to PAIL's core business and create an overview of activities to be undertaken, in line with Schedule VII of the Companies Act, 2013. (iii) PAIL shall promote projects that are : (a) Sustainable and create a long term change; (b) Have specific and measurable goals in alignment with PAIL philosophy; (c) Address the most deserving cause or beneficiaries. (iv) To establish process and mechanism for the implementation and monitoring of the CSR activities for PAIL. | | | |
| 2 | The composition of the CSR Committee | | | We have a board committee namely CSR Committee comprising of the following three directors : 1. Sh. Vinod Dada, Director – Chairman 2. Sh. Harvinder Singh Chopra, Managing Director- Member 3. Sh. Akhil Dada, Director, - Member | | | |
| 3 | Average Net Profit of the Company for last three years | | | Average profit Rs. 8,46,34,703 | | | |
| 4 | Prescribed CSR expenditure (2% of the amount as in item 3 above | | | Rs1692694 | | | |
| 5 | Details of expenditure spent for the financial year | | | Rs1692694 | | | |
| a) | Total amount spent for the financial year | | | | | | |
| b) | Amount unspent , if any | | | | | | |
| C | Manner in which the amount spent during the financial year | | | Details for 2018-19 1. Amount contributed to Implementing Agency i.e. M/s Kedar Nath Sharma Hospital & Charitable Trust | | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
| Sr. | CSR Projects / Activities identified | Sector in which the project is covered | Project or programs 1. Local area or other 2. Specify the state and District where project or programs was undertaken | Amount Outlay (Budget) of Project or programs wise | Amount spent on the Project or programs. Sub Heads : 1 Direct Expenditure on projects or programs 2 Overheads : | Cumulative Expenditure upto reporting period | Amount Spent - Direct or through Implementing agency |
| a) | Promoting education ,including special education vocation skills specially among children, women, elderly & differently abled | Education | Delhi & surrounding area | 10.33 | 10.33 | 10.33 | Through agency |
| b) | livelihood Promoting health care including preventive healthcare | Health | Gurgaon | 2.00 | 2.00 | 2.00 | Through agency |
| c) | Promotion of sports | Sports | Chandigarh | 1.00 | 1.00 | 1.00 | Through agency |
| 6 | In case company has failed to spend the two percent of the average net profit of the last three years financial years or any part thereof , the company shall provide reasons for not spending the amount in the Board report | | | | NIL | | |
| 7 | A responsibility statement of the CSR committee that the implementation and monitoring of csr policy is in compliance with CSR objectives and policies of the company. | | | | The CSR Committee of the company has confirmed that they have implemented and monitored the CSR objectives and policies of the company . Moreover M/s Kedar Nath Sharma Hospital & Charitable Trust have more than 31 years experience in undertaking social activities for the welfare of society. | | |

For Piccadilly Agro Industries Limited

Place: New Delhi
Date: 29/05/2019

Sd/-(Akhil Dada) Sd/- (Harvinder Singh Chopra)
Chairman Managing Director.
DIN No. 02321706 DIN No. 00129891

Management Discussion and Analysis Report

In the last two sugar seasons 2017-18 & 2018-19, the Indian sugar industry has emerged as the leading producer of sugar in the world piping Brazil from the top most sugar producers position. The domestic sugar industry supports nearly 50 million cane farmers and their families, and provides direct livelihood and employment to them. It is the biggest employment generator in the rural areas. Many of the rural families thriving in the six lac villages of India are dependent on the sugar industry and long-term viability of the industry is key to them. There are about 530 operating sugar mill in the country, out of which 201 are in cooperative sector & 329 are in private sector.

Sugar Availability position in the Country.

There is too much sugar in the country, leaving a lot of sugar in hand even after we meet country's annual consumption requirement. In 2017-18 sugar season, the country produced about 324 Lac tones of sugar. With 39 lakh tons of sugar of carry forward sugar stocks from the previous season, the total sugar availability in the season, was almost 365 lacs tones. The total sugar off take in 2017-18 was 258 lac tones (internal consumption 254 lac tones & exports 2.64 lac tones). The season closed with sugar stocks of 107 lac tones, which was carried forward to the current sugar season of 2018-19. According to ISMA's Sugar production estimate for the current season it is expected to be another bumper sugar production year for the country with 330 lac tones of sugar production. The total sugar off take in the current season is expected to be around 295 lac tones, which includes expected domestic sugar consumption 263 lac tones & expected sugar exports 35 lac tones. Hence, the season which ends in another 4 months is likely to see a record closing stocks of 142 lac tones, which is unprecedented in the history of domestic sugar industry (Total sugar availability 437 lacs tones minus total sugar off take 290 lac tones)

Sugar Exports

The Government has promoted sugar exports during years of surplus sugar production at the beginning of the 2018-2019 sugar season. Mills were given individual sugar export quotas to be fulfilled by them in the current season. The intended sugar export target for the current season was 5 million tones, but due to lower global sugar prices and other procedural issues, total sugar exports in the current season is expected to be around 3.5 million tones, which means that there will be an unexported quota of 1.5 million tones, which will remain un-exported in the current season and continue to burden the sugar stocks.

Ethanol

There has been remarkable progress in the ethanol blending program. The Government is providing soft loans to sugar mill/distilleries & stand alone distilleries to expand their ethanol production capacity. It is expected that the country will meet 10 % mandatory blending target in another year, which would be a huge achievement by the sugar mills. Sugar mills are able to produce ethanol from B heavy molasses, C heavy molasses and directly from cane juice, with a remunerative price on ethanol supplies to oil companies. In the long term, with more Ethanol production capacity in the country, it will easier for the sugar industry to manage some of the surplus sugar cane, as diversion to ethanol would be much simpler.

Opportunities' & threats

One big problem faced by sugar mills due to surplus sugar production is ensuring timely cane price payment to farmers, which is within 14 days from the date of cane purchase. Surplus sugar production depresses sugar prices in the market due to excess availability of sugar and mills are unable to recover their basic cost of producing sugar. On the other hand due to high cane price which has to be paid to the cane farmers irrespective of mills paying capacity or financial viability of mills delay on timely cane payment to farmers.

Distillery

The Excise & Taxation Department of Haryana in its Excise Policy for the year 2018- 2019 has fixed the sale price of country Liquor (Ex Distillery issue price) Rs.261-for quarts, Rs.282 for Pints and Rs. 320 for Nips per case.

The company is in the process of introducing new brands of Indian Made Foreign Liquor (IMFL) in the market.

Segment wise performance

Segment wise performance is under:

(Rs in lacs)

| | |
|------------|----------|
| Sugar | 20538.25 |
| Distillery | 16675.75 |
| Total | 37214.00 |

Out Look / Projection :

The company's projection on crushing of sugarcane for the current crushing season 2019-20 is 60.00 lac quintals and production /sale of 30.00 lacs cases of country liquor

Risk and Concern

The steep escalation in the prices of sugarcane & raw materials will adversely affect profitability of sugar mill & other products of the company.

Competition from the other distilleries in the state of Haryana may affect the sale of Country Liquor.

Internal Control System & their Adequacy

The auditor have felt that the company has a reasonable system of authorization at proper levels with necessary controls on the purchase of sugar cane, issue of materials and components & other related system of Internal control is commensurate with the size of the company. They also felt that the company has a reasonable system of recording receipts of raw materials and components and the company is recording the sales and purchase through the software. The Software engineers regularly check software program me.

Material Development in HRD/IR

The company has appointed regular staff of 169 persons in various departments along with contractual & seasonal staff for the efficient working of all the units of the company.

Other Key Indicators

| Ratios | 2018-19 | 2017-18 | % Increase /Decrease | Comments |
|--------------------------------|---------|---------|----------------------|---|
| Debtors Turnover(no of days) | 11.57 | 18.77 | -38.35 | The decrease in Debtors Turnover Ratio was due to less credit period given to the debtors for current year as compared to last year |
| Inventory Turnover(no of days) | 3.76 | 3.94 | -4.75 | - |
| Interest coverage ratio | 1.42 | 1.11 | 27.01 | Due to reduction in the amount of Term Borrowings. |
| Current ratio | 0.71 | 0.71 | -0.71 | - |
| Debt Equity ratio | 0.06 | 0.16 | -65.11 | Due to reduction in the amount of Term Borrowings . |
| Operating Profit Margin(%) | 6.31% | 5.32% | 0.34 | - |
| Net Profit Margin (%) | 1.48% | 5.32% | 0.08 | - |
| Change in Net worth ratio (%) | -3.44 | 2.89 | -6.33 | |

CORPORATE GOVERNANCE REPORT

Pursuant to regulation of 34(3) SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015, the company has been incorporating for the past few years, a separate section on Corporate Governance, in its Annual report. The shareholders and investors would have found the information informative and useful. Company's policies on the Corporate Governance and due compliance report on specific areas, where ever applicable, for the financial year ended 31st March 2019 are given here under, divided into following areas :

1. Company's philosophy on Corporate Governance

The Company adheres to good corporate practices and is constantly striving to better them and adopt the best practices. It is believed that adherence to business ethics and commitment to social corporate responsibility would help the company achieve its goal of maximizing value of its stakeholders.

2. Composition of Board of Directors

The Board consists of five Directors. The Directors on our board are highly qualified and experienced individuals who are active participants in the decision-making process and provide guidance and objective judgment to the company. The names of the directors are as following:

| Name of Directors | Category | Attendance Particulars | | No of other Directors hip | Membership of other Board (Listed) | Commit tee position in other companies | | No of shares held on 31/03 /19 |
|--|--|------------------------|---------------------------|---------------------------|---|--|----------|--------------------------------|
| | | Board meetings | Last AGM held on 30/09/18 | | | Member | Chairman | |
| Sh. Vinod Dada Din no 00644669 | Non-executive/ Independent Director | 5 | Yes | 2 | - | | | 10000 |
| Sh. Akhil Dada Din no 02321706 | Non-executive/ Independent Director | 5 | Yes | 1 | | | | - |
| Sh. Harvinder Singh Chopra Din no 00129891 | Executive/ Professional Director | 5 | Yes | 6 | Piccadilly Sugar & Allied Industries Limited | 4 | 2 | - |
| Sh. Jai Parkash Kaushik Din no 02354480 | Non-executive/ Professional Director | 5 | No | 1 | Piccadilly Sugar & Allied Industries Limited | 3 | 2 | - |
| Ms Bhawana Gupta Din no 07144762 | Non-executive/ Woman Director | 5 | Yes | - | | | | - |

Pursuant to regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) Regulations 2018 that no listed company shall appoint a person or continue Directorship of any person as non executive Director who has attained the age seventy five years unless Special Resolution is passed to that effect.

Board Procedure

The Board looks at long term strategic planning, annual budget and policy formulation. The Board also has strong operational oversight and reviews business plans, key risk and opportunities in the business context. The Board meets at least four times every calendar year and the minimum time gap between any two meetings is not more than 120 days. During the financial year 2018-19, Five Board meetings were held on 30th May 2018, 14th August 2018, 14th November 2018, 12th January 2019, 14th February 2019.

Annual Independent Directors Meeting: During the year under review, an annual independent Directors meeting in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and regulation 25(3) and 25(4) of SEBI Listing regulations was convened on March 23, 2019, wherein all independent Directors were present to review the performance of Non-Independent Directors and performance of the Board as a whole.

Board effectiveness Evaluation: Pursuant to the provisions of regulation 17(10) of the SEBI Listing regulations and provisions of the Act, Board evaluation involving evaluation of Board of Directors, its committees and individual Directors, including the role of the Board Chairman, was considered during the year. For details pertaining to the same kindly refer the Boards report.

Familiarisation Programme : Familiarisation Programme for independent Directors in respect of their roles, rights, responsibilities in the company, nature of the industry & business model was imparted.

3. Chart on the Core skill/expertise/competence of the Directors

| Name of Director | Category | Core skill/expertise/competence |
|----------------------------|--|---|
| Sh. Vinod Dada | Independent Director/Non Executive Director | Graduate, experience in corporate management more than 46 years. He has been associated with various industry bodies, actively participate in the social work. He is involved in Strategic planning, operational management. He has got acumen in risk management |
| Sh. Akhil Dada | Chairman Independent Director/Non Executive Director | Sh. Akhil Dada is a graduate in Commerce from Punjab University and Post Graduate in Business Administration (MBA) from VTU Belgaum. Having more than 18 years of experience in managing different business including. Specializes sales & management team. |
| Sh. Harvinder Singh Chopra | Managing Director/ Executive Director | Sh. Harvinder Singh Chopra is a qualified Chartered Accountant and is having more than 34 years experience in Finance, Accounts, Project implementation, administration, designing, construction, expansion, Commercial Banking, Direct & Indirect taxation etc. Expertise in overall management. |
| Sh. Jai Parkash Kaushik | Non independent/ Non Executive | He is retired IAS officer of the Government of India and he is Well experienced and possesses expertise in administration, business, & entrepreneurship qualities. He has got special talent for Risk management. |
| Ms Bhawana Gupta | Non independent/ Non Executive-Woman Director | She is a qualified Chartered Accountant, Company Secretary & Post graduate in commerce. She has got 14 years experience in the field of Finance & Accounts, Various laws relating to Direct & Indirect taxation,, commercial banking. |

4. Board Committees – Meetings and Procedures

1. Audit Committee

The Audit Committee comprises of three Directors, one Executive & two non executive directors. The Audit committee met four times during the year and attendance of members at the meetings was as under:

| Name of Member | Status | No of meetings held | Attended |
|---|----------|---------------------|----------|
| Sh. Vinod Dada (Non Executive & Independent Director) | Chairman | 4 | 4 |
| Sh. Harvinder Singh Chopra (Executive Director) | Member | 4 | 4 |
| Sh. Akhil Dada (Non Executive & Independent Director) | Member | 4 | 4 |

Audit Committee meetings were held on 29/5/2018, 13/8/2018, 13/11/2018 & 12/2/2019

Chief Financial Officer and Statutory Auditors are invitees. The Group Secretary is the Secretary of the Committee.

Powers of the Audit Committee

- To investigate any activity within terms of reference
- To seek information from any employee
- To obtain outside Legal or other professional advice

To secure attendance of outsiders with relevant expertise, if it considers necessary.

Terms of Reference

The terms of reference stipulated by the Board to the Audit Committee are following

- Company's financial reporting process and the disclosure of its Financial information to ensure that the Financial statement is correct, sufficient & credible
- Recommending the Board, the appointment, Reappointment and, if required or removal of Statutory Auditors, including cost auditors and fixation of Audit Fees and other terms of appointment.
- The Audit Committee should have discussion with the auditors periodically about internal control system, the scope of Audit including the observations of the Auditors and review the half yearly and annual financial statement before submission to the Board and also ensure compliance of internal control systems.
- The Audit Committee should have authority to investigate into any matter in relation to the items specified in section 292 A of the Companies Act 1956/Companies Act 2013 or referred to it by the Board and for this purpose, shall have full access to the information contained in the records of the company and external professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Discussion with the internal auditors any significant findings and follow up thereon.
- The Chairman of the Audit Committee shall attend the Annual General Meeting of the company to provide any clarification on matters relating to audit sought by the members of the company.
- Reviewing with the management ,annual financial statements and Auditors report thereon before submission to Board for approval with particular reference to
- Matters required to be included in the Directors responsibility statement to be included in the Director report in terms of Companies Act 2013
- Changes if any, in accounting policies and practices and reason for the same.
- Major accounting entries involving estimates based on the exercise of judgment by the management.
- Compliance with listing and other legal requirements relating to financial statements.
- Qualifications in draft audit report
- To review quarterly financial statements before submission to board for approval
- To review the functioning of Whistle Blower mechanism
- Any other work or duty as may be assigned by the board of directors, Companies Act. or any other regulation

II. Nomination and Remuneration Committee

The board has constituted a Nomination & remuneration Committee as per the requirements of Companies Act 2013 and formulates the terms of reference in conformity with the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations 2015.

| Name of Member | Status |
|--|----------|
| Sh. Vinod Dada (Non Executive & Independent Director) | Chairman |
| Sh. Jai Prakash Kaushik (Non Executive & Non Independent Director) | Member |
| Sh. Akhil Dada (Non Executive & Independent Director) | Member |

The role of the Committee shall , inter alia ,include the following:

. Laying down the criteria, to identify the persons who are qualified to become Directors and who can be appointed in the senior management.

.Recommending to the Board, appointment and removal of Directors and senior management.

.Carrying out evaluation of every Directors performance.

.Formulating criteria for determining qualification, positive attributes and independence of directors.

.Recommending to Board, a policy relating to remuneration of Directors, Key managerial personnel and other employees.

.Devising a policy on Board diversity.

Details of Directors remuneration paid for the year 2018-2019

Managing Director-Rs.9,35,000/- per month from 2/8/2016

No sitting fees have been paid to any Director for attending the Board meeting or Committee meeting.

III Stakeholders Relationship Committee

The Stakeholders Relationship Committee consists of following Directors

| Name of Member | Status | No of Meetings | Attended |
|--|----------|----------------|----------|
| Sh. Vinod Dada (Non Executive & Independent Director) | Chairman | 11 | 11 |
| Sh. Jai Parkash Kaushik (Non Executive & Non Independent Director) | Member | 1 | 1 |
| Sh. Harvinder Singh Chopra (Executive Director) | Member | 11 | 11 |

Terms of reference

- To monitor share transfer process
- To oversee the performance of company's Registrar & Transfer Agents.
- Recommend methods to upgrade the standard of services to investors
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/amendment or modification as may be applicable
- Monitor implementation of the code of conduct for prohibition of insider Trading
- To look into the redressing of shareholders and investors complaints like transfer of shares, non receipt of shares, non receipt of Balance sheet, non receipt of dividend etc.
- To do all other acts or deeds as may be necessary or incidental thereto. The main object of the committee is to strengthen the investor relations

During the year 11 meetings were held on 10th May 2018, 12th June 2018, 30th July 2018, 17th August 2018, 11th October 2018, 24th November 2018, 2nd January 2019, 11th February 2019, 11th March 2019, 22nd March 2019 & 30th March 2019.

During the year 39 complaints were received from the shareholders & all stand resolved.

In order to expedite the process of share transfer & demat of shares, Board has appointed Ms. Bhawna Gupta, Company Secretary was Compliance officer of the company

Abhipra Capital Limited, Registrar & Share transfer agent of the company to look into the work of Share Transfer, Share Demat work, & liaison with National Securities & Depository Limited (NSDL) & Central Depository Services (India) Ltd (CDSL).

IV. Corporate Social Responsibility Committee

In compliance with the requirements of section 135 read with schedule VII of the Companies Act 2013, the Board had constituted Corporate Social Responsibility Committee comprising of following Directors

| Name of Member | Status | No of meetings held | Attended |
|---|----------|---------------------|----------|
| Sh. Vinod Dada (Non Executive & Independent Director) | Chairman | 2 | 2 |
| Sh. Harvinder Singh Chopra (Executive Director) | Member | 2 | 2 |
| Sh. Akhil Dada (Non Executive & Independent Director) | Member | 2 | 2 |

During the year the committee was met twice on 4th December 2018 & 12th February 2019

5. (A) General Body Meeting

Location and time for last 3 Annual General Meetings:

| Year | Meeting | Location | Date | Time |
|------|------------------------|---|------------------------|----------|
| 2016 | Annual General Meeting | Piccadily Agro Industries Limited, Village Bhadson, Umri -Indri Road, Tehsil Indri, Distt Karnal, Haryana | Friday 30/09/2016 | 4.00P.M. |
| 2017 | Annual General Meeting | Piccadily Agro Industries Limited, Village Bhadson, Umri -Indri Road, Tehsil Indri, Distt Karnal, Haryana | Friday 29/09/2017 | 4.00P.M |
| 2018 | Annual General Meeting | Piccadily Agro Industries Limited, Village Bhadson, Umri -Indri Road, Tehsil Indri, Distt Karnal, Haryana | Saturday 29/09/2018 | 4.00P.M |

During the year no postal ballots were invited.

(B) Book Closure Date

Friday, 20th September to Monday, 30th September 2019 (both days inclusive) for purpose of Annual General Meeting.

(C) Means of Communication

- All price-sensitive information & matters that are material to shareholders are disclosed to the BSE limited, where the securities of the company are listed. All submissions to the BSE limited are made through the respective Electronic Filing systems.
- The company intimates un-audited quarterly, half yearly & audited quarterly & annual financial results to the BSE limited immediately after these are approved & taken on record by the Board. These financial results are normally published in the Business Standard (English & Hindi).
The quarterly results, shareholding pattern, quarterly /half yearly /annual compliances & all other material events or information as detailed in regulation 30 of the Listing regulations are filed electronically with BSE Limited through BSE on line portal. These communications are also posted on the Companies' website: www.picagro.com

6. Listing of Stock Exchange & Stock Code

The shares of the company continue to be listed on BSE Limited. (BSE) & Stock code of the company is 530305

Note: Company has already made the payment of Annual listing Fees for the year 2019-2020

7. **Dividend payment:** No Dividend has been declared by the company for the year 2018-19

8. Stock Market Data

The details of monthly highest and lowest closing quotations of the equity shares of the company and number of shares traded during the each calendar month at BSE Limited during the year ended 31st March 2019 are as under:

| Month | High (Rs.) | Low (Rs) | Total no shares traded |
|------------|------------|----------|------------------------|
| April 2018 | 15 | 11.21 | 497544 |
| May 2018 | 13.74 | 10.65 | 459814 |

| | | | |
|----------------|-------|-------|---------|
| June 2018 | 11.3 | 8.85 | 360895 |
| July 2018 | 10.5 | 7.51 | 436896 |
| August 2018 | 10.8 | 8.61 | 484026 |
| September 2018 | 15.2 | 9.5 | 1188013 |
| October 2018 | 13.91 | 9.76 | 523391 |
| November 2018 | 12.6 | 10.94 | 182042 |
| December 2018 | 12.2 | 10.5 | 95611 |
| January 2019 | 12.8 | 10.03 | 326382 |
| February 2019 | 11.1 | 9.22 | 210063 |
| March 2019 | 12.05 | 9.81 | 291878 |

Distribution of Shareholding as at 31st March 2019

| Shares holding of | Share holders | | Number | Amount | Total |
|-------------------|---------------|--------|-----------|-----------|--------|
| nominal value of | Number | (in %) | of shares | (in Rs) | (in %) |
| Rs.10/- each | | | | | |
| Upto 2500 | 1644 | 16.20 | 185455 | 1854550 | 0.20 |
| 2501-5000 | 1813 | 17.87 | 739809 | 7398090 | 0.79 |
| 5001-10000 | 2148 | 21.17 | 1758308 | 17583080 | 1.86 |
| 10001-20000 | 2829 | 27.88 | 4178842 | 41788420 | 4.43 |
| 20001-30000 | 657 | 6.47 | 1642861 | 16428610 | 1.74 |
| 30001-40000 | 345 | 3.39 | 1264886 | 12648860 | 1.34 |
| 40001-50000 | 216 | 2.13 | 1010186 | 10101860 | 1.07 |
| 50001-100000 | 270 | 2.66 | 2028008 | 20280080 | 2.15 |
| 100001 & above | 226 | 2.23 | 81530925 | 815309250 | 86.42 |
| Total | 10148 | 100 | 94339280 | 943392800 | 100 |

Share Holding Pattern at 31st March 2019

| | Number of Equity Shares | Percentage |
|------------------|-------------------------|------------|
| Promoters | 66890072 | 70.90 |
| Bodies Corporate | 4053071 | 4.30 |
| Individuals | 22476602 | 23.82 |
| NRI | 646544 | 0.69 |
| Clearing Members | 5270 | 0.01 |
| HUF | 267649 | 0.28 |
| Total | 94339280 | 100 |

9. Outstanding GDRs/ ADRs warrants or convertible instruments, conversion data and likely impact on equity. **N. A.**

10. Demat of Shares as on 31/03/2019

The detail of demat of shares is as under:

| | Number of equity Shares | Percentage |
|----------|-------------------------|------------|
| NSDL | 60864602 | 64.51 |
| CDSL | 27685962 | 29.35 |
| PHYSICAL | 5788716 | 6.14 |
| TOTAL | 94339280 | 100 |

Company has already made the Annual Custody Charges of both NSDL & CDSL

11. DISCLOSURES

a) All related party transactions that entered into during the financial year 2018-19 were on arms length basis, in the ordinary course of business & were in compliance with the applicable provisions of the Act & the listing regulations.

There were no materially significant related party transactions made by the company with promoters, Directors, KMPs or other designated persons which may have a potential conflict with the interest of the company at large. Suitable disclosure as required by the accounting Standards (IND AS-24) has been made in the financial statements as required under SEBI (LODR). Detailed related party disclosures as per accounting standards, Pls refer Note 39 & 41 of the Standalone & Consolidated financial Statements.

b) Statutory compliance, strictures & Penalties.

The Company has complied with the requirement of the Stock Exchanges, SEBI & other statutory authorities on the matters related to Capital markets during the last three years. No Strictures/penalties have been imposed on the company by these authorities.

c) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under regulation 32 (7A) **Not applicable.**

- d) A certificate from a Company Secretary in practice that None of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any other such Statutory authority.
The company has taken required certificate from Mr. Kanwaljit Singh , Practicing Company Secretary.
- e) The company adopted Indian Accounting Standards (Ind-AS) from 01 April 2017 with the transition date 01 April 2016 and accordingly the financial results of the company for the three quarters /annual have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard (Ind-As)
- f) India Ratings and research Private Limited has accorded IND-BBB ratings for the purpose of borrowing from the Bank.
12. **WEBSITE:** The company's website www.picagro.com which contains all the Familiarization programmes of independent Directors, related party transactions, policy relating to material subsidiaries & other policies are mentioned at website.

13(ii) Registrar for Demat & Transfer of Shares

Abhipra Capital Ltd., Ground Floor, Abhipra Complex, Dilkhush Industrial Area, A-387, GT Karnal Road, Azadpur, Delhi-110033

(ii) The Share transfer system: Shares in physical forms are processed by the RTA within 15 days from the date of receipt, if the documents are complete in all respects.. The Managing Director, or Company Secretary or Group Secretary has been severally empowered to approve transfers.

Requests for dematerialisation of shares are processed & confirmation thereof is given to the respective depositories i.e. National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) within the statutory time limit from the date of receipt of share certificates provided the documents are complete in all respects.

A summary of transfer /transmission of shares etc, so approved by the Group Secretary is placed before the Stakeholders Relationship committee.

(iii) Secretarial Audit

- a) As per regulation 40(9) of the Listing regulations, a certificate from the practicing Company Secretary has been submitted to the BSE Limited within stipulated on half yearly basis confirming the due compliance.
- b) Mr. Kanwaljit Singh , Practicing Company Secretary has conducted the Secretarial Audit of the company. The Audit report confirms that the company has complied with the applicable provisions of the Act and the rules made thereunder, its Memorandum & Articles of Association, Listing regulations and the applicable SEBI Regulations.

14. Address for Correspondence

Piccadily Agro Industries Limited
Kothi No. 304, Sector 9-D, Chandigarh - 160017

15. Plant Location

Piccadily Agro Industries Limited
Village Bhadson, Umri-Indri Road, Tehsil-Indri,
District Karnal, Haryana Pin- 134101

16. Annual General Meeting Date, Time & Venue

Date: 30th September 2019 (Monday)
Time: 4.00 P.M.

**Venue: Village Bhadson, Umri-Indri Road, Tehsil-Indri,
District Karnal, Haryana -Pin-134101**

17. Reconciliation of Share Capital

Pursuant to Regulation 55A of the SEBI (Depositories and participants) Regulations 1996, quarterly audit of the company's share capital is carried out by M/s Jain & Associates, Chartered Accountants, Chandigarh for the purpose of reconciliation of the total share capital admitted with National Securities Depository limited (NSDL) and Central Depository Services (India) Limited (CDSL) and in physical form with the issued & Listed capital of the company. The Audit confirms that the total issued /paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL & CDSL)

18. General

Company has complied with the corporate Governance requirements specified in regulations 17 to 27 and Clauses (b) to (i) of regulation 46(2) of listing regulations

19. Total fees for all Services paid by the listed and its subsidiaries The detail of payment of total fees for the year to the Statutory Auditor is under:

| | |
|-----------------|--------|
| Statutory Audit | 129500 |
| Tax Audit | - |
| Total | 129500 |

20 Prevention of Sexual Harassment at Workplace

The Company values the dignity of individuals and strives to provide a safe and respectable work environment to all the employees. The Company is committed to providing an environment, which is free of discrimination, intimidation and abuse. The Company believes that it is the responsibility of the organization to protect the integrity and dignity of the employees and also to avoid conflicts and disruptions in the work environment due to such cases.

The company has complied with provisions under the Sexual Harassment Act, 2013. During the year, no complaint pertaining to sexual harassment was received by the Company.

21. Insider trading

There have been no instances of insider trading by any of the employees of the company at any stage or any Exchange.

22. Certificate on Compliance of Code of Conduct

I hereby confirm that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the Directors and Senior Management Personnel as approved by the Board for the Financial Year ended 31st March, 2019.

Place: New Delhi
Date: 29/05/2019

Sd/-
(Harvinder Singh Chopra)
Managing Director
DIN No. 00129891

23. Compliance Certificate pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

We Harvinder Singh Chopra, Managing Director and Desraj Pahwa, Chief financial officer do hereby certify that in respect of the annual accounts and cash flow statement for the financial year ending on March 31st, 2019.

a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

- 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 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 we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that:
- i) There has not been any significant changes in internal control over financial reporting during the year under reference;
- ii) There has not been any significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii) There has not been any instances of significant fraud of which we had become aware and the involvement therein, any, of the management or an employee having a significant role in the Company's internal control system over financial reporting during the year.

Place: New Delhi
Date: 29.05.2019

Sd/ Harvinder Singh Chopra,
Managing Director
(DIN No.00129891)

Sd/- Des Raj Pahwa,
Chief Financial Officer

24) Certificate of Non-Disqualification of Directors - Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015.

To,

The Members of Piccadily Agro Industries Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Piccadily Agro Industries Limited having Cin no L01115HR1994PLC032244 and having registered office at village Bhadson, Umri-Indri Road, Tehsil Indri, Distt. Karnal, Haryana-134101 (hereinafter referred to as 'The Company'), produced before us by the company for the purpose of issuing this certificate in accordance with Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the company & its officers, we hereby certify that none of the Directors on the board of the company as stated below for the financial year ended 31st March 2019 have been debarred or disqualified from being appointed or continuing as Directors of company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory authority.

| S.No | Name of Director | Din No | Date of Appointment in company |
|------|----------------------------|----------|--------------------------------|
| 1 | Sh. Vinod Dada | 00644669 | 16-01-1995 |
| 2 | Sh. Harvinder Singh Chopra | 00129891 | 16-01-1995 |
| 3 | Sh. Akhil Dada | 02321706 | 30-06-2008 |
| 4 | Sh. Jai Parkash Kaushik | 02354480 | 12-11-2011 |
| 5 | Ms. Bhawana Gupta | 07144762 | 31-03-2015 |

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the company. Our responsibility is to express an opinion on these based on verification. This certificate is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company

Place Delhi
Date : 29.05.2019

Sd/-
KANWALJIT SINGH
FCS No. 5901
C P No.: 5870

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

We have examined the compliance of the conditions of Corporate Governance by Piccadily Agro Industries Ltd. for the year ended 31st March, 2019, as stipulated in regulation 9, 10, 11, 12, 13 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of SEBI, schedule V, Schedule II, Part C (Listing Obligation & Disclosure requirement) Regulation 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and explanations given to us, we certify that company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

On the basis of representation received from company, we state that during the year ended 31st March, 2019 no investor grievances were pending for a period exceeding one month except where dispute or for want of completion of legal formalities. 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 Aggarwal Sahil & Associates
Chartered Accountants (026978 N)

Place: New Delhi
Dated: 29/05/2019

Sd/-
(Sahil Aggarwal)
(Partner)
M.No.523581
Firm Regd.No.001361N

-->Annexure G-1

| S. No | Name of Director | Ratio of remuneration to the median remuneration of the employees of the company |
|-------|----------------------------|--|
| 1 | Sh. Harvinder Singh Chopra | 52.03 |
| 2 | Sh. Vinod Dada | Nil |
| 3 | Sh. Akhil Dada | Nil |
| 4 | Sh. Jai Parkash Kaushik | Nil |
| 5 | Ms. Bhawana Gupta | 2.72 |

Annexure G-2

| S. No | Name of Director/KMP | Ratio of remuneration to the median remuneration of the employees of the company |
|-------|----------------------------|--|
| 1 | Sh. Harvinder Singh Chopra | 52.03 |
| 2 | Ms. Bhawana Gupta | 2.72 |
| 3 | Sh. Vinod Dada | Nil |
| 4 | Sh. Akhil Dada | Nil |
| 5 | Sh. Jai Parkash Kaushik | Nil |

Annexure G-3

| Employee name, designation & age | Educational qualification | Remuneration (Rs.) | Date of Joining & Experience | Previous employment and designation | Relation with any other Director/Manager |
|----------------------------------|---------------------------|--------------------|------------------------------|-------------------------------------|--|
| Harvinder Singh Chopra | BSc, Chartered Accountant | 1,12,20,000 | 16/01/1995 | -- | --- |

Annexure G-4**Remuneration policy for Directors, Key managerial Personnel and other employees****I. Introduction**

This policy applies to the Board of Directors, Key managerial Personnel and Senior Management personnel of Piccadilly Agro Industries Limited. "The Company"

This policy envisages the framework for nomination, remuneration and evaluation of Board of Directors, Key Managerial Personnel and Senior Management personnel as provided under provisions of Section 179(3) of Companies Act 2013 including rules thereof and Regulation 19 read along with Schedule II of the SEBI listing Regulations

II Definitions

- 'Board' means Board of Directors of the company.
- "Committee" means Nomination and Remuneration Committee of the company as constituted or reconstituted by the Board from time to time.
- "Key managerial Personnel" (KMP) means:
 - Chief Executive officer or Managing Director or the Manager
 - Whole time Director
 - Chief Financial officer
 - Company Secretary and
 - Such other officers as may be prescribed under the Act from time to time.
- "Senior management Personnel" (SMP) means personnel of the company who are members of the core management team, excluding Board of Directors and are one level below the Executive Directors including "Functional heads"

III Appointment and Removal of Director, KMP & SMP**A. Directors**

- The committee shall consider criteria such as qualifications, skills, expertise and experience of the person to be appointed as Director, KMP or at a senior Management Level and accordingly recommend to the Board his/her appointment.
- The age of the person to be appointed as a Non executive Director shall not be less than 21 years and not more than 75 years. The Committee at its discretion may recommend to the Board for the continuation of Director for a further term of appointment who has completed 75 years.
The age of the person to be appointed as an Executive Director shall not be less than 21 years and not more than 75 years
- The appointment, tenure of Director/Independent Director, removal, disqualification of any Director, KMP or at a senior Management Level shall be as per provisions and procedure laid down under the rules made thereunder the Companies Act 2013. Listing regulations or any other enactment for the time being in force.
- All actions of the committee shall be made as recommendation to the Board of Directors of the company.

IV Board Diversity

The Board shall have an optimum composition of Directors by comprising expert from different fields viz finance, law, management, sales, marketing, engineering, research, technical operations or any other areas related to the company business.

The board shall ensure that there is a appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively.

V Remuneration of Director, KMP and SMP

The Board of Directors of the company shall decide the remuneration of Executive /Non- Executive Directors on the basis of recommendation of the Committee subject to overall limits provided under the Companies Act 2013 and rules made there under, including any amendments, modifications and re-enactments thereto and in compliance with Listing regulations or any other enactment for the time being in force.

The remuneration of Directors shall be approved by the shareholders of the company as & when required.

I. Executive Directors.

The Board of Director upon the recommendation of committee may appoint any Executive Directors, finalize/ vary terms & conditions, tenure subject to overall limits as prescribed under the act.

a. Fixed salary

Each Executive Director shall be paid fixed salary consisting of basic salary and such other allowances and perquisites as may be recommended by the committee and decided by the Board and performance evaluation of each Executive Director from time to time, subject to overall limits as prescribed under the Act.

- Option 1. The salary may be revised annually. Or
Option 2. The salary shall remain fixed for the tenure of Executive Directors

b. Commission

The Board may approve payment of commission subject to limits provided under the Act. The eligibility and amount of commission to be paid to each Director shall be recommended by the committee on the basis of performance evaluation of the Director undertaken by the committee and the Board.

c. Non monetary benefits

Executive Directors may be entitled to club membership, company vehicle with Driver, petrol reimbursement, vehicle maintenance, telephone expenses, fax, internet at residence, payment of mobile phone bills, fully furnished accommodation, house rent allowance in lieu thereof, reimbursement of gas, electricity bills, reimbursement of medical expenses d. Separation/retirement benefits

Executive Director shall be eligible to the following perquisites which shall be included in the computation of the ceiling on remuneration provided in the Act:

- (a) Contribution to Provident Fund, superannuation fund or annuity fund 1961 or any amendment thereof. to the extent these are either singly or put together are not taxable under the Income tax Act (b) Gratuity payable at a rate not exceeding one month's salary for each completed year service and (c) Encashment of Leave at the end of tenure.

In case of Loss or inadequacy of profits, the aforesaid perquisites shall not be included in computation of the ceiling on remuneration provided in the Act.

II. NON-EXECUTIVE DIRECTORS:

The Company shall issue a letter of appointment to every Non-Executive Independent Director.

The components of payment of remuneration to Non-Executive Directors shall include:

a. Sitting fees:

Sitting fees may be paid for Board Meetings and any Committee Meetings attended by the Director. Different amount of sitting fees may be paid for different types of meetings within limits as prescribed under the Act.

Committee shall include Audit Committee, Nomination and Remuneration Committee Stakeholders Relationship Committee, Corporate Social Responsibility Committee or such Committees as may be constituted by the Board from time to time.

b. Commission:

The Board may approve payment of commission subject to the limits provided in the Act. The eligibility and the amount of commission to be paid to each Director shall be recommended by the Committee on the basis of annual performance evaluation of the Director.

c. Professional fees:

Non Independent Directors may be paid fees for services of professional nature, if in the opinion of Committee, the Director possesses the requisite qualification for the practice of the profession. Such professional fees shall not be considered as remuneration for the purpose of Act.

B) Key Managerial Personnel and Senior Management Personnel

The Company shall issue an appointment letter to every KMP and SMP.

The remuneration components payable to KMP/SMP may be:

a) Fixed Salary:

Each KMP/SMP shall be Paid Fixed Salary consisting of basic salary and such allowances and perquisites as per service rules of the Company. The band of the salary shall be determined according to the industry standards, market conditions, scale of Company's business relating to the position, educational parameters and experience in the industry as detailed in the service rules of the Company and such other factors as may be prescribed therein.

The same shall be reviewed annually based on the Company's annual appraisal policy.

b. Variable pay:

A portion of the overall salary may be paid as variable pay to every KMP/SMP. This shall be as per the Performance Linked Pay Scheme of the Company, which is designed to bring about increase in overall organizational effectiveness through alignment of Company, Functional and Individual objectives.

c. Perquisites/Other Benefits:

Perquisite / Other Benefits are benchmarked with Industry practices from time to time keeping an overall salary structure in mind. These may, include petrol reimbursement, vehicle maintenance, telephone, reimbursement of mobile phone bills, leave travel assistance and reimbursement of medical expenditure for self and family and such other benefits as per Company Policy. KMP/SMP may be entitled to personal accident insurance, group accident insurance coverage, medical insurance coverage, term insurance and such other benefits as per Company policy.

d. Annual Pay Revision /Promotion

Evaluation of KMP/SMP shall be based on appraisal against stated Objectives/goals of the individual which in turn shall be aligned to the Functional and Enterprise Score Card. Key Result Areas (KRAs) are set at the beginning of the year in consultation with the Executive Director.

Pay revisions / promotions will be achievement oriented and will also have reference to industry benchmarks, where appropriate.

e. Separation/Retirement Benefits :

Separation /retirement benefits as per Company policy which shall include contribution to provident fund, superannuation, gratuity and leave encashment.

C) DIRECTORS AND OFFICERS LIABILITY INSURANCE:

The Company will take Directors and Officers Liability Insurance or such insurance of like nature for indemnifying any of the Director, KMP and SMP against any liability in respect of any negligence, default, misfeasance, breach of duty or trust for which they may be guilty in relation to the Company.

The premium paid on such insurance shall not be treated as part of remuneration payable to Managing Director, Whole time Director, Chief Executive Officer, Chief Financial Officer or Company Secretary, Provided that if any such person is proved to be guilty, the premium paid shall be treated as part of the remuneration.

D) Stock Options:

The Committee may recommend issue of stock options to Directors (other than Independent Directors and Promoter Directors), KMP/SMP, which may be granted by the Board subject to the compliance of the provisions of applicable laws.

VI. Criteria for Evaluation of Board

The evaluation of Board shall be carried out annually as per the provisions of the Companies Act, 2013 rules thereof and the Listing Regulations. Performance evaluation of each Director will be based on the criteria as laid down from time to time by the Nomination and Remuneration Committee.

Criteria for performance evaluation shall include aspects such as attendance for the meetings, participation and independence, during the meetings, Interaction with Management, role and accountability, knowledge and proficiency and any other factor as may be decided by the Nomination and Remuneration Committee.

Further, performance evaluation of an Executive Director will also be based on business achievements of the Company.

VII. Amendment

Based on the recommendation of the Committee, the Board reserves its right to amend or modify this Policy in whole or in part, at any time, when it deems appropriate, in accordance with any amendment to the applicable provisions of the Companies Act, 2013, including rules thereof and the Listing Regulations.

INDEPENDENT AUDITOR'S REPORT

To the Members of Piccadily Agro Industries Ltd Report on the Standalone Financial Statements Opinion

We have audited the accompanying standalone financial statements of Piccadily Agro Industries Ltd ("the Company"), which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.
Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report :

| S.No. | Key Audit Matter | Auditor's Response |
|-----------|------------------|--|
| 1. | | <p><u><i>Principal Audit Procedures</i></u></p> <p>We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. • Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls. • Tested the relevant information technology systems' access and changed management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. |

| | | |
|--|--|---|
| | | <ul style="list-style-type: none"> • Selected a sample of continuing and new contracts and performed the following procedures: <ol style="list-style-type: none"> a) Read, analyzed and identified the distinct performance obligations in these contracts. b) Compared these performance obligations with that identified and recorded by the Company. c) Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. d) Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. e) Tested the provision calculations related to management incentives, discounts and rebates by agreeing a sample of amounts recognized to underlying arrangements with customers and other supporting documents. f) Obtained Confirmations from customers on sample basis to support existence assertion of trade receivables and assessed the relevant disclosures made in the financial statements; to ensure revenue from contracts with customers are in accordance with the requirements of relevant accounting standards. |
|--|--|---|

| | | |
|--|--|---|
| <p>2. Evaluation of uncertain tax positions</p> | <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> | <p>Principal Audit Procedures</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2018 to evaluate whether any change was required to management's position on these uncertainties.</p> |
|--|--|---|

Emphasis of Matters

Without qualifying our opinion, we draw attention to the following matters in the Notes to the financial Statements:

a) The company is in process of collecting information with respect to Micro, Small and Medium Enterprises and accordingly the disclosures requirements under the MSMED Act, 2006 are provided to the extent of information received by the management. (Refer Note No. 42 of the Financial Statements)

Information Other Than the Standalone Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

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

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone Financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements - Refer Note 31 to the standalone Ind AS financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts and equity shares, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For AGGARWAL SAHIL & ASSOCIATES

Chartered Accountants
(Regd No.: 026978N)

**Sd/-
Sahil Aggarwal
Partner**

(Membership No.: 523581)

Date : May 29, 2019

Place : New Delhi

Annexure "A" to the Audit Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Piccadily Agro Industries Limited of even date).

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

We have audited the internal financial controls over financial reporting of PICCADILY AGRO INDUSTRIES LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

The Board of Directors of the Company 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 respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified 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 standalone Ind AS 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 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.

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 and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective companies 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 AGGARWAL SAHIL & ASSOCIATES
Chartered Accountants
(Regd No.: 026978N)

**Sd/-Sahil Aggarwal
Partner**

(Membership No.: 523581)

Date : May 29, 2019

Place : New Delhi

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Piccadilly Agro Industries Limited of even date)

- i. In respect of the Company's fixed assets:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - b) According to information and explanations given by the management, the company has a program of physical verification of property, plant and equipment to cover all the items in a phased manner over a period of three years. In accordance with this program, certain property, plant and equipment were physically verified by the Management during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - c) According to information and explanations given by the management, the title deeds of immovable properties included in fixed assets are held in the name of the Company.
- ii. As explained to us, the inventories, excluding stocks with some of the third parties, were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification. In respect of inventories lying with third parties, these have substantially been confirmed by them.
- iii. According to information and explanations given to us the Company has not granted loans secured or unsecured during the year to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, and hence reporting under Accordingly, paragraph 3 (iii) of the Order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of loans, investments, guarantees and security made.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The Company is required to maintain cost records under section 148(1) of the Companies Act, 2013, for the products of the company and according to the information and explanations given to us, we are of the opinion that prima facie, the specified accounts and records have been made and maintained.
- vii. According to information and explanations given to us in respect of Statutory Dues;
 - (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it though there have been slight delays in few cases.
 - (b) There were no undisputed amounts payable in respect of provident fund, income-tax, Goods and Services Tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - (c) According to the records of the Company, there are no dues outstanding on account of income-tax, Goods and Services Tax, sales-tax, , service tax, duty of custom, duty of excise ,value added tax and cess.
- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company. ix. In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The term loans availed by the company during the year have been applied for the purpose for which it has been availed.
- x. According to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/ provided managerial remuneration within limits under section 197 read with Schedule V to the Act.
- xii. In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us the Company has not issued shares under preferential allotment during the year. Therefore, the provisions of clause 3(xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not

For AGGARWAL SAHIL & ASSOCIATES

Chartered Accountants
(Regd No.:026978N)

Sd/-
Sahil Aggarwal
Partner
(Membership No.: 523581)

Place : New Delhi
Date : May 29, 2019

BALANCE SHEET AS ON 31ST MARCH 2019

(Amt. in Rs.)

| S No. | Particulars | Note | Standalone as at 31.03.2019 | Standalone as at 31.03.2018 |
|--------------------------------------|--------------------------------|------|--------------------------------|--------------------------------|
| A) ASSETS | | | | |
| 1 Non-Current assets | | | | |
| (a) | Property Plant & Equipment | 1 | 1,48,31,97,248 | 1,48,53,15,783 |
| (b) | Capital Work in Progress | 1A | 45,80,38,580 | 50,32,80,164 |
| (c) | Investment Property | | - | - |
| (d) | Biological assets | 2 | 5,03,249 | 18,71,220 |
| (e) Financial assets | | | | |
| (i) | Investments | 3 | 68,02,27,686 | 68,02,27,686 |
| (ii) | Other financial assets | 4 | 94,28,191 | 90,28,191 |
| (f) | Deferred Tax assets(net) | | - | - |
| (g) | Other non current assets | 5 | 6,19,46,844 | 11,98,57,949 |
| Total non-current assets | | | 2,69,33,41,798 | 2,79,95,80,993 |
| 2 Current assets | | | | |
| (a) | Inventories | 6 | 1,26,49,81,920 | 1,32,13,37,528 |
| (b) Financial assets | | | | |
| (i) | Trade receivables | 7 | 42,15,04,451 | 22,01,65,309 |
| (ii) | Cash & Cash Equivalents | 8 | 16,56,35,912 | 2,18,94,877 |
| (iii) | Other Bank Balances | 9 | 1,54,52,772 | 51,52,968 |
| (iv) | Loans | 10 | 9,50,000 | 9,50,000 |
| (v) | Other financial assets | 11 | 4,80,22,530 | 2,52,11,001 |
| (c) | Current Tax assets(net) | | | |
| (d) | Other current assets | 12 | 11,83,35,920 | 18,72,83,274 |
| Total current assets | | | 2,03,48,83,505 | 1,78,19,94,957 |
| Total assets | | | 4,72,82,25,304 | 4,58,15,75,950 |
| B) EQUITY AND LIABILITIES | | | | |
| 1 Equity | | | | |
| (a) | Equity Share Capital | 13 | 94,66,11,800 | 94,66,11,800 |
| (b) | Other Equity | 14 | 58,68,35,878 | 63,95,89,118 |
| Total equity | | | 1,53,34,47,678 | 1,58,62,00,918 |
| 2 Non current Liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) | Borrowings | 15 | 8,53,98,020 | 25,31,54,866 |
| (b) | Provisions | 16 | 38,87,291 | 33,11,257 |
| (c) | Deferred tax liabilities (Net) | 17 | 22,32,64,859 | 23,27,03,868 |
| (d) | Other non current liabilities | | - | - |
| Total non-current liabilities | | | 31,25,50,170 | 48,91,69,991 |
| 3 Current Liabilities | | | | |
| (a) Financial liabilities | | | | |
| (i) | Borrowings | 18 | 97,04,31,178 | 95,30,14,037 |
| (ii) | Trade Payables | 19 | 1,49,33,93,706 | 1,07,92,26,136 |
| (iii) | Other financial liabilities | 20 | 30,92,19,243 | 29,16,42,563 |
| (b) Provisions | | | | |
| (c) | Current Tax Liabilities | 21 | 2,51,36,078 | 92,00,728 |
| (d) | Other current Liabilities | 22 | 8,40,47,251 | 17,31,21,579 |
| Total current liabilities | | | 2,88,22,27,456 | 2,50,62,05,043 |
| TOTAL EQUITY AND LIABILITIES | | | 4,72,82,25,304 | 4,58,15,75,950 |

Notes on Financial Statements & Significant Accounting Policies '1-44'

AUDITORS REPORT

As per our separate report of even date. For and on behalf of the board

FOR AGGARWAL SAHIL & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN : 026978N

Sd/- SAHIL AGGARWAL

(Partner)

M. No. : 523581

PLACE : NEW DELHI

DATE: 29.05.2019

Sd/-

Akhil Dada

(Chairman)

DIN : 02321706

Sd/-

Harvinder Singh Chopra

(Managing Director)

DIN : 00129891

Sd/-

Des Raj Pahwa

(Chief Financial Officer)

Sd/-

Anchal Madaan

(Company Secretary)

M.No. : A53295

(Amt. in Rs.)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

| S No. | Particulars | Note | Standalone as at 31.03.2019 | Standalone as at 31.03.2018 |
|--|---|---|--|--|
| I. | Revenue from operations | 23 | 3,72,14,00,339 | 3,40,06,22,261 |
| II. | Other Income | 24 | 8,72,14,009 | 4,82,00,415 |
| III. | Total Income | | 3,80,86,14,348 | 3,44,88,22,675 |
| IV. | Expenses: | | | |
| | Cost of materials consumed | 25 | 2,49,73,18,524 | 2,40,47,68,691 |
| | Change in F.G, WIP, and Stock-in-Trade | 26 | 4,48,97,449 | (15,93,77,027) |
| | Excise duty on sale of goods | | 79,43,992 | 5,76,33,021 |
| | Employee Benefit Expenses | 27 | 11,77,47,521 | 10,48,84,257 |
| | Finance costs | 28 | 16,59,39,746 | 16,24,25,213 |
| | Depreciation and amortization expense | 29 | 12,55,36,244 | 12,72,65,956 |
| | Other expenses | 30 | 78,02,90,073 | 73,26,36,679 |
| | Total expenses | | 3,73,96,73,548 | 3,43,02,36,791 |
| V. | Profit before exceptional items and tax | | 6,89,40,800 | 1,85,85,885 |
| VI. | Exceptional items | | - | - |
| VII. | Profit before tax | | 6,89,40,800 | 1,85,85,885 |
| VIII. | Tax expense: | | | |
| | (1) Current tax | | 2,52,63,291 | 93,41,120 |
| | (2) Deferred tax | | (94,39,009) | (4,17,03,102) |
| IX. | Income tax of Previous Year | | (20,90,769) | 50,81,663 |
| X. | Wealth Tax of Previous Year | | - | 29,765 |
| XI. | Profit after tax | | 5,52,07,287 | 4,58,36,438 |
| | Other comprehensive income | | | |
| | (i) Items that will not be re-classified to profit or loss: | | | |
| | -Remeasurements of defined benefit obligation (net) | | - | - |
| | -Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| | (ii) Items that may be re-classified to profit or loss: | | | |
| | -Income tax relating to items that may be reclassified to profit or loss | | - | - |
| | Total other comprehensive income (net of tax) | | - | - |
| XII. | Total comprehensive income | | 5,52,07,287 | 4,58,36,438 |
| | Earnings per equity share-basic /diluted: | | | |
| | -Before exceptional item | | 0.59 | 0.49 |
| | -After exceptional item | | 0.59 | 0.49 |
| | Nominal Value of each share | | 10.00 | 10.00 |
| AUDITORS REPORT | | | | |
| As per our separate report of even date. | | | | |
| FOR AGGARWAL SAHIL & ASSOCIATES | | | For and on behalf of the board | |
| CHARTERED ACCOUNTANTS | | | | |
| FRN : 026978N | | | | |
| Sd/- SAHIL AGGARWAL (Partner) | Sd/- Akhil Dada (Chairman) | Sd/- Harvinder Singh Chopra (Managing Director) | Sd/- Des Raj Pahwa (Chief Financial Officer) | Sd/- Anchal Madaan (Company Secretary) |
| M. No. : 523581 | DIN : 02321706 | DIN. : 00129891 | | M.No. : A53295 |
| DATE: 29.05.2019 | | | | |
| PLACE : NEW DELHI | | | | |

(In Rs.)

STANDALONE STATEMENT OF CHANGES IN EQUITY

| STATEMENT OF CHANGES IN EQUITY | Attributable to Equity Share Holders | | | | | | Total equity attributable to the equity holders of the company |
|---------------------------------------|---|-----------------------------|---------------------------|--------------------------|--------------------------|---------------------------|---|
| | Equity Share Capital | Reserves and Surplus | | | | Total Other Equity | |
| | | Capital Reserve | Securities Premium | Capital Incentive | Retained Earnings | | |
| As at 1st April 2017 | 94,66,11,800 | 19,48,91,714 | 97,21,800 | 10,79,60,526 | 28,11,78,639 | 59,37,52,679 | 1,54,03,64,479 |
| Profit for the period | - | - | - | - | 4,58,36,438 | 4,58,36,438 | 4,58,36,438 |
| As At 31st March 2018 | 94,66,11,800 | 19,48,91,714 | 97,21,800 | 10,79,60,526 | 32,70,15,078 | 63,95,89,118 | 1,58,62,00,918 |
| Profit for the period | - | - | - | - | 5,52,07,286 | 5,52,07,286 | 5,52,07,286 |
| Reversals from Capital Incentive | - | - | - | (10,79,60,526) | - | (10,79,60,526) | (10,79,60,526) |
| As At 31st March 2019 | 94,66,11,800 | 19,48,91,714 | 97,21,800 | - | 38,22,22,364 | 58,68,35,878 | 1,53,34,47,678 |

AUDITORS REPORT

As per our separate report of even date.
FOR AGGARWAL SAHIL & ASSOCIATES
CHARTERED ACCOUNTANTS

FRN : 026978N

Sd/- SAHIL AGGARWAL

(Partner)

M. No. : 523581

PLACE : NEW DELHI

DATE: 29.05.2019

Sd/-

Akhil Dada

(Chairman)

DIN : 02321706

For and on behalf of the board

Sd/-

Harvinder Singh Chopra

(Managing Director)

DIN : 00129891

Sd/-

Des Raj Pahwa

(Chief Financial Officer)

Sd/-

Anchal Madaan

(Company Secretary)

M.No. : A53295

(Amt. in Rs.)

Cash Flow Statement for the year Ended 31.03.2019

| Particulars | Year Ended 31.03.2019 | Year Ended 31.03.2018 |
|---|-----------------------|-----------------------|
| CASH FLOW FROM OPERATING ACTIVITIES: | | |
| PROFIT AFTER TAX | 5,52,07,287 | 4,58,36,438 |
| ADJUSTMENTS TO RECONCILE PROFIT BEFORE TAX TO NET CASH PROVIDED BY OPERATING ACTIVITIES: | | |
| INCOME TAX CHARGED IN PROFIT AND LOSS A/C | 1,37,33,513 | (2,72,50,554) |
| DEPRECIATION AND AMORTIZATION | 12,55,36,244 | 12,72,65,956 |
| FINANCE COSTS | 16,59,39,746 | 16,24,25,213 |
| LOSS/(PROFIT) ON SALE OF FIXED ASSETS | - | (1,62,082) |
| INTEREST INCOME RECEIVED | (7,22,325) | (2,60,649) |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 35,96,94,465 | 30,78,54,323 |
| CHANGES IN OPERATING ASSETS AND LIABILITIES: | | |
| TRADE RECEIVABLES | (20,13,39,141) | (8,42,01,533) |
| OTHER RECEIVABLES | 3,78,79,046 | (11,29,19,392) |
| INVENTORY & BIOLOGICAL ASSETS | 5,77,23,579 | (17,18,14,202) |
| PROVISIONS | 5,76,034 | (1,65,945) |
| TRADE AND OTHER PAYABLES | 36,00,87,063 | 51,47,32,934 |
| CASH GENERATED FROM OPERATIONS | 61,46,21,046 | 45,34,86,185 |
| INCOME TAX PAID (NET) | 72,37,172 | 4,45,90,607 |
| NET CASH FLOW FROM OPERATING ACTIVITIES (A) | 60,73,83,873 | 40,88,95,577 |
| CASH FLOW FROM INVESTING ACTIVITIES: | | |
| NET PURCHASE OF FIXED ASSETS | (7,81,76,125) | (11,91,38,458) |
| CHANGE IN ADVANCE FOR CAPITAL GOODS | 5,79,11,104 | 1,92,08,437 |
| CHANGE IN INVESTMENTS | - | - |
| INTEREST INCOME RECEIVED | 7,22,325 | 2,60,649 |
| NET CASH FLOW FROM INVESTING ACTIVITIES (B) | (1,95,42,696) | (9,96,69,371) |
| CASH FLOW FROM FINANCING ACTIVITIES: | | |
| PROCEEDS FROM LONG-TERM BORROWINGS | (27,57,17,372) | (13,62,32,034) |
| FINANCE COST | (16,59,39,746) | (16,24,25,213) |
| NET CASH FLOW FROM FINANCING ACTIVITIES (C) | (44,16,57,118) | (29,86,57,247) |
| NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C) | 14,61,84,059 | 1,05,68,959 |
| OPENING CASH AND CASH EQUIVALENTS | 1,65,42,513 | 59,73,556 |
| CLOSING CASH AND CASH EQUIVALENTS | 16,27,26,574 | 1,65,42,513 |

(Amt. in Rs.)

| Reconciliation of cash and cash equivalents as per the Cash flow statement | 2018-19 | 2017-18 |
|--|---------------------|--------------------|
| Cash and cash equivalents as per above comprise of the following: | | |
| Cash and cash equivalents | 16,56,35,912 | 2,18,94,877 |
| Less : Earmarked balances | (29,09,338) | (53,52,364) |
| Balances as per statement of cash flows | 16,27,26,574 | 1,65,42,513 |

Notes:

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard-7 on Statement of Cash Flow
- Additions of fixed assets include movement of Capital work-in-progress during the year.
- Proceeds/(repayment) of Short-term & Long-Term borrowings have been shown on net basis.
- Figure in brackets represents cash outflow from respective activities.

FOR AGGARWAL SAHIL & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN : 026978N

Sd/- SAHIL AGGARWAL
(Partner)
M. No. : 523581
Place : New Delhi
DATE : 29.05.2019

For and on behalf of the board

Sd/- Akhil Dada
(Chairman)
DIN : 02321706

Sd/- Des Raj Pahwa
(Chief Financial Officer)

Sd/- Harvinder Singh Chopra
(Managing Director)
DIN. : 00129891

Sd/- Anchal Madaan
(Company Secretary)
M.No. : A53295

Note-1 Property, Plant & Equipment as on 31.03.2019

(In Rs.)

| | Land | Land/Other Than Factory Building | Building | Plant & Machinery | Building/Office Flat | Furniture & Fixture | Office Equipment | Vehicle | Tractor | Computer | Total |
|--------------------------------------|--------------------|-------------------------------------|---------------------|-----------------------|-------------------------|------------------------|---------------------|--------------------|------------------|------------------|-----------------------|
| Gross carrying Amount | | | | | | | | | | | |
| Deemed cost at April 1, 2017 | 2,61,05,761 | 12,88,35,000 | 18,10,14,013 | 2,14,81,91,487 | 4,67,90,267 | 69,20,586 | 58,79,631 | 7,15,49,292 | 13,67,997 | 42,28,714 | 2,62,08,82,748 |
| Additions | - | - | - | 8,49,32,272 | - | 2,46,127 | 3,69,816 | 20,79,858 | - | 4,89,680 | 8,81,17,754 |
| Disposals | - | - | - | - | - | - | - | 9,51,040 | - | - | 9,51,040 |
| Balance as at March 31, 2018 | 2,61,05,761 | 12,88,35,000 | 18,10,14,013 | 2,23,31,23,760 | 4,67,90,267 | 71,66,713 | 62,49,447 | 7,26,78,110 | 13,67,997 | 47,18,394 | 2,70,80,49,462 |
| Additions | - | - | - | 11,39,62,047 | - | 39,250 | 4,59,932 | 81,66,686 | - | 7,89,796 | 12,34,17,709 |
| Disposals | - | - | - | - | - | - | - | - | - | - | - |
| Balance as at March 2019 | 2,61,05,761 | 12,88,35,000 | 18,10,14,013 | 2,34,70,85,806 | 4,67,90,267 | 72,05,963 | 67,09,379 | 8,08,44,795 | 13,67,997 | 55,08,190 | 2,83,14,67,171 |
| Accumulated Depreciation | | | | | | | | | | | |
| As at April 1, 2017 | - | - | 8,62,76,913 | 95,55,34,854 | 18,43,426 | 50,56,581 | 45,98,864 | 3,83,37,427 | 10,76,032 | 35,58,749 | 1,09,62,80,845 |
| Depreciation charged for the year | - | - | 54,66,510 | 11,38,44,598 | 7,33,933 | 6,29,199 | 4,74,869 | 56,99,800 | 97,132 | 3,19,916 | 12,72,65,956 |
| Disposals | - | - | - | - | - | - | - | 8,13,122 | - | - | 8,13,122 |
| Balance as at March 31 2018 | - | - | 9,17,43,422 | 1,06,93,79,451 | 25,77,359 | 56,85,781 | 50,71,733 | 4,32,24,105 | 11,73,163 | 38,78,665 | 1,22,27,33,679 |
| Depreciation charged for the year | - | - | 54,66,509 | 11,23,22,091 | 7,33,932 | 3,47,602 | 3,49,660 | 57,85,003 | 66,240 | 4,65,206 | 12,55,36,244 |
| Disposals | - | - | - | - | - | - | - | - | - | - | - |
| Reclassified as Assets Held for Sale | - | - | - | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2019 | - | - | 9,72,09,932 | 1,18,17,01,543 | 33,11,291 | 60,33,383 | 54,21,393 | 4,90,09,108 | 12,39,403 | 43,43,871 | 1,34,82,69,923 |
| Net Carrying Amount | | | | | | | | | | | |
| As at March 31, 2019 | 2,61,05,761 | 12,88,35,000 | 8,38,04,081 | 1,16,53,84,264 | 4,34,78,976 | 11,72,580 | 12,87,986 | 3,18,35,687 | 1,28,594 | 11,64,318 | 1,48,31,97,248 |
| As at March 31, 2018 | 2,61,05,761 | 12,88,35,000 | 8,92,70,591 | 1,16,37,44,309 | 4,42,12,908 | 14,80,933 | 11,77,714 | 2,94,54,005 | 1,94,834 | 8,39,729 | 1,48,53,15,783 |
| Capital Work In Progress | | | | | | | | | | | |
| As at March 31, 2019 | - | - | - | - | - | - | - | - | - | - | 45,80,38,580 |
| As at March 31, 2018 | - | - | - | - | - | - | - | - | - | - | 50,32,80,164 |

Details of under capital work-in-progress as on 31.03.2019 is as under:

| | | | |
|--|--------------|---|--------------|
| Opening Balance of Capital Work in Progress as at 1st April 2017 | 47,19,59,461 | Closing Balance of Capital Work in Progress as at 31st March 2018 | 50,32,80,164 |
| (+) Additions | 9,29,77,329 | (+) Additions | 2,87,33,395 |
| (-) Transfers | 6,16,56,626 | (-) Transfers/Capitalised | 7,39,74,979 |
| (-) Disposals | - | (-) Disposals | - |
| | | Closing Balance of Capital Work in Progress as at 31st March 2019 | 45,80,38,580 |

| NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019 (Amt. in Rs.) | | | |
|--|--|--|--|
| NOTE | 2 BIOLOGICALASSETS | Standalone as at 31.03.2019 | Standalone as at 31.03.2018 |
| | Sugar cane | 5,03,249 | 11,88,000 |
| | Other | - | 6,83,220 |
| | TOTAL | 5,03,249 | 18,71,220 |
| NOTE | 3 NON CURRENT INVESTMENTS | | |
| 1) | <u>Investment in Equity Instruments</u> | | |
| A. | -Associates (at cost) | | |
| | Quoted | | |
| | i. Piccadilly Sugar and Allied Industries Limited (Investment Rs.1621.28 Lacs (Rs.673.88 Lacs) includes 13,83,871 Equity Shares at Rs.5.34/- Per Share for Rs.73.88 Lacs(At cost) , 60,00,000 Equity Share at Rs.10/-per Share for Rs.600.00 Lacs and 16,50,000 shares at Rs. 57.27/- per share for Rs. 947.39 Lacs (Market Value of Shares is Rs 6.27/- Per Share) These Investment are Valued at Cost.) | 16,21,27,686 | 16,21,27,686 |
| | Unquoted | | |
| | i. Astin Excavation & Mining Pvt. Ltd. (10000 Equity Shares at Rs.10/- Per Share.) | 1,00,000 | 1,00,000 |
| B. | -Subsidiaries (at cost) | | |
| | Unquoted | | |
| | Unquoted Fully Paid Up | | |
| | i. Clear Vision Media Pvt. Ltd. (20 Lacs Equity Shares at Rs. 10/- Per Share) | 2,00,00,000 | 2,00,00,000 |
| C. | Others | | |
| | Unquoted (at FVTOCI) | | |
| | i. Good Morning India Media Pvt Ltd (30 Lacs Equity Shares at Rs. 10/- each.) | 3,00,00,000 | 3,00,00,000 |
| | ii. Piccadilly Hotels Private Limited (39800 Equity shares having face value of Rs 100/- at share premium of Rs 9900/- each.) | 39,80,00,000 | 39,80,00,000 |
| 2) | <u>Investment in Debentures (at amortized cost)</u> | | |
| | Unquoted | | |
| | i. Debenture - Astin Excavation & Mining Pvt. Ltd.. (Unsecured Convertible Redeemable 7 00 000 Debentures @Rs 100/- Each) | 7,00,00,000 | 7,00,00,000 |
| | TOTAL | 68,02,27,686 | 68,02,27,686 |
| NOTE | 4 OTHER NON CURRENT FINANCIAL ASSETS | | |
| | Security Deposits | 94,28,191 | 90,28,191 |
| | TOTAL | 94,28,191 | 90,28,191 |
| NOTE | 5 OTHER NON CURRENT ASSETS | | |
| | Advance for Capital Goods (Unsecured But Considered Good) | 6,19,46,844 | 11,98,57,949 |
| | TOTAL | 6,19,46,844 | 11,98,57,949 |

| NOTE | | Standalone as at 31.03.2019 | Standalone as at 31.03.2018 |
|------|---|--------------------------------|--------------------------------|
| | 6 INVENTORIES | | |
| | <i>(As per inventories taken ,valued & certified by the management)</i> | | <i>(Amt. in Rs.)</i> |
| | Stores & Spares | 3,86,59,903 | 4,58,47,972 |
| | Raw Materials | 27,29,808 | 69,99,899 |
| | Work In Progress | 34,61,97,480 | 46,06,70,094 |
| | Finished Goods | 87,73,94,730 | 80,78,19,564 |
| | TOTAL | 1,26,49,81,920 | 1,32,13,37,528 |
| | <i>*refer note on significant policies for the valuation of inventories</i> | | |
| | NOTE 7 TRADE RECEIVABLES | | |
| | Unsecured But Considered Good | 42,15,04,451 | 22,01,65,309 |
| | TOTAL | 42,15,04,451 | 22,01,65,309 |
| | NOTE 8 CASH & CASH EQUIVALENTS | | |
| (a) | Cash & Cash Equivalents | | |
| | -Cash in Hand | 2,54,101 | 9,75,246 |
| (b) | Balance with Banks | | |
| | -in Current Accounts | 16,24,72,473 | 1,55,67,267 |
| (c) | Balance with Banks | | |
| | -In Deposit Account(Earmarked Balances) | 29,09,338 | 53,52,364 |
| | TOTAL | 16,56,35,912 | 2,18,94,877 |
| | NOTE 9 Other Bank Balances | | |
| (a) | Fixed Deposits | | |
| | Matruing after 12 Months | 11,66,800 | 11,00,000 |
| | Maturing within 12 Months | 1,40,13,555 | 30,69,345 |
| (b) | Interest Accrued on FDR | 2,72,417 | 9,83,623 |
| | TOTAL | 1,54,52,772 | 51,52,968 |
| | NOTE 10 LOANS | | |
| | Loan to other entities - Unsecured Considered Good | 9,50,000 | 9,50,000 |
| | TOTAL | 9,50,000 | 9,50,000 |
| | NOTE 11 OTHER FINANCIAL ASSETS | | |
| | Interest accrued on loans,investments,deposits | - | 8,89,544 |
| | Security deposits | 63,09,000 | 86,29,162 |
| | Other debts considered good | 4,17,13,530 | 1,56,92,295 |
| | TOTAL | 4,80,22,530 | 2,52,11,001 |
| | NOTE 12 OTHER CURRENT ASSETS | | |
| | (Unsecured considered good unless otherwise stated) | | |
| | Advances recoverable in cash or kind or for value to be received : | | |
| | Advance to suppliers | 10,04,82,805 | 14,74,83,449 |
| | Prepaid expenses | 79,37,839 | 1,04,20,902 |
| | Balances with Statutory Authorities | 99,15,277 | 2,93,78,924 |
| | TOTAL | 11,83,35,920 | 18,72,83,274 |
| | NOTE 13 EQUITY SHARE CAPITAL | | |
| A) | AUTHORISED | | |
| | 10,10,00,000 Equity shares of Rs. 10/-each | 1,01,00,00,000 | 1,01,00,00,000 |
| | ISSUED SUBSCRIBED & PAID UP | 94,33,92,800 | 94,33,92,800 |
| | 94339280 Equity Shares of Rs. 10/- each fully called up and paid up. | | |
| | Add Forfeited Shares: | 32,19,000 | 32,19,000 |
| | 643800 Shares of Rs.10 Each on which Rs.5/- paid up | | |
| | | 94,66,11,800 | 94,66,11,800 |

B) RIGHT OF SHAREHOLDERS

- i) Each Shareholder is entitled to one vote per share.
- ii) Each Shareholder has the right in profit/surplus in proportion to amount paid up with respect to share holding.
- iii) In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets, if any, in proportionate to their individual shareholding in the paid up equity capital of the company.

Number of Shares Held**C) DETAIL OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES**

| | As on 31st March 2019 | As on 31st March 2018 |
|----------------------------------|-----------------------|-----------------------|
| 1. Mr. Sidhartha Vashishta | 2,13,78,092 | 2,13,78,092 |
| 2. M/s Soon N Sure Holdings Ltd. | 3,15,64,692 | 3,15,64,692 |
| 3. Piccadilly Hotels (P) Ltd. | 1,37,47,284 | 1,37,47,284 |

D) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Subscribed and fully paid up Equity Shares: | Numbers | Amount |
|---|-------------|--------------|
| As at April 1, 2017 | 9,43,39,280 | 94,33,92,800 |
| Add: Shares issued during the year | - | - |
| As at March 31, 2018 | 9,43,39,280 | 94,33,92,800 |
| Add: Shares issued during the year | - | - |
| As at March 31, 2019 | 9,43,39,280 | 94,33,92,800 |

NOTE 14 OTHER EQUITY*(Amt. in Rs.)*

| | | |
|--|---------------------|---------------------|
| A) CAPITAL RESERVE (Capital receipt in pursuance of Sugar Incentive scheme 1993 for repayment of Term Loans) | 19,48,91,714 | 19,48,91,714 |
| | <u>19,48,91,714</u> | <u>19,48,91,714</u> |
| B) CAPITAL INCENTIVE (Amount received from State government is under dispute.) | - | 10,79,60,526 |
| | <u>-</u> | <u>10,79,60,526</u> |
| C) SECURITY PREMIUM | 97,21,800 | 97,21,800 |
| | <u>97,21,800</u> | <u>97,21,800</u> |
| D) PROFIT & LOSS ACCOUNT | | |
| As Per Last Balance Sheet | 32,70,15,078 | 28,11,78,639 |
| Net Profit during the year | 5,52,07,286 | 4,58,36,438 |
| | <u>38,22,22,364</u> | <u>32,70,15,078</u> |
| Total (A+B+C+D) | 58,68,35,878 | 63,95,89,118 |

NOTE 15 LONG TERM BORROWINGS (AT AMORTIZED COST) Current**I. SECURED****A. LOANS & ADVANCES****i) Term Loans From S.D.F.**-

35,28,625

(Term Loan includes Loan for Cane Development Rs. 240.86 Lacs (Rs. 375.86 lacs) are secured against second charge on movable property including its movable plant and machinery, machinery spares, tools and accessories and other movable and further secured on second charge against Land, Building, Plant and Machinery, Furniture and Fixtures of the company)

ii) Term Loans From PNB

-

28,83,616

(Term Loan from PNB has been utilised by sugar mills for clearance of cane price arrears of sugar season 2013-14 and timely settlement of cane price of current sugar season secured against first charge on block assets of the company and hypothecation of stocks of Crystal Sugars Bags, Molasses, Bagasse, Biss and Stores/spares , Stock in process and book debts.)

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| | | (Amt. in Rs.) | |
|---|--|--------------------------------|--------------------------------|
| | | Standalone as at 31 03 2019 | Standalone as at 31 03 2018 |
| iii) Term Loans From PNB | | 1,98,00,000 | 4,62,00,000 |
| <p>(Term Loan from PNB to upgrade and modernise the sugar plant and improving efficiency for distillery unit secured against first charge on block assets of the company and personal guarantee of promoters.)</p> | | | |
| iv) Term Loans From PNB | | - | 1,72,00,000 |
| <p>(Term Loan from PNB has been utilised by sugar mills for clearance of cane price arrears of sugar season 2014-15 and timely settlement of cane price of current sugar season was secured against first charge on block assets of the company and personal guarantee of promoters.)</p> | | | |
| v) Reliance Home Finance Ltd. - Secured | | 1,40,25,795 | 8,47,29,944 |
| <p>(Loan Against Mortgage of Building, to be repaid in 36 Monthly Installments)</p> | | | |
| vi) Other Loans | | 1,24,29,201 | 1,43,08,322 |
| <p>(Other Loan include Vehicle Loans from banks secured by hypothecation of vehicles under Hire purchase Agreement.)</p> | | | |
| TOTAL SECURED LOANS | | 4,62,54,996 | 16,88,50,506 |
| II. UNSECURED | | | |
| i) Indiabulls Finance | | 1,31,56,182 | 8,43,04,360 |
| <p>(The company has considered the loan as unsecured loan as no security was offered by the company for the security of the loan except security offered by M/s Piccadilly Hotels (P) Ltd (related party) in the capacity of co-borrower as per agreement executed)</p> | | | |
| ii) Haryana Govt. For Payment of Cane Creditors | | 2,59,86,842 | - |
| <p>(Soft loan, without any security, provided to Sugar Mill for the season 2015-16)</p> | | | |
| TOTAL UNSECURED LOANS | | 3,91,43,024 | 8,43,04,360 |
| TOTAL LONG-TERM BORROWINGS | | 8,53,98,020 | 25,31,54,866 |
| NOTE 16 LONG TERM PROVISIONS | | | |
| Provision For Employees Benefit | | 38,87,291 | 33,11,257 |
| - Gratuity | | | |
| TOTAL | | 38,87,291 | 33,11,257 |
| NOTE 17 DEFERRED TAX | | | |
| A. Deferred Tax Asset | | | |
| On Account of Disallowance under section 43B of Income Tax Act | | 31,35,140 | 30,80,353 |
| B. Deferred Tax Liability | | | |
| On Account of Timing Difference due to Depreciation | | 22,63,99,999 | 23,57,84,221 |
| Net Deferred Tax Liability (B - A) | | 22,32,64,859 | 23,27,03,868 |
| NOTE 18 SHORT TERM BORROWINGS (AT AMORTIZED COST) | | | |
| I. SECURED | | | |
| A. FROM BANKS | | | |
| i) Cash Credit A/c | | 97,04,31,178 | 95,30,14,037 |
| <p>(Cash Credit accounts are secured by first charge on present & future book debts, whole of current assets namely stock of raw material, stock in process, semi finished & finished goods, stores and spares relating to plant & machinery (consumable Store & spares) bills receivable and book debts and all other moveable both present & future & further secured by third charge on fixed assets of the company and personally guaranteed by promoters.)</p> | | | |
| TOTAL | | 97,04,31,178 | 95,30,14,037 |

| NOTE | | Standalone as at 31 03 2019 | Standalone as at 31 03 2018 (Amt. in Rs.) |
|----------------|---|--------------------------------|---|
| NOTE 19 | TRADE PAYABLES | | |
| | Sundry Creditors | | |
| i) | Total outstanding dues of Micro and Small Scale Industrial Enterprises | 38,90,459 | - |
| ii) | Total outstanding dues of Creditors other than Micro and Small Scale Industrial Enterprises | 1,48,95,03,247 | 1,07,92,26,136 |
| | TOTAL | 1,49,33,93,706 | 1,07,92,26,136 |
| | <i>*dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of</i> | | |
| | <i>*Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2019 has been provided in Note 42</i> | | |
| NOTE 20 | OTHER FINANCIAL LIABILITIES | | |
| | Expenses Payable | 1,70,87,478 | 1,15,25,198 |
| | Creditor For Capital Goods | 2,55,95,634 | 2,88,13,226 |
| | Current Maturities of Long Term Debts. | 25,35,06,772 | 23,33,52,909 |
| | Interest accrued but not due on borrowings | 17,93,821 | 39,78,866 |
| | Security deposits | 83,26,000 | 86,20,000 |
| | Unpaid dividend | 29,09,538 | 53,52,364 |
| | TOTAL | 30,92,19,243 | 29,16,42,563 |
| NOTE 21 | CURRENT TAX LIABILITY | | |
| | Income Tax Provision | 2,52,63,291 | 93,41,120 |
| | Less Tax Paid during the year | 1,27,213 | 1,40,392 |
| | TOTAL | 2,51,36,078 | 92,00,728 |
| NOTE 22 | OTHER CURRENT LIABILITIES | | |
| | Statutory Expenses | 6,44,26,159 | 12,11,85,198 |
| | Advance received from customers | 1,96,21,092 | 5,19,36,381 |
| | TOTAL | 8,40,47,251 | 17,31,21,579 |
| NOTE 23 | DETAIL OF REVENUE FROM OPERATIONS | | |
| | Revenue from sale of products | 3,72,14,00,339 | 3,40,06,22,261 |
| | Gross Sales | 3,72,14,00,339 | 3,40,06,22,261 |
| NOTE 24 | OTHER INCOME | | |
| | Interest Income | 7,22,325 | 2,60,649 |
| | Other non-operative Income | | |
| | Farm Income | 23,51,037 | 75,11,069 |
| | Misc Income | 7,21,831 | 7,40,702 |
| | Hire Charges | - | 17,57,200 |
| | Excise Duty on Closing Stock | - | 3,74,55,795 |
| | Subsidy From Haryana Govt for 2017-18 | 8,34,18,816 | - |
| | Sundry Balance W/off | - | 3,12,918 |
| | Profit on Sale of Vehicle | - | 1,62,082 |
| | Total | 8,72,14,009 | 4,82,00,415 |
| NOTE 25 | COST OF RAW MATERIAL CONSUMED | | |
| | Opening Stock of Raw Materials | 69,99,899 | 91,55,211 |
| | Add Purchases during the year | 2,49,30,48,432 | 2,40,26,13,380 |
| | Less Closing Stock | 27,29,808 | 69,99,899 |
| | | 2,49,73,18,524 | 2,40,47,68,691 |
| NOTE 26 | CHANGES IN FINISHED GOODS, WIP, STOCK IN TRADE | | |
| | Opening Stock | 46,06,70,094 | 47,91,91,030 |
| | Work In Progress | 80,78,19,564 | 62,99,21,601 |
| | Finished Goods | | |
| | TOTAL 'A' | 1,26,84,89,658 | 1,10,91,12,630 |
| | Closing Stock | 34,61,97,480 | 46,06,70,094 |
| | Work In Progress | 87,73,94,730 | 80,78,19,564 |
| | TOTAL 'B' | 1,22,35,92,209 | 1,26,84,89,658 |
| | TOTAL (A - B) | 4,48,97,449 | (15,93,77,027) |

| NOTE | | Standalone as at 31.03.2019 | Standalone as at 31.03.2018 (Amt. in Rs.) |
|----------------|--|--------------------------------|---|
| NOTE 27 | EMPLOYEE BENEFIT EXPENSES | | |
| | Salaries | 11,33,03,472 | 10,09,67,304 |
| | Contribution to Provident Fund & Other Funds | 6,20,082 | 5,67,713 |
| | Retrenchment & Compensation | 8,43,406 | - |
| | Staff Welfare | 29,80,561 | 33,49,240 |
| | TOTAL | 11,77,47,521 | 10,48,84,257 |
| NOTE 28 | FINANCE COST | | |
| | Interest Expense | | |
| | Interest | 16,14,55,643 | 15,84,03,124 |
| | Other Borrowing Cost | | |
| | Bank Charges | 44,84,103 | 40,22,089 |
| | TOTAL | 16,59,39,746 | 16,24,25,213 |
| NOTE 29 | Depreciation and amortization expense | | |
| | Depreciation of Property, Plant & Equipment | 12,55,36,244 | 12,72,65,956 |
| | TOTAL | 12,55,36,244 | 12,72,65,956 |
| NOTE 30 | OTHER EXPENSES | | |
| | Manufacturing Expenses | | |
| | Chemicals, Oil & Lubricants | 5,15,44,231 | 4,85,17,654 |
| | Power & Fuel | 16,66,68,014 | 12,89,70,463 |
| | Packing Material | 25,17,94,861 | 27,72,72,146 |
| | Electricals Repair | 67,75,525 | 1,16,79,018 |
| | Excise Duty | - | 93,294 |
| | Plant & Machinery Repair | 9,98,44,168 | 9,20,10,321 |
| | Loading & Unloading | 68,17,492 | 73,50,521 |
| | Cane Development Expenses | 22,57,052 | 15,03,662 |
| | Electricity & Water Charges | 1,17,02,800 | 1,08,01,094 |
| | Environmental & ETP Exp | 25,88,908 | 32,03,761 |
| | Total A | 59,99,93,049 | 58,14,01,934 |
| | Selling Expenses | | |
| | Commission | 65,73,536 | 54,48,490 |
| | Rebate & Discount | 52,80,454 | - |
| | Loading Unloading | 13,44,804 | 11,70,883 |
| | Transport & Handling | 85,51,830 | 1,74,77,790 |
| | Advertisement | 1,08,90,339 | 1,92,443 |
| | Total B | 3,26,40,964 | 2,42,89,606 |
| | Administrative & Other Expenses | | |
| | Rent | 1,96,52,733 | 1,91,93,745 |
| | Lease Rent/Hire Charges | 17,75,879 | 22,43,145 |
| | Insurance | 34,96,457 | 77,06,716 |
| | Rate, Fee & taxes | 5,95,20,088 | 4,39,93,140 |
| | Professional Charges | 52,28,383 | 51,66,579 |
| | Running & Maintenance of Vehicle | 64,08,559 | 65,82,475 |
| | Postage & Telephone expenses | 12,26,045 | 12,19,076 |
| | Payments to Auditor | | |
| | Audit Fee | 1,00,000 | 1,00,000 |
| | Tax Audit Fees | 25,000 | 25,000 |
| | Directors Remuneration | 1,12,20,000 | 1,12,20,000 |
| | Corporate Social Responsibility Expenditure | 16,92,694 | 35,31,658 |
| | Donation | 28,600 | 1,32,100 |
| | Farm Expenses | 17,44,198 | 64,37,303 |
| | Printing, Stationery & publishing | 8,91,597 | 7,63,907 |
| | Travelling & Conveyance | | |
| | Director | 2,65,000 | 3,05,450 |
| | Others | 32,72,856 | 47,85,312 |
| | Repair & Maintenance | | |
| | Building | 3,62,412 | 32,88,887 |
| | Others | 1,38,30,670 | 76,82,049 |
| | Sales Promotion | 17,43,779 | 25,68,598 |
| | Sundry Balance w/off | 1,51,71,111 | - |
| | Total C | 14,76,56,061 | 12,69,45,139 |
| | Grand Total (A+B+C) | 78,02,90,073 | 73,26,36,679 |

| NOTE | 31 | CONTINGENT LIABILITIES | Standalone as at 31 03 2019 | Standalone as at 31 03 2018 (Amt. in Lacs.) |
|-------------|-----------|--|--------------------------------|---|
| | a) | In respect of unassessed cases of Income Tax, Sales Tax, Excise Duty & Service Tax | Unascertained | Unascertained |
| | b) | Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | Unascertained | Unascertained |
| NOTE | 32 | REMUNERATION PAID TO DIRECTORS | (Rs. In Lacs) | (Rs. In Lacs) |
| | | REMUNERATION - MANAGING DIRECTOR | 112 | 112 |
| | | <i>Remuneration to Directors is paid in accordance with Part II of Schedule V of Companies Act, 2013.</i> | | |
| NOTE | 33 | PAYABLES & RECEIVABLES | | |
| | | Balance of certain sundry debtors, loans & advances (including capital advances), creditors and other liabilities are in process of confirmation/reconciliation. The management is of the opinion that adjustment, if any, arising out of such reconciliation would not be material. | | |
| NOTE | 34 | ADVANCES RECOVERABLE | | |
| | | In the opinion of the Board, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business. The provision for known liabilities is adequate and not in excess of amount reasonably necessary. | | |
| NOTE | 35 | DISCLOSURE AS PER IND AS-36 IMPAIRMENT OF ASSETS | | |
| | | In terms of Ind AS 36 on impairment of assets, there was no impairment indicators exist as of reporting date as per the internal management estimates done and hence no impairment charge is recognised during the year under review. | | |
| NOTE | 36 | DISCLOSURE AS PER IND AS-33 EARNING PER SHARE | | |
| | | Profit During the Year (In Rs.) | 5,52,07,287 | 4,58,36,438 |
| | | Weighted average number of equity shares | 9,43,39,280 | 9,43,39,280 |
| | | Face Value (In Rs.) | 10 | 10 |
| | | Basic/Diluted Earning Per Shares (In Rs) | 0.59 | 0.49 |
| NOTE | 37 | INCOME TAX EXPENSE | | |
| | A | Income Tax Expense | | |
| | | Current Tax | | |
| | | Current Tax on Profits for the Year | 252.63 | 93.41 |
| | | Adjustments for current tax of prior year | (20.91) | 51.11 |
| | | Total Current Tax Expense | 231.73 | 144.53 |
| | | Deffered Tax | | |
| | | Deferred Tax Charge/(Income) | (94.39) | (417.03) |
| | | Total Tax Expense | 137.34 | (272.51) |
| | B | Reconciliation of tax expense and the accounting profit | | |
| | | Profit Before Tax | 689.41 | 185.86 |
| | | Income Tax (Calculated at 33.38% for FY 2018-19 and at 33.06% for FY 2017-18) | 230.15 | 62.50 |
| | | Tax Effect of : | | |
| | | - Income Exempt from Tax | (7.85) | 25.26 |
| | | - Brought Forward Tax Losses | | - |
| | | - Expense not allowed as per Income Tax Act | 11.57 | (33.97) |
| | | - Others | (96.53) | (326.3) |
| | | Income Tax Expense | 137.34 | (272.51) |

| NOTE | 38 | DISCLOSURE AS PER INDAS-108 SEGMENT REPORTING | | (Amt. in Lacs) | |
|------|----|---|-------------------|------------------|------------------------------------|
| | | PARTICULARS | SUGAR | DISTILLERY | TOTAL |
| | | Revenue | 20,538.25 | 16,675.75 | 37,214.00 |
| | | Less: Inter Segment Revenue | - | - | - |
| | | Total Revenue | 20,538.25 | 16,675.75 | 37,214.00 |
| | | Profit/(loss) (before unallocated expenditure, finance cost and tax) | (2,324.90) | 4,807.02 | 2,482.12 |
| | | Less: | | | |
| | | i) Finance Costs | | | 1,659.40 |
| | | ii) Other unallocable expenditure net off unallocated income | | | 133.32 |
| | | iii) Exceptional Item | | | |
| | | Profit Before Tax | | | 689.40 |
| | | Tax expense: | | | |
| | | (1) Current tax | | | 252.63 |
| | | (2) Deferred tax | | | (94.39) |
| | | Income tax of Previous Year | | | (20.91) |
| | | Profit after tax | | | 552.06 |
| | | Other information | | | |
| | | Segment Assets | 26,179.14 | 21,103.11 | 47,282.25 |
| | | Segment Liabilities | 23,889.85 | 5,535.05 | 29,424.89 |
| | | Capital Employed | 2,289.30 | 15,568.06 | 17,857.36 |
| | | Depreciation debited to the Statement of Profit & Loss | 150.93 | 1,104.43 | 1,255.36 |
| | | Notes: | | | |
| | | a) The Company has identified Business Segments as primary Segments. The reportable business Segments are "Sugar" and "Distillery". | | | |
| | | b) The type of products in each business segments are as under: Sugar : Sugar, Molasses, Power and Bagasse Distillery: Liquor, Malt, Carbondioxide Gas and Ethanol | | | |
| | | d) The Company is also converting resin in to pet bottle, which is exclusively used for Liquor which is taken in Distillery Segment and hence no separate segment is reported for the same. | | | |
| | | e) In addition to the significant accounting policies applicable to the operating segments as set out in note 44, the accounting policies in relation to segment accounting are as under: | | | |
| | | (i) Segment revenue and expenses: Joint revenue and joint expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments. | | | |
| | | (ii) Segment assets and liabilities: Segment assets include all operating assets used by a segment and consist principally of operating cash, trade receivables, inventories and property, plant and equipments, net of allowances and provisions, which are reported as direct offsets in the balance sheet. Segment liabilities include all operating liabilities and consist principally of trade payables. Segment assets and liabilities do not include deferred income taxes. While most of the assets/ liabilities can be directly attributed to individual segment, the carrying amount of certain assets/ liabilities pertaining to two or more segments are allocated to the segments on a reasonable basis. | | | |
| | | NOTE 39 DISCLOSURE AS PER IND AS-24 RELATED PARTY | 31.03.2019 | | Standalone as at 31.03.2018 |
| | | (A) List of Related Parties and Relationships: | | | |
| | | a. Key Management Personnel – Director Sh. Harvinder Singh Chopra | | | |
| | | b. Subsidiaries : Clearvision Media Private Limited | | | |
| | | c. Associates: Piccadilly Sugar and Allied Industries Limited Astin Excavation & Mining Pvt.Ltd. | | | |
| | | d. Others: Piccadilly Hotels Private Limited Soon-n-Sure Holdings Ltd. | | | |

| (B) Related Party Transactions: | Standalone as at 31.03.2019 | Standalone as at 31.03.2018 |
|---|--------------------------------|--------------------------------|
| | | (Rs. In Lacs) |
| i. Sale of Goods/Services: | | |
| Piccadily Sugar and Allied Industries Limited | 525.45 | 106.33 |
| Piccadily Hotels Private Limited | 246.19 | 368.53 |
| ii. Purchase of Goods/Services: | | |
| Piccadily Sugar and Allied Industries Limited | 6.18 | 8.70 |
| Astin Excavation & Mining Pvt.Ltd. | 0.06 | 0.18 |
| iii. Purchase of Capital Assets: | | |
| Piccadily Sugar and Allied Industries Limited | 116.16 | 363.19 |
| iv. Lease Rental Expense | | |
| Piccadily Sugar and Allied Industries Limited | - | 8.21 |
| v. Office Rent Expense | | |
| Soon-n-Sure Holdings Ltd. | 102.01 | 105.84 |
| vi. Settlement of Liabilities on behalf of Related Party | | |
| Piccadily Sugar and Allied Industries Limited | 49.03 | - |
| (C) Balances outstanding with Related Parties | As on 31.03.2019 | As on 31.03.2018 |
| Clear Vision Media Private Limited | 9.50 | 9.50 |
| Piccadily Sugar & Allied Industries Limited | 2,283.44 | 1,413.60 |
| Astin Excavation & Mining Pvt. Ltd. | 904.35 | 1,133.35 |
| Piccadily Hotels Pvt. Ltd. | 837.30 | 648.29 |
| Soon-n-Sure Holdings Ltd. | 27.54 | 5.58 |
| <i>* Remuneration of Directors has been disclosed in the Note No. 32</i> | | |
| NOTE 40 DISCLOSURE AS PER IND AS-41 AGRICULTURE | | |
| PARTICULARS | 18,71,220 | 7,55,000 |
| Opening balance | - | 18,71,220 |
| Additions due to Recognition | - | - |
| Changes in fair value less Cost to Sell | 13,67,971 | 7,55,000 |
| Decrease due to harvested | 5,03,249 | 18,71,220 |
| Closing Balance | | |
| NOTE 41 FOREIGN EXCHANGE TRANSACTION | | |
| (a) Value of imports calculated on CIF basis by the company during the financial year in respect of : | (in lacs) | (in lacs) |
| 1. Raw Materials | NIL | NIL |
| 2. Components and Spare Parts | 491 | 362 |
| 3. Capital Goods | NIL | 0.65 |
| (b) Expenditure in Foreign Travelling | NIL | NIL |
| (c) Earning in Foreign Currency | | |
| NOTE 42 MICRO SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 | | |
| Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2019 | | |
| (a) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act: | | (Rs. In Lacs) |
| Principal | 38.90 | - |
| Interest | | |
| (b) Principal amount paid (includes unpaid) | | - |
| (c) Interest due and payable for the year | | |
| (d) The amount of interest accrued and remaining unpaid at the end of accounting year. | - | - |
| (e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006. | - | - |
| NOTE 43 REGROUPING OF FIGURES | | |
| The previous year figures have been recast/ regrouped whenever considered necessary to facilitate comparison with revised Schedule III Division (II). | | |
| AUDITORS REPORT | | |
| As per our separate report of even date. FOR AGGARWAL SAHIL & ASSOCIATES | | |
| CHARTERED ACCOUNTANTS For and on behalf of the board | | |
| FRN : 026978N | | |
| Sd/- SAHIL AGGARWAL | | |
| (Partner) | Sd/- Akhil Dada | Sd/- Harvinder Singh Chopra |
| M. No. : 523581 | (Chairman) | (Managing Director) |
| DATE: 29.05.2019 | DIN : 02321706 | DIN. : 00129891 |
| PLACE : NEW DELHI | | |
| | Sd/- Des Raj Pahwa | Sd/- Anchal Madaan |
| | (Chief Financial Officer) | (Company Secretary) |
| | | M.No. : A53295 |

Note 44 - Significant accounting policies

A. BASIS OF PRESENTATION:

The accompanying financial statements have been presented for the year ended 31st March, 2019 along with comparative information for the year ended 31st March, 2018. These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) on going concern basis under the historical cost convention on the accrual basis of accounting and the relevant provisions prescribed in the Companies Act 2013, besides the pronouncements/guidelines of the Institute of Chartered Accountants of India and of the Securities and Exchange Board of India. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The accounting policies have been consistently applied by the Company except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B. USE OF ESTIMATES:

In preparing the Company's financial statements in conformity with Ind AS, the Company's management is required to make estimates, judgements and assumptions that affect the application of accounting policies, the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period, the actual results could differ from those estimates.

Difference between actual results and estimates are recognised in the period in which the results are known or materialise and if material, their effects are disclosed in the notes to the financial statements.

C. PROPERTY, PLANT AND EQUIPMENT:

Property, plant and equipment (Tangible and Intangible) are stated at cost less accumulated depreciation. Cost comprises the purchase price and any cost attributable to bringing the asset to the location and condition necessary for its intended use. Expenditure incurred during construction period has been added to the cost of the assets. These expenses have been allocated to the sugar and distillery units on a reasonable basis.

D. DEPRECIATION:

Depreciation is provided in the manner prescribed in Schedule II of the Companies Act, 2013. The Carrying Value of Fixed assets are depreciated over the revised remaining useful lives.

E. INVESTMENTS:

Non-Current Investments in Equity Instruments of Subsidiary and Associates are measured at cost.

F. INVENTORIES:

Inventories are valued as follows:

Raw materials, stores and spares, Material in transit and packing materials

Valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on FIFO Basis.

Finished goods

Valued at lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity.

Work-in-process

Valued at lower of cost up to estimated stage of process and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

By-products

By-products are valued at Net realisable value.

G. REVENUE RECOGNITION:

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

However, sales tax/ value added tax (VAT)/Goods and Services Tax(GST) is not received by the company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Income against claims of the company, viz., export incentives, insurance claims, etc., is recognised on accrual/right to receive basis.

H. EMPLOYEE BENEFITS:

Short-term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

The eligible employees of the Company are entitled to receive benefits under the Provident Fund and employee state insurance corporation, a defined contribution plan in which both the employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The Company recognises such contributions as expense of the year in which the liability is incurred.

The Company has an obligation towards Gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes provision for gratuity on the basis of valuation by a Qualified actuary.

I. INCOME TAX:

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Deferred income tax reflects the impact of current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier periods. 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 virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternate tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date.

J. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if

- The Company has a present obligation as a result of a past event
- A probable outflow of resources is expected to settle the obligation and
- The amount of the obligation can be easily estimated.

Contingent Liability is disclosed in the case of

- A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation.
 - A possible obligation, unless the probability of outflow of resources is remote.
- Depending on facts of each case and after due evaluation of relevant legal aspects, claims against the Company not acknowledged as debts are disclosed as contingent liabilities. In respect of statutory matters, contingent liabilities are disclosed only for those demand(s) that are contested by the Company. Contingent Assets are neither recognised nor disclosed.

K. 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. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

L. IMPAIRMENT OF ASSETS:

As at each balance sheet date, the carrying amount of assets is tested for impairment so as to determine,

- a. The provision for impairment loss, if any, required or
- b. The reversal, if any, required of impairment loss recognised in previous periods.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

M. CLASSIFICATION OF ASSETS AND LIABILITIES AS CURRENT AND NON-CURRENT:

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current, non-current classification of assets and liabilities

N. Financial Instruments**Initial Measurement:**

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of financial asset or financial liabilities, as appropriate, on initial recognition.

Subsequent Measurement:**Financial Assets carried at amortised cost :**

A financial asset is subsequently measured at amortised cost if it is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets carried at fair value through other comprehensive income (FVTOCI):

A financial asset is subsequently measured at Fair Value through other comprehensive income if it is held for both collecting contractual cash flows & selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest. on the principal amount outstanding.

Investment in subsidiaries and Joint Venture:

Investment in subsidiaries is carried at cost less impairment, if any, in the separate financial statements.

Financial assets carried at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently measured at fair value through profit or loss.

Financial liabilities :

Financial liabilities are subsequently measured at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition of financial instruments :

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires .

AUDITORS REPORT

As per our separate report of even date.
FOR AGGARWAL SAHIL & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN : 026978N

Sd/- Sahil Aggarwal

(Partner)

M. No. : 523581

DATE: 29.05.2019

PLACE : NEW DELHI

For and on behalf of the board

Sd/-

Akhil Dada

(Chairman)

DIN : 02321706

Sd/-

Harvinder Singh Chopra

(Managing Director)

DIN : 00129891

Sd/-

Des Raj Pahwa

(Chief Financial Officer)

Sd/-

Anchal Madaan

(Company Secretary)

M.No. : A53295

INDEPENDENT AUDITOR'S REPORT

To the Members of Piccadilly Agro Industries Ltd

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated financial statements of M/s Piccadilly Agro Industries Limited (hereinafter referred to as "the Company"), its subsidiaries and associates (the Company, its subsidiaries and its associates together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit & Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Financial Statements give the information required by the 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 consolidated state of affairs of the Group and its associates as at 31st March, 2019, and their consolidated profit, consolidated total comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report :

| S.No. | Key Audit Matter | Auditor's Response |
|-------|---|--|
| 1. | <p><i>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)</i></p> <p>The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involve collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> | <p><u>Principal Audit Procedures</u></p> <p>We assessed the Group's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> ● Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. ● Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls. ● Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. ● Selected a sample of continuing and new contracts and performed the following procedures: <ul style="list-style-type: none"> a) Read, analyzed and identified the distinct performance obligations in these contracts. b) Compared these performance obligations with that identified and recorded by the Group. c) Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. d) Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. e) Tested the provision calculations related to management incentives, discounts and rebates by agreeing a sample of amounts recognized to underlying arrangements with customers and other supporting documents. |

| | | |
|----|--|---|
| | | <p>f) Obtained Confirmations from customers on sample basis to support existence assertion of trade receivables and assessed the relevant disclosures made in the financial statements; to ensure revenue from contracts with customers are in accordance with the requirements of relevant accounting standards.</p> |
| 2. | <p><i>Evaluation of uncertain tax positions</i> The Group has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> | <p><i>Principal Audit Procedures</i> Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2018 to evaluate whether any change was required to management's position on these uncertainties.</p> |

Emphasis of Matters

Without qualifying our opinion, we draw attention to the following matters in the Notes to the financial Statements:

- a) The Group is in process of collecting information with respect to Micro, Small and Medium Enterprises and accordingly the disclosures requirements under the MSMED Act, 2006 are provided to the extent of information received by the management. (Refer Note No. 44 of the Financial Statements)

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

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

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

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, Consolidated Financial Performance, Consolidated Total Comprehensive income, Consolidated Changes in Equity and Consolidated Cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are

appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company, its subsidiaries and its associates have adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements.

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

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

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

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

Other Matters

The financial statements/financial information of Clear Vision Media Private Limited (100% Subsidiary of the Company) and Astin Excavation & Mining Private Ltd (Associate of the Company) have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid Consolidated Financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors of the Company, its subsidiaries and its associates, none of the directors of the Group Companies is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company, its subsidiary and associate companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Consolidated financial statements.;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts and equity shares, required to be transferred, to the Investor Education and Protection Fund by the Company.

For AGGARWAL SAHIL & ASSOCIATES
Chartered Accountants
(Regd No.:026978N)

Date : May 29, 2019

Place : New Delhi

Sd/- Sahil Aggarwal
Partner
(Membership No.: 523581)

Annexure "A" to the Audit Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Piccadily Agro Industries Limited of even date).

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of PICCADILY AGRO INDUSTRIES LIMITED (hereinafter referred to as "Company"), its subsidiary companies and its associate companies, which are companies incorporated in India, as of that date.

Management's Responsibility for the Internal Financial Controls

The Board of Directors of the Company, its subsidiaries and its associate companies, which are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI"). 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 respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company, its subsidiaries and its associates, 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 as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company, its subsidiaries and its associate companies have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the respective companies 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 AGGARWAL SAHIL & ASSOCIATES

Chartered Accountants

(Regd No.:026978N)

Sd/-Sahil Aggarwal

Partner

(Membership No.: 523581)

Date : May 29, 2019

Place : New Delhi

CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH 2019

| S No. | Particulars | Note | Consolidated as at 31 03 2019 (Amt. In Rs.) | Consolidated as at 31.03.2018 (Amt. In Rs.) |
|--------------------------------------|--------------------------------|------|--|--|
| A) ASSETS | | | | |
| 1 | Non-Current assets | | | |
| (a) | Property Plant & Equipment | 1 | 1,48,31,97,248 | 1,48,53,15,783 |
| (b) | Capital Work in Progress | 1A | 45,80,38,580 | 50,32,80,164 |
| (c) | Goodwill | 2 | - | 3,22,71,576 |
| (d) | Other Intangible Assets | 3 | 14,29,967 | 14,29,967 |
| (f) | Biological assets | 4 | 5,03,249 | 18,71,220 |
| (g) | Financial assets | | | |
| (i) | Investments | 5 | 64,86,94,105 | 64,45,26,110 |
| (ii) | Other financial assets | 6 | 94,28,191 | 90,28,191 |
| (h) | Deferred Tax assets(net) | | - | - |
| (i) | Other non current assets | 7 | 6,19,46,844 | 11,98,57,949 |
| Total non-current assets | | | 2,66,32,38,184 | 2,79,75,80,960 |
| 2 | Current assets | | | |
| (a) | Inventories | 8 | 1,26,49,81,920 | 1,32,13,37,529 |
| (b) | Financial assets | | | |
| (i) | Trade receivables | 9 | 42,15,04,451 | 22,01,65,309 |
| (ii) | Cash & Cash Equivalents | 10 | 16,56,73,013 | 2,19,17,064 |
| (iii) | Other Bank Balances | 11 | 1,54,52,772 | 51,52,968 |
| (iv) | Loans | 12 | 50,000 | - |
| (v) | Other financial assets | 13 | 4,80,22,530 | 2,67,61,001 |
| (c) | Current Tax assets(net) | | | |
| (d) | Other current assets | 14 | 11,85,67,589 | 18,75,14,943 |
| Total current assets | | | 2,03,42,52,275 | 1,78,28,48,814 |
| Total assets | | | 4,69,74,90,460 | 4,58,04,29,775 |
| B) EQUITY AND LIABILITIES | | | | |
| 1 | Equity | | | |
| (a) | Equity Share Capital | 15 | 94,66,11,800 | 94,66,11,800 |
| (b) | Other Equity | 16 | 55,48,68,044 | 63,73,63,717 |
| Total equity | | | 1,50,14,79,844 | 1,58,39,75,517 |
| 2 | Non current Liabilities | | | |
| (a) | Financial liabilities | | | |
| (i) | Borrowings | 17 | 8,62,31,173 | 25,39,88,019 |
| (b) | Provisions | 18 | 38,87,291 | 33,11,257 |
| (c) | Deferred tax liabilities (Net) | 19 | 22,32,64,859 | 23,27,03,868 |
| (d) | Other non current liabilities | | - | - |
| Total non-current liabilities | | | 31,33,83,323 | 49,00,03,144 |
| 3 | Current Liabilities | | | |
| (a) | Financial liabilities | | | |
| (i) | Borrowings | 20 | 97,05,64,178 | 95,30,14,037 |
| (ii) | Trade Payables | 21 | 1,49,33,93,706 | 1,07,92,26,136 |
| (iii) | Other financial liabilities | 22 | 30,93,65,118 | 29,17,83,438 |
| (b) | Provisions | | | |
| (c) | Current Tax Liabilities | 23 | 2,51,36,078 | 92,00,728 |
| (d) | Other current Liabilities | 24 | 8,41,68,213 | 17,32,26,775 |
| Total current liabilities | | | 2,88,26,27,293 | 2,50,64,51,114 |
| TOTAL EQUITY AND LIABILITIES | | | 4,69,74,90,460 | 4,58,04,29,775 |

Notes on Financial Statements & Significant Accounting Policies '1-46'**AUDITORS REPORT**

As per our separate report of even date.
FOR AGGARWAL SAHIL & ASSOCIATES

CHARTERED ACCOUNTANTS

For and on behalf of the board

FRN : 026978N

Sd/- SAHIL AGGARWAL
(Partner)

Sd/-
Akhil Dada
(Chairman)

Sd/-
Harvinder Singh Chopra
(Managing Director)

Sd/-
Des Raj Pahwa
(Chief Financial Officer)

Sd/-
Anchal Madaan
(Company Secretary)
M.No. : A53295

M. No. : 523581

DATE: 29.05.2019

PLACE : NEW DELHI

DIN : 02321706 DIN. : 00129891

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019 *(Amt. in Rs.)*

| S No. | Particulars | Note | Consolidated as at 31.03.2019 | Consolidated as at 31.03.2018 |
|-------|---|------|-------------------------------|-------------------------------|
| I. | Revenue from operations | 25 | 3,72,14,00,339 | 3,40,06,22,261 |
| II. | Other Income | 26 | 8,72,14,009 | 4,82,00,415 |
| III. | Total Income | | 3,80,86,14,348 | 3,44,88,22,675 |
| IV. | Expenses: | | | |
| | Cost of materials consumed | 27 | 2,49,73,18,524 | 2,40,47,68,691 |
| | Change in F.G. WIP, and Stock-in-Trade | 28 | 4,48,97,449 | (15,93,77,027) |
| | Excise duty on sale of goods | | 79,43,992 | 5,76,33,021 |
| | Employee Benefit Expenses | 29 | 11,77,47,521 | 10,48,84,257 |
| | Finance costs | 30 | 16,59,42,268 | 16,24,26,862 |
| | Depreciation and amortization expense | 31 | 12,55,36,244 | 12,72,65,956 |
| | Other expenses | 32 | 78,19,26,403 | 73,27,66,495 |
| | Total expenses | | 3,74,13,12,400 | 3,43,03,68,255 |
| V. | Profit before exceptional items and tax | | 6,73,01,948 | 1,84,54,420 |
| VI. | Exceptional items | | - | - |
| VII. | Profit before tax | | 6,73,01,948 | 1,84,54,420 |
| VIII. | Tax expense: | | | |
| | (1) Current tax | | 2,52,63,291 | 93,41,120 |
| | (2) Deferred tax | | (94,39,009) | (4,17,03,102) |
| IX. | Income tax of Previous Year | | (20,90,769) | 50,81,663 |
| X. | Wealth Tax of Previous Year | | - | 29,765 |
| XI. | Profit after tax | | 5,35,68,435 | 4,57,04,974 |
| | Share of Profit/(Loss) in Associates | | (3,22,78,131) | - |
| | Other comprehensive income | | - | - |
| | (i) Items that will not be re-classified to profit or loss: | | - | - |
| | -Remeasurements of defined benefit obligation (net) | | - | - |
| | -Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| | (ii) Items that may be re-classified to profit or loss: | | - | - |
| | -Income tax relating to items that may be reclassified to profit or loss | | - | - |
| | Total other comprehensive income (net of tax) | | - | - |
| | Total comprehensive income | | 2,12,90,303 | 4,57,04,974 |
| | Earnings per equity share-basic /diluted: | | | |
| | -Before exceptional item | | 0.23 | 0.48 |
| | -After exceptional item | | 0.23 | 0.48 |
| | Nominal Value of each share | | 10 | 10 |

AUDITORS REPORT**As per our separate report of even date.****AUDITORS REPORT**As per our separate report of even date.
FOR AGGARWAL SAHIL & ASSOCIATES

CHARTERED ACCOUNTANTS

For and on behalf of the board

FRN : 026978N

Sd/- SAHIL AGGARWAL

(Partner)

M. No. : 523581

DATE: 29.05.2019

PLACE : NEW DELHI

Sd/-

Akhil Dada

(Chairman)

DIN : 02321706

Sd/-

Harvinder Singh Chopra

(Managing Director)

DIN. : 00129891

Sd/-

Des Raj Pahwa

(Chief Financial Officer)

Sd/-

Anchal Madaan

(Company Secretary)

M.No. : A53295

| Consolidated Statement of Changes in Equity | Attributable to Equity Share Holders | | | | | | Total equity attributable to the equity holders of the company |
|---|--------------------------------------|----------------------|--------------------|---------------------|---------------------|---------------------|--|
| | Equity Share Capital | Reserves and Surplus | | | Total Other Equity | Total equity | |
| | | Capital Reserve | Securities Premium | Capital Incentive | | | |
| As at 1st April 2017 | 94,66,11,800 | 19,48,91,714 | 97,21,800 | 10,79,60,526 | 27,90,84,703 | 59,16,58,743 | 1,53,82,70,543 |
| Profit for the period | - | - | - | - | 4,57,04,973 | 4,57,04,973 | 4,57,04,973 |
| Other Comprehensive Income | - | - | - | - | - | - | - |
| Capital Incentive Received During the Year | - | - | - | - | - | - | - |
| Transfer to/(From) Retained Earnings | - | - | - | - | - | - | - |
| Bonus Shares issued during the year | - | - | - | - | - | - | - |
| As At 31st March 2018 | 94,66,11,800 | 19,48,91,714 | 97,21,800 | 10,79,60,526 | 32,47,89,677 | 63,73,63,717 | 1,58,39,75,517 |
| Profit for the period | - | - | - | - | 2,12,90,303 | 2,12,90,303 | 2,12,90,303 |
| Reversals from Capital Incentive | - | 41,74,550 | - | (10,79,60,526) | - | (10,79,60,526) | - |
| Recognitions on Consolidation | - | - | - | - | - | 41,74,550 | 41,74,550 |
| At 31st March 2019 | 94,66,11,800 | 19,90,66,264 | 97,21,800 | - | 34,60,79,980 | 55,48,68,044 | 1,50,14,79,844 |

AUDITORS REPORT

As per our separate report of even date.
FOR AGGARWAL SAHIL & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN : 026978N

Sd/- SAHIL AGGARWAL

(Partner)

M. No. : 523581

DATE: 29.05.2019

PLACE : NEW DELHI

For and on behalf of the Board

Sd/-

Akhil Dada
(Chairman)

DIN : 02321706 DIN. : 00129891

Sd/-

Harvinder Singh Chopra
(Managing Director)

(Chief Financial Officer)

Sd/-

Anchal Madaan
(Company Secretary)

M.No. : A53295

Consolidated Cash Flow Statement for the year Ended 31.03.2019

| Particulars | Year Ended 31.03.2019 (Amt. in Rs.) | Year Ended 31.03.2018 (Amt. in Rs.) |
|---|--|--|
| CASH FLOW FROM OPERATING ACTIVITIES: | | |
| PROFIT AFTER TAX | 2,12,90,303 | 4,57,04,973 |
| ADJUSTMENTS TO RECONCILE PROFIT BEFORE TAX TO NET CASH PROVIDED BY OPERATING ACTIVITIES: | | |
| INCOME TAX CHARGED IN PROFIT AND LOSS A/C | 1,37,33,513 | (2,72,50,554) |
| DEPRECIATION AND AMORTIZATION | 12,55,36,244 | 12,72,65,956 |
| FINANCE COSTS | 16,59,42,268 | 16,24,26,862 |
| LOSS/(PROFIT) ON SALE OF FIXED ASSETS | - | (1,62,082) |
| INTEREST INCOME RECEIVED | (7,22,325) | (2,60,649) |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 32,57,80,004 | 30,77,24,507 |
| CHANGES IN OPERATING ASSETS AND LIABILITIES: | | |
| TRADE RECEIVABLES | (20,13,39,141) | (8,42,01,533) |
| OTHER RECEIVABLES | 3,93,79,046 | (11,29,69,392) |
| INVENTORY AND BIOLOGICAL ASSETS | 5,77,23,580 | (17,18,14,203) |
| PROVISIONS | 5,76,034 | (1,65,945) |
| TRADE AND OTHER PAYABLES | 36,44,15,379 | 51,47,74,332 |
| CASH GENERATED FROM OPERATIONS | 58,65,34,902 | 45,33,47,766 |
| INCOME TAX Paid (NET) | 72,37,172 | 4,45,90,607 |
| NET CASH FLOW FROM OPERATING ACTIVITIES (A) | 57,92,97,730 | 40,87,57,159 |
| CASH FLOW FROM INVESTING ACTIVITIES: | | |
| NET PURCHASE OF FIXED ASSETS | (7,81,76,125) | (11,91,38,458) |
| CHANGE IN GOODWILL | 3,22,71,576 | (4,75,858) |
| CHANGE IN ADVANCE FOR CAPITAL GOODS | 5,79,11,104 | 1,92,08,437 |
| CHANGE IN INVESTMENTS | (41,67,995) | 4,75,858 |
| INTEREST INCOME RECEIVED | 7,22,325 | 2,60,649 |
| NET CASH FLOW FROM INVESTING ACTIVITIES (B) | 85,60,885 | (9,96,69,371) |
| CASH FLOW FROM FINANCING ACTIVITIES: | | |
| PROCEEDS FROM LONG-TERM BORROWINGS | (27,57,17,372) | (13,68,32,034) |
| FINANCE COST | (16,59,42,268) | (16,24,26,862) |
| NET CASH FLOW FROM FINANCING ACTIVITIES (C) | (44,16,59,640) | (29,92,58,896) |
| NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C) | 14,61,98,975 | 98,28,891 |
| OPENING CASH AND CASH EQUIVALENTS | 1,65,64,700 | 67,35,808 |
| CLOSING CASH AND CASH EQUIVALENTS | 16,27,63,675 | 1,65,64,700 |
| Reconciliation of cash and cash equivalents as per the Cash flow statement | (Amt. in Rs.) 2018-19 | (Amt. in Rs.) 2017-18 |
| Cash and cash equivalents as per above comprise of the following: | | |
| Cash and cash equivalents | 16,56,73,013 | 2,19,17,064 |
| Less : Earmarked balances | 29,09,338 | 53,52,364 |
| Balances as per statement of cash flows | 16,27,63,675 | 1,65,64,700 |

Notes:

- 1) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard-7 on Statement of Cash Flow
- 2) Additions of fixed assets include movement of Capital work-in-progress during the year.
- 3) Proceeds/(repayment) of Short-term borrowings have been shown on net basis.
- 4) Figure in brackets represents cash outflow from respective activities .

AUDITORS REPORT

As per our separate report of even date.
FOR AGGARWAL SAHIL & ASSOCIATES

CHARTERED ACCOUNTANTS

For and on behalf of the board

FRN : 026978N

Sd/- SAHIL AGGARWAL

(Partner)

M. No. : 523581

DATE: 29.05.2019

PLACE : NEW DELHI

Sd/-

Akhil Dada

(Chairman)

DIN : 02321706

Sd/-

Harvinder Singh Chopra

(Managing Director)

DIN. : 00129891

Sd/-

Des Raj Pahwa

(Chief Financial Officer)

Sd/-

Anchal Madaan

(Company Secretary)

M.No. : A53295

Note-1 Consolidated Property, Plant & Equipment as on 31.03.2019

(Amt. in Rs.)

| | Land | Land(Other Than Factory Building) | Building | Plant & Machinery | Building(Office Flat) | Furniture & Fixture | Office Equipment | Vehicle | Tractor | Computer | Total |
|--------------------------------------|--------------------|-----------------------------------|---------------------|-----------------------|-----------------------|---------------------|------------------|--------------------|------------------|------------------|-----------------------|
| Gross carrying Amount | | | | | | | | | | | |
| Deemed cost at April 1, 2017 | 2,61,05,761 | 12,88,35,000 | 18,10,14,013 | 2,14,81,91,487 | 4,67,90,267 | 69,20,586 | 58,79,631 | 7,15,49,292 | 13,67,997 | 42,28,714 | 2,62,08,82,748 |
| Additions | - | - | - | 8,49,32,272 | - | 2,46,127 | 3,69,816 | 20,79,868 | - | 4,89,680 | 8,81,17,754 |
| Disposals | - | - | - | - | - | - | - | 9,51,040 | - | - | 9,51,040 |
| Balance as at March 31, 2018 | 2,61,05,761 | 12,88,35,000 | 18,10,14,013 | 2,23,31,23,760 | 4,67,90,267 | 71,66,713 | 62,49,447 | 7,26,78,110 | 13,67,997 | 47,18,394 | 2,70,80,49,462 |
| Additions | - | - | - | 11,39,62,047 | - | 39,250 | 4,59,932 | 81,66,686 | - | 7,89,796 | 12,34,17,709 |
| Disposals | - | - | - | - | - | - | - | - | - | - | - |
| Balance as at March 2019 | 2,61,05,761 | 12,88,35,000 | 18,10,14,013 | 2,34,70,85,806 | 4,67,90,267 | 72,05,963 | 67,09,379 | 8,08,44,795 | 13,67,997 | 55,08,190 | 2,83,14,67,171 |
| Accumulated Depreciation | | | | | | | | | | | |
| As at April 1, 2017 | - | - | 8,62,76,913 | 95,55,34,854 | 18,43,428 | 50,56,581 | 45,96,864 | 3,83,37,427 | 10,76,032 | 35,88,749 | 1,09,62,80,845 |
| Depreciation charged for the year | - | - | 54,66,510 | 11,38,44,598 | 7,33,933 | 6,29,199 | 4,74,869 | 56,99,800 | 97,132 | 3,19,916 | 12,72,65,956 |
| Disposals | - | - | - | - | - | - | - | 8,13,122 | - | - | 8,13,122 |
| Balance as at March 31 2018 | - | - | 9,17,43,422 | 1,06,93,79,451 | 25,77,359 | 56,85,781 | 50,71,733 | 4,32,24,105 | 11,73,163 | 38,78,665 | 1,22,27,33,679 |
| Depreciation charged for the year | - | - | 54,66,509 | 11,23,22,091 | 7,33,932 | 3,47,602 | 3,49,660 | 57,85,003 | 66,240 | 4,65,206 | 12,55,36,244 |
| Disposals | - | - | - | - | - | - | - | - | - | - | - |
| Reclassified as Assets Held for Sale | - | - | - | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2019 | - | - | 9,72,09,932 | 1,18,17,01,543 | 33,11,291 | 60,33,383 | 54,21,393 | 4,90,09,106 | 12,39,403 | 43,43,871 | 1,34,82,69,923 |
| Net Carrying Amount | | | | | | | | | | | |
| As at March 31, 2019 | 2,61,05,761 | 12,88,35,000 | 8,38,04,081 | 1,16,53,84,264 | 4,34,78,976 | 11,72,580 | 12,87,986 | 3,18,35,687 | 1,28,594 | 11,64,318 | 1,46,31,97,248 |
| As at March 31, 2018 | 2,61,05,761 | 12,88,35,000 | 8,92,70,591 | 1,16,37,44,309 | 4,42,12,908 | 14,80,833 | 11,77,714 | 2,94,54,005 | 1,94,834 | 8,39,729 | 1,48,53,15,783 |
| Capital Work In Progress | | | | | | | | | | | |
| As at March 31, 2019 | - | - | - | - | - | - | - | - | - | - | 45,80,38,580 |
| As at March 31, 2018 | - | - | - | - | - | - | - | - | - | - | 50,32,80,164 |

Details of under capital work-in-progress as on 31.03.2019 is as under:

| | | | |
|---|--------------|---|--------------|
| Opening Balance of Capital Work in Progress as at 1st April 2017 | 47,19,59,461 | Closing Balance of Capital Work in Progress as at 31st March 2018 | 50,32,80,164 |
| (+) Additions | 9,29,77,329 | (+) Additions | 2,87,33,395 |
| (-) Transfers | 6,16,56,626 | (-) Transfers/Capitalised | 7,39,74,979 |
| (-) Disposals | - | (-) Disposals | - |
| Closing Balance of Capital Work in Progress as at 31st March 2019 | 45,80,38,580 | | |

NOTE 2 : RECONCILIATION OF GOODWILL AS ON 31.03.2019 (Amt. in Rs.)

| <u>Gross Balance</u> | Consolidated |
|--|--------------|
| Goodwill as on April 1, 2017 | 3,17,95,718 |
| Additions | 4,75,858 |
| Disposals | - |
| Balance as at March,31,2018 | 3,22,71,576 |
| Additions | |
| Disposals | 3,22,71,576 |
| Balance as at March 31, 2019 | - |
| <u>Amortization</u> | |
| Goodwill as on April 1, 2017 | - |
| Amortisation during the year | - |
| Disposals | - |
| Balance as at March31, 2018 | - |
| Amortisation during for the year | - |
| Disposals | - |
| Balance as at March 31, 2019 | - |
| <u>Impairment</u> | |
| As at April 1,2016 | - |
| Impairment Loss for the year (2016-17) | - |
| Balance as at March,31,2017 | - |
| Impairment Loss for the year (2017-18) | - |
| Balance as at March,31,2018 | - |
| <u>Net Carrying Amount</u> | |
| As at March 31, 2018 | - |
| As at March 31,2017 | 3,22,71,576 |

NOTE 3 : OTHER INTANGIBLE ASSETS AS ON 31.03.2019

| | CAS Software | CMS Software | Total |
|-------------------------------------|--------------|--------------|-----------|
| <u>Gross carrying Amount</u> | | | |
| Deemed cost at April 1,2017 | 10,92,887 | 3,37,080 | 14,29,967 |
| Additions | - | - | - |
| Disposals | - | - | - |
| Balance as at March,31,2018 | 10,92,887 | 3,37,080 | 14,29,967 |
| Additions | - | - | - |
| Disposals | - | - | - |
| Balance as at March 2019 | 10,92,887 | 3,37,080 | 14,29,967 |
| <u>Accumulated Depreciation</u> | | | |
| As at April 1,2017 | - | - | - |
| Depreciation charged for the year | - | - | - |
| Disposals | - | - | - |
| Balance as at March,31,2018 | - | - | - |
| Depreciation charged for the year | - | - | - |
| Disposals | - | - | - |
| Balance as at March 31, 2019 | - | - | - |
| <u>Net Carrying Amount</u> | | | |
| As at March 31, 2019 | 10,92,887 | 3,37,080 | 14,29,967 |
| As at March 31,2018 | 10,92,887 | 3,37,080 | 14,29,967 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Notes on Financial Statements for the Year ended 31st March 2019

(Amt. in Rs.)

| NOTE | | Consolidated as at 31.03.2019 | Consolidated as at 31.03.2018 |
|---------------|--|-------------------------------|-------------------------------|
| NOTE 4 | BIOLOGICALASSETS | | |
| | Sugar cane | 5,03,249 | 11,88,000 |
| | Other | - | 6,83,220 |
| | TOTAL | 5,03,249 | 18,71,220 |
| NOTE 5 | NON CURRENT INVESTMENTS | | |
| 1) | <u>Investment in Equity Instruments</u> | | |
| A. | -Associates (at cost) | | |
| | Quoted | | |
| | i. Piccadilly Sugar and Allied Industries Limited (90,33,871 Equity Shares of Piccadilly Sugar and Allied Industries Limited) | 13,41,24,105 | 12,99,56,110 |
| | Unquoted | | |
| | i. Astin Excavation & Mining Pvt. Ltd. (10000 Equity Shares at Rs.10/- Per Share.) | - | - |
| B. | -Subsidiaries (at cost) | | |
| | Unquoted | | |
| | i. Clear Vision Media Global Inc | 1,65,70,000 | 1,65,70,000 |
| C. | Others | | |
| | Unquoted (at cost) | | |
| | i. Good Morning India Media Pvt Ltd (30 Lacs Equity Shares at Rs. 10/- each.) | 3,00,00,000 | 3,00,00,000 |
| | ii. Piccadilly Hotels Private Limited (39800 Equity shares having face value of Rs 100/- at share premium of Rs 9900/- each.) | 39,80,00,000 | 39,80,00,000 |
| 2) | <u>Investment in Debentures (at amortized cost)</u> | | 39,80,00,000 |
| | Unquoted | | |
| | i. Debenture - Astin Excavation & Mining Pvt. Ltd.. (Unsecured Convertible Redeemable 7,00,000 Debentures @Rs 100/- Each) | 7,00,00,000 | 7,00,00,000 |
| | TOTAL | 64,86,94,105 | 64,45,26,110 |
| NOTE 6 | OTHER NON CURRENT FINANCIAL ASSETS | | |
| | Security Deposits | 94,28,191 | 90,28,191 |
| | TOTAL | 94,28,191 | 90,28,191 |
| NOTE 7 | OTHER NON CURRENT ASSETS | | |
| | Advance for Capital Goods (Unsecured But Considered Good) | 6,19,46,844 | 11,98,57,949 |
| | TOTAL | 6,19,46,844 | 11,98,57,949 |
| NOTE 8 | INVENTORIES | | |
| | <i>(As per inventories taken , valued & certified by the management)</i> | | |
| | Stores & Spares | 3,86,59,903 | 4,58,47,972 |
| | Raw Materials | 27,29,808 | 69,99,899 |
| | Work In Progress | 34,61,97,480 | 46,06,70,094 |
| | Finished Goods | 87,73,94,730 | 80,78,19,564 |
| | TOTAL | 1,26,49,81,920 | 1,32,13,37,529 |
| | <i>*refer note on significant policies for the valuation of inventories</i> | | |
| NOTE 9 | TRADE RECEIVABLES | | |
| | Unsecured But Considered Good | 42,15,04,451 | 22,01,65,309 |
| | TOTAL | 42,15,04,451 | 22,01,65,309 |

| NOTE | 10 | CASH & CASH EQUIVALENTS | Consolidated as at 31.03.2019 | Consolidated as at 31.03.2018 |
|-------------|-----------|--|-------------------------------|-------------------------------|
| | (a) | Cash & Cash Equivalents | | (Amt. in Rs.) |
| | | -Cash in Hand | 2,54,101 | 9,75,246 |
| | (b) | Balance with Banks | | |
| | | -in Current Accounts | 16,25,09,574 | 1,55,89,454 |
| | (c) | Balance with Banks | | |
| | | -In Deposit Account(Earmarked Balances) | 29,09,338 | 53,52,364 |
| | | TOTAL | 16,56,73,013 | 2,19,17,064 |
| NOTE | 11 | Other Bank Balances | | |
| | (a) | Fixed Deposits | | |
| | | Matruing after 12 Months | 11,66,800 | 11,00,000 |
| | | Maturing within 12 Months | 1,40,13,555 | 30,69,345 |
| | (b) | Interest Accrued on FDR | 2,72,417 | 9,83,623 |
| | | TOTAL | 1,54,52,772 | 51,52,968 |
| NOTE | 12 | LOANS | | |
| | | Loan to other entities - Unsecured, Considered Good | 50,000 | - |
| | | TOTAL | 50,000 | - |
| NOTE | 13 | OTHER FINANCIAL ASSETS | | |
| | | Interest accrued on loans, investments, deposits | - | 8,89,544 |
| | | Security deposits | 63,09,000 | 86,29,162 |
| | | Other debts considered good | 4,17,13,530 | 1,72,42,295 |
| | | TOTAL | 4,80,22,530 | 2,67,61,001 |
| NOTE | 14 | OTHER CURRENT ASSETS | | |
| | | (Unsecured considered good unless otherwise stated) | | |
| | | Advances recoverable in cash or kind or for value to be received | | |
| | | Advance to suppliers | 10,06,69,174 | 14,76,69,818 |
| | | Prepaid expenses | 79,37,839 | 1,04,20,902 |
| | | Balances with Statutory Authorities | 99,60,577 | 2,94,24,224 |
| | | TOTAL | 11,85,67,589 | 18,75,14,943 |
| NOTE | 15 | EQUITY SHARE CAPITAL | | |
| | A) | AUTHORISED | | |
| | | 10,10,00,000 Equity shares of Rs. 10/-each | 1,16,00,00,000 | 1,01,00,00,000 |
| | | ISSUED SUBSCRIBED & PAID UP | 94,33,92,800 | 94,33,92,800 |
| | | 94339280 Equity Shares of Rs. 10/- each fully called up and paid up. | | |
| | | Add Forfeited Shares: - | 32,19,000 | 32,19,000 |
| | | 643800 Shares of Rs.10 Each on which Rs.5/- paid up | | |
| | | | 94,66,11,800 | 94,66,11,800 |
| | B) | RIGHT OF SHAREHOLDERS | | |
| | i) | Each Shareholder is entitled to one vote per share. | | |
| | ii) | Each Shareholder has the right in profit/surplus in proportion to amount paid up with respect to share holding. | | |
| | iii) | In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets, if any, in proportionate to their individual shareholding in the paid up equity capital of the company. | | |
| | C) | DETAIL OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES | As on 31st March 2019 | As on 31st March 2018 |
| | | | Number of Shares Held | |
| | 1. | Mr. Sidhartha Vashishta | 2,13,78,092 | 2,13,78,092 |
| | 2. | M/s Soon N Sure Holdings Ltd. | 3,15,64,692 | 3,15,64,692 |
| | 3. | Piccadilly Hotels (P) Ltd. | 1,37,47,284 | 1,37,47,284 |

| D) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period: | | <i>(Amt. in Rs.)</i> | |
|---|---|-------------------------------|-------------------------------|
| Subscribed and fully paid up Equity Shares: | | Amount | Amount |
| As at April 1, 2017 | | 9,43,39,280 | 94,33,92,800 |
| Add: Shares issued during the year | | - | - |
| As at March 31, 2018 | | 9,43,39,280 | 94,33,92,800 |
| Add: Shares issued during the year | | - | - |
| As at March 31, 2019 | | 9,43,39,280 | 94,33,92,800 |
| NOTE | 16 OTHER EQUITY | Consolidated as at 31.03.2019 | Consolidated as at 31.03.2018 |
| A) | CAPITAL RESERVE (Includes Capital Reserve on Consolidation and Capital receipt in pursuance of Sugar Incentive scheme 1993 for repayment of Term Loans) | 19,90,66,264 | 19,48,91,714 |
| | | 19,90,66,264 | 19,48,91,714 |
| B) | CAPITAL INCENTIVE (Amount received from State government is under dispute.) | - | 10,79,60,526 |
| | | - | 10,79,60,526 |
| C) | SECURITY PREMIUM | 97,21,800 | 97,21,800 |
| | | 97,21,800 | 97,21,800 |
| D) | PROFIT & LOSS ACCOUNT | | |
| | As Per Last Balance Sheet | 32,47,89,677 | 27,90,84,703 |
| | Net Profit during the year | 2,12,90,303 | 4,57,04,973 |
| | Closing balance | 34,60,79,980 | 32,47,89,677 |
| | Total (A+B+C+D) | 55,48,68,044 | 63,73,63,717 |
| NOTE | 17 LONG TERM BORROWINGS (AT AMORTIZED COST) Current | | |
| I. SECURED | | | |
| A. LOANS & ADVANCES | | | |
| | i) Term Loans From S.D.F. | - | 35,28,625 |
| | (Term Loan includes Loan for Cane Development Rs. 240.86 Lacs (Rs. 375.86 lacs) are secured against second charge on movable property including its movable plant and machinery, machinery spares, tools and accessories and other movable and further secured on second charge against Land, Building, Plant and Machinery, Furniture and Fixtures of the company.) | | |
| | ii) Term Loans From PNB | - | 28,83,616 |
| | (Term Loan from PNB has been utilised by sugar mills for clearance of cane price arrears of sugar season 2013-14 and timely settlement of cane price of current sugar season secured against first charge on block assets of the company and hypothecation of stocks of Crystal Sugars Bags, Molasses, Bagasse, Biss and Stores/spares, Stock in process and book debts.) | | |
| | iii) Term Loans From PNB | 1,98,00,000 | 4,62,00,000 |
| | (Term Loan from PNB to upgrade and modernise the sugar plant and improving efficiency for distillery unit secured against first charge on block assets of the company and personal guarantee of promoters.) | | |
| | iv) Term Loans From PNB | - | 1,72,00,000 |
| | (Term Loan from PNB has been utilised by sugar mills for clearance of cane price arrears of sugar season 2014-15 and timely settlement of cane price of current sugar season was secured against first charge on block assets of the company and personal guarantee of promoters.) | | |
| | v) Reliance Home Finance Ltd. - Secured | 1,40,25,795 | 8,47,29,944 |
| | (Loan Against Mortgage of Building, to be repaid in 36 Monthly Installments) | | |
| | vi) Other Loans | 1,24,29,201 | 1,43,08,322 |
| | (Other Loan include Vehicle Loans from banks secured by hypothecation of vehicles under Hire purchase Agreement.) | | |
| | TOTAL SECURED LOANS | 4,62,54,996 | 16,88,50,506 |

| II. UNSECURED | | (Amt. in Rs.) | |
|--|--|--------------------------------------|--------------------------------------|
| i) Indiabulls Finance | 1,31,56,182 | 8,43,04,360 | |
| (The company has considered the loan as unsecured loan as no security was offered by the company for the security of the loan except security offered by M/s Piccadilly Hotels (P) Ltd (related party) in the capacity of co-borrower as per agreement executed) | | | |
| ii) Haryana Govt. For Payment of Cane Creditors | 2,59,86,842 | - | |
| (Soft loan, without any security, provided to Sugar Mill for the season 2015-16) | | | |
| iii) Direct News Private Limited | 8,33,153 | 8,33,153 | |
| (Repayable after 1 year) | | | |
| TOTAL UNSECURED LOANS | 3,99,76,177 | 8,51,37,513 | |
| TOTAL LONG-TERM BORROWINGS | 8,62,31,173 | 25,39,88,019 | |
| NOTE 18 | LONG TERM PROVISIONS | Consolidated as at 31.03.2019 | Consolidated as at 31.03.2018 |
| | Provision For Employees Benefit | 38,87,291 | 33,11,257 |
| | - Gratuity | | |
| | TOTAL | 38,87,291 | 33,11,257 |
| NOTE 19 | DEFERRED TAX | Consolidated as at 31.03.2019 | Consolidated as at 31.03.2018 |
| A. | Deferred Tax Asset | | |
| | On Account of Disallowance under section 43B of Income Tax Act | 31,35,140 | 30,80,353 |
| B. | Deferred Tax Liability | | |
| | On Account of Timing Difference due to Depreciation | 22,63,99,999 | 23,57,84,221 |
| | Net Deferred Tax Liability (B - A) | 22,32,64,859 | 23,27,03,868 |
| NOTE 20 | SHORT TERM BORROWINGS (AT AMORTIZED COST) | | |
| I. | SECURED | | |
| A. | FROM BANKS | | |
| | i) Cash Credit A/c | 97,04,31,178 | 95,30,14,037 |
| | (Cash Credit accounts are secured by first charge on present & future book debts, whole of current assets namely stock of raw material, stock in process, semi finished & finished goods, stores and spares relating to plant & machinery (consumable Store & spares) bills receivable and book debts and all other moveable both present & future & further secured by third charge on fixed assets of the company and personally guaranteed by promoters.) | | |
| II. | UNSECURED | | |
| | i) Direct News Private Limited | 1,33,000 | - |
| | (Repayable on demand) | | |
| | TOTAL | 97,05,64,178 | 95,30,14,037 |
| NOTE 21 | TRADE PAYABLES | | |
| | Sundry Creditors | | |
| | i) Total outstanding dues of Micro and Small Scale Industrial Enterprises | 38,90,459 | - |
| | ii) Total outstanding dues of Creditors other than Micro and Small Scale Industrial Enterprises | 1,48,95,03,247 | 1,07,92,26,136 |
| | TOTAL | 1,49,33,93,706 | 1,07,92,26,136 |
| | <i>*dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of</i> | | |
| | <i>*Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2019 has been provided in Note 42</i> | | |
| NOTE 22 | OTHER FINANCIAL LIABILITIES | | |
| | Expenses Payable | 1,72,33,353 | 1,16,66,073 |
| | Creditor For Capital Goods | 2,55,95,634 | 2,88,13,226 |
| | Current Maturities of Long Term Debts. | 25,35,06,772 | 23,33,52,909 |
| | Interest accrued but not due on borrowings | 17,93,821 | 39,78,866 |
| | Security deposits | 83,26,000 | 86,20,000 |
| | Unpaid dividend | 29,09,538 | 53,52,364 |
| | TOTAL | 30,93,65,118 | 29,17,83,438 |
| NOTE 23 | CURRENT TAX LIABILITY | | |
| | Income Tax Provision | 2,52,63,291 | 93,41,120 |
| | Less Tax Paid during the year | 1,27,213 | 1,40,392 |
| | TOTAL | 2,51,36,078 | 92,00,728 |

| NOTE | | Consolidated as at 31.03.2019 | Consolidated as at 31.03.2018 |
|----------------|---|-------------------------------|-------------------------------|
| | | | <i>(Amt. in Rs.)</i> |
| NOTE 24 | OTHER CURRENT LIABILITIES | | |
| | Statutory Expenses | 6,45,47,121 | 12,12,90,394 |
| | Advance received from customers | 1,96,21,092 | 5,19,36,381 |
| | TOTAL | 8,41,68,213 | 17,32,26,775 |
| NOTE 25 | DETAIL OF REVENUE FROM OPERATIONS | | |
| | Revenue from sale of products | | |
| | Gross Sales | 3,72,14,00,339 | 3,40,06,22,261 |
| | TOTAL | 3,72,14,00,339 | 3,40,06,22,261 |
| NOTE 26 | OTHER INCOME | | |
| | Interest Income | 7,22,325 | 2,60,649 |
| | Other non-operative Income | | |
| | Farm Income | 23,51,037 | 75,11,069 |
| | Misc Income | 7,21,831 | 7,40,702 |
| | Hire Charges | - | 17,57,200 |
| | Excise Duty on Closing Stock | - | 3,74,55,795 |
| | Subsidy From Haryana Govt for 2017-18 | 8,34,18,816 | - |
| | Sundry Balance W/off | - | 3,12,918 |
| | Profit on Sale of Vehicle | - | 1,62,082 |
| | Total | 8,72,14,009 | 4,82,00,415 |
| NOTE 27 | COST OF RAW MATERIAL CONSUMED | | |
| | Opening Stock of Raw Materials | 69,99,899 | 91,55,211 |
| | Add Purchases during the year | 2,49,30,48,432 | 2,40,26,13,380 |
| | Less Closing Stock | 27,29,808 | 69,99,899 |
| | TOTAL | 2,49,73,18,524 | 2,40,47,68,691 |
| NOTE 28 | CHANGES IN FINISHED GOODS, WIP, STOCK IN TRADE | | |
| | Opening Stock | | |
| | Work In Progress | 46,06,70,094 | 47,91,91,030 |
| | Finished Goods | 80,78,19,564 | 62,99,21,601 |
| | TOTAL 'A' | 1,26,84,89,658 | 1,10,91,12,630 |
| | Closing Stock | | |
| | Work In Progress | 34,61,97,480 | 46,06,70,094 |
| | Finished Goods Stock | 87,73,94,730 | 80,78,19,564 |
| | TOTAL 'B' | 1,22,35,92,209 | 1,26,84,89,658 |
| | TOTAL (A - B) | 4,48,97,449 | (15,93,77,027) |
| NOTE 29 | EMPLOYEE BENEFIT EXPENSES | | |
| | Salaries | 11,33,03,472 | 10,09,67,304 |
| | Contribution to Provident Fund & Other Funds | 6,20,082 | 5,67,713 |
| | Retrenchment & Compansation | 8,43,406 | - |
| | Staff Welfare | 29,80,561 | 33,49,240 |
| | TOTAL | 11,77,47,521 | 10,48,84,257 |
| NOTE 30 | FINANCE COST | | |
| | Interest Expense | | |
| | Interest | 16,14,55,643 | 15,84,03,124 |
| | Other Borrowing Cost | | |
| | Bank Charges | 44,86,625 | 40,23,738 |
| | TOTAL | 16,59,42,268 | 16,24,26,862 |
| NOTE 31 | Depreciation and amortization expense | | |
| | Depreciation of Tangible Assets | 12,55,36,244 | 12,72,65,956 |
| | TOTAL | 12,55,36,244 | 12,72,65,956 |

(Amt. in Rs.)

| NOTE | 32 | OTHER EXPENSES | Consolidated as at 31.03.2019 | Consolidated as at 31.03.2018 |
|-------------|-----------|--|--------------------------------------|--------------------------------------|
| | | Manufacturing Expenses | | |
| | | Chemicals, Oil & Lubricants | 5,15,44,231 | 4,85,17,654 |
| | | Power & Fuel | 16,66,68,014 | 12,89,70,463 |
| | | Packing Material | 25,17,94,861 | 27,72,72,145 |
| | | Electricals Repair | 67,75,525 | 1,16,79,018 |
| | | Excise Duty | - | 93,294 |
| | | Plant & Machinery Repair | 9,98,44,168 | 9,20,10,321 |
| | | Loading & Unloading | 68,17,492 | 73,50,521 |
| | | Cane Development Expenses | 22,57,052 | 15,03,662 |
| | | Electricity & Water Charges | 1,17,02,800 | 1,08,01,094 |
| | | Environmental & ETP Exp | 25,88,908 | 32,03,761 |
| | | Total A | 59,99,93,049 | 58,14,01,934 |
| | | Selling Expenses | | |
| | | Commission | 65,73,536 | 54,48,490 |
| | | Rebate & Discount | 52,80,454 | |
| | | Loading Unloading | 13,44,804 | 11,70,883 |
| | | Transport & Handling | 85,51,830 | 1,74,77,790 |
| | | Advertisement | 1,08,90,339 | 1,92,443 |
| | | Total B | 3,26,40,964 | 2,42,89,606 |
| | | Administrative & Other Expenses | | |
| | | Rent | 1,96,52,733 | 1,91,93,745 |
| | | Lease Rent/Hire Charges | 17,75,879 | 22,43,145 |
| | | Insurance | 34,96,457 | 77,06,716 |
| | | Rate, Fee & taxes | 5,95,23,088 | 4,40,07,040 |
| | | Professional Charges | 53,32,213 | 52,52,995 |
| | | Running & Maintenance of Vehicle | 64,08,559 | 65,82,475 |
| | | Postage & Telephone expenses | 12,26,045 | 12,19,076 |
| | | Payments to Auditor | | |
| | | Audit Fee | 1,29,500 | 1,29,500 |
| | | Tax Audit Fees | 25,000 | 25,000 |
| | | Directors Remuneration | 1,12,20,000 | 1,12,20,000 |
| | | Corporate Social Responsibility Expenditure | 16,92,694 | 35,31,658 |
| | | Donation | 28,600 | 1,32,100 |
| | | Farm Expenses | 17,44,198 | 64,37,303 |
| | | Printing, Stationery & publishing | 8,91,597 | 7,63,907 |
| | | Travelling & Conveyance | | |
| | | Director | 2,65,000 | 3,05,450 |
| | | Others | 32,72,856 | 47,85,312 |
| | | Repair & Maintenance | | |
| | | Building | 3,62,412 | 32,88,887 |
| | | Others | 1,38,30,670 | 76,82,049 |
| | | Sales Promotion | 17,43,779 | 25,68,598 |
| | | Sundry Balance w/off | 1,66,71,111 | - |
| | | Total C | 14,92,92,391 | 12,70,74,955 |
| | | Grand Total (A+B+C) | 78,19,26,403 | 73,27,66,495 |
| NOTE | 33 | CONTINGENT LIABILITIES | Consolidated as at 31.03.2019 | Consolidated as at 31.03.2018 |
| | a) | In respect of unassessed cases of Income Tax, Sales Tax, Excise Duty & Service Tax | Unascertained | Unascertained |
| | b) | Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | Unascertained | Unascertained |
| NOTE | 34 | REMUNERATION PAID TO DIRECTORS | Consolidated as at 31.03.2019 | Consolidated as at 31.03.2018 |
| | | REMUNERATION - MANAGING DIRECTOR | (Rs. In Lacs) | (Rs. In Lacs) |
| | | | 112.20 | 112.20 |
| | | <i>The Remuneration to Directors is paid in accordance with Part II of Schedule V of Companies Act, 2013</i> | | |
| NOTE | 35 | PAYABLES & RECEIVABLES | | |
| | | Balance of certain sundry debtors, loans & advances (including capital advances), creditors and other liabilities are in process of confirmation/reconciliation. The management is of the opinion that adjustment, if any, arising out of such reconciliation would not be material. | | |
| NOTE | 36 | ADVANCES RECOVERABLE | | |
| | | In the opinion of the Board, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business. The provision for known liabilities is adequate and not in excess of amount reasonably necessary. | | |
| NOTE | 37 | DISCLOSURE AS PER IND AS-36 IMPAIRMENT OF ASSETS | | |
| | | In terms of Ind AS 36 on impairment of assets, there was no impairment indicators exist as of reporting date as per the internal management estimates done and hence no impairment charge is recognised during the year under review. | | |
| NOTE | 38 | DISCLOSURE AS PER IND AS-33 EARNING PER SHARE | Consolidated as at 31.03.2019 | Consolidated as at 31.03.2018 |
| | | Profit During the Year (In Rs.) | 2,12,90,303 | 4,57,04,974 |
| | | Weighted average number of equity shares | 9,43,39,280 | 9,43,39,280 |
| | | Face Value (In Rs.) | 10 | 10 |
| | | Basic/Diluted Earning Per Shares (In Rs) | 0.23 | 0.48 |

| NOTE | 39 | INCOME TAX EXPENSE | Consolidated as at 31.03.2019 | | Consolidated as at 31.03.2018 | |
|---------------|-----------|--|-------------------------------|-------------------|-------------------------------|------------------|
| | | | | | (Rs. in Lacs) | |
| | A | Income Tax Expense | | | | |
| | | Current Tax | | | | |
| | | Current Tax on Profits for the Year | | 252.63 | | 93.41 |
| | | Adjustments for current tax of prior year | | (20.91) | | 51.11 |
| | | Total Current Tax Expense | | 231.73 | | 144.53 |
| | | Deferred Tax | | | | |
| | | Deferred Tax Charge/(Income) | | (94.39) | | (417.03) |
| | | Total Tax Expense | | 137.34 | | (272.51) |
| | B | Reconciliation of tax expense and the accounting profit | | | | |
| | | Profit Before Tax | | 673.02 | | 184.54 |
| | | Income Tax (Calculated at 33.38% for FY 2018-19 and at 33.06% for FY 2017-18) | | 224.68 | | 62.06 |
| | | Tax Effect of : | | | | |
| | | - Income Exempt from Tax | | (7.85) | | 25.26 |
| | | - Brought Forward Tax Losses | | - | | - |
| | | - Expense not allowed as per Income Tax Act | | 11.57 | | (33.97) |
| | | - Others | | (91.06) | | (325.86) |
| | | Income Tax Expense | | 137.34 | | (272.51) |
| NOTE | 40 | DISCLOSURE AS PER IND AS-108 SEGMENT REPORTING | | | | |
| | | PARTICULARS | SUGAR | DISTILLERY | OTHERS | TOTAL |
| | | Revenue | 20538.25 | 16,675.75 | - | 37,214.00 |
| | | Less: Inter Segment Revenue | | - | - | - |
| | | Total Revenue | 20538.25 | 16,675.75 | - | 37,214.00 |
| | | Profit/(loss) (before unallocated expenditure, finance cost and tax) | (2,324.90) | 4,807.02 | (16.36) | 2,465.76 |
| | | Less: | | | | |
| | | i) Finance Costs | | | | 1,659.42 |
| | | ii) Other unallocable expenditure net off unallocated income | | | | 133.31 |
| | | iii) Exceptional Item | | | | |
| | | Profit Before Tax | | | | 673.02 |
| | | Tax expense: | | | | |
| | | (1) Current tax | | | | 252.63 |
| | | (2) Deferred tax | | | | (94.39) |
| | | Income tax of Previous Year | | | | (20.91) |
| | | Profit after tax | | | | 535.69 |
| | | Other information | | | | |
| | | Segment Assets | 25,689.61 | 21,102.11 | 183.19 | 46,974.90 |
| | | Segment Liabilities | 23,886.72 | 5,505.95 | 12.33 | 29,405.00 |
| | | Capital Employed | 1,802.89 | 15,596.16 | 170.86 | 17,569.91 |
| Notes: | | Depreciation debited to the Statement of Profit & Loss | 150.93 | 1,104.43 | - | 1,255.36 |
| | a) | The Company has identified Business Segments as primary Segments. The reportable business Segments are "Sugar" and "Distillery". | | | | |
| | b) | The type of products in each business segments are as under: Sugar : Sugar, Molasses, Power and Bagasse Distillery: Liquor, Malt, Carbondioxide Gas and Ethanol | | | | |
| | d) | The Company is also converting resin in to pet bottle, which is exclusively used for Liquor which is taken in Distillery Segment and hence no separate segment is reported for the same. | | | | |
| | e) | In addition to the significant accounting policies applicable to the operating segments as set out in note 46, the accounting policies in relation to segment accounting are as under: | | | | |
| | (i) | Segment revenue and expenses: Joint revenue and joint expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments. | | | | |
| | (ii) | Segment assets and liabilities: Segment assets include all operating assets used by a segment and consist principally of operating cash, trade receivables, inventories and property, plant and equipments, net of allowances and provisions, which are reported as direct offsets in the balance sheet. Segment liabilities include all operating liabilities and consist principally of trade payables. Segment assets and liabilities do not include deferred income taxes. While most of the assets/ liabilities can be directly attributed to individual segment, the carrying amount of certain assets/ liabilities pertaining to two or more segments are allocated to the segments on a reasonable basis. | | | | |

NOTE 41 DISCLOSURE AS PER IND AS-24 RELATED PARTY (Amt. in Rs. Lac)**(A) List of Related Parties and Relationships:****A. Others:**

Piccadilly Hotels Private Limited
Soon-n-Sure Holdings Ltd.

(B) Related Party Transactions:**(Rs. In Lacs)****i. Sale of Goods/Services:**

Piccadilly Hotels Private Limited 246.19 368.53

ii. Office Rent Expense

Soon-n-Sure Holdings Ltd. 102.01 105.84

(C) Balances outstanding with Related Parties**As on 31.03.2019** **As on 31.03.2018**

Piccadilly Hotels Pvt. Ltd. 837.30 648.29

Soon-n-Sure Holdings Ltd. 27.54 5.58

* Remuneration of Directors has been disclosed in the Note No. 34

NOTE 42 DISCLOSURE AS PER IND AS-41 AGRICULTURE -**PARTICULARS**

Opening balance 18,71,220 7,55,000

Additions due to Recognition - 18,71,220

Changes in fair value less Cost to Sell - -

Decrease due to harvested 13,67,971 7,55,000

Closing Balance 5,03,249 18,71,220

NOTE 43 FOREIGN EXCHANGE TRANSACTION -

(a) Value of imports calculated on CIF basis by the company during the financial year in respect of : (in lacs) (in lacs)

1. Raw Materials NIL NIL

2. Components and Spare Parts NIL NIL

3. Capital Goods 491 362

(b) Expenditure in Foreign Travelling NIL 0.65

(c) Earning in Foreign Currency NIL NIL

NOTE 44 MICRO SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (Rs. In Lacs)

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended March 31, 2019

(a) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act:
Principal 39 -
Interest - -

(b) Principal amount paid (includes unpaid) beyond the appointed date - -

(c) Interest due and payable for the year - -

(d) The amount of interest accrued and remaining unpaid at the end of accounting year. - -

(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006. - -

NOTE 45 REGROUPING OF FIGURES

The previous year figures have been recast/ regrouped whenever considered necessary to facilitate comparison with revised Schedule III Division (II).

AUDITORS REPORT

As per our separate report of even date.
FOR AGGARWAL SAHIL & ASSOCIATES

CHARTERED ACCOUNTANTS

For and on behalf of the board

FRN : 026978N

Sd/- SAHIL AGGARWAL
(Partner)

M. No. : 523581

DATE: 29.05.2019

PLACE : NEW DELHI

Sd/-

Akhil Dada

(Chairman)

DIN : 02321706

Sd/-

Harvinder Singh Chopra

(Managing Director)

DIN. : 00129891

Sd/-

Des Raj Pahwa

(Chief Financial Officer)

Sd/-

Anchal Madaan

(Company Secretary)

M.No. : A53295

Note 46 - Significant accounting policies**A. BASIS OF PRESENTATION:**

The accompanying financial statements have been presented for the year ended 31st March, 2019 along with comparative information for the year ended 31st March, 2018. These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) on a going concern basis under the historical cost convention on the accrual basis of accounting and the relevant provisions prescribed in the Companies Act 2013, besides the pronouncements/guidelines of the Institute of Chartered Accountants of India and of the Securities and Exchange Board of India. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The accounting policies have been consistently applied by the Company except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B. USE OF ESTIMATES:

In preparing the Company's financial statements in conformity with Ind AS, the Company's management is required to make estimates, judgements and assumptions that affect the application of accounting policies, the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period, the actual results could differ from those estimates. Difference between actual results and estimates are recognised in the period in which the results are known or materialise and if material, their effects are disclosed in the notes to the financial statements.

C. PROPERTY, PLANT AND EQUIPMENT:

Property, plant and equipment (Tangible and Intangible) are stated at cost less accumulated depreciation. Cost comprises the purchase price and any cost attributable to bringing the asset to the location and condition necessary for its intended use. Expenditure incurred during construction period has been added to the cost of the assets. These expenses have been allocated to the sugar and distillery units on a reasonable basis.

D. DEPRECIATION:

Depreciation is provided in the manner prescribed in Schedule II of the Companies Act, 2013. The Carrying Value of Fixed assets are depreciated over the revised remaining useful lives.

E. INVESTMENTS:

Non-Current Investments in Equity Instruments of Subsidiary and Associates are measured at cost as per Ind AS 27.

F. INVENTORIES:

Inventories are valued as follows:

Raw materials, stores and spares, Material in transit and packing materials

Valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on FIFO Basis.

Finished goods

Valued at lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity.

Work-in-process

Valued at lower of cost up to estimated stage of process and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

By-products

By-products are valued at Net realisable value.

G. REVENUE RECOGNITION:

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

However, sales tax/ value added tax (VAT)/Goods and Services Tax(GST) is not received by the company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Income against claims of the company, viz., export incentives, insurance claims, etc., is recognised on accrual/right to receive basis.

H. EMPLOYEE BENEFITS:

Short-term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

The eligible employees of the Company are entitled to receive benefits under the Provident Fund and employee state insurance corporation, a defined contribution plan in which both the employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The Company recognises such contributions as expense of the year in which the liability is incurred.

The Company has an obligation towards Gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes provision for gratuity on the basis of valuation by a Qualified actuary.

I. INCOME TAX:

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act 1961. Deferred income tax reflects the impact of current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier periods. 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 virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternate tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each financial year.

J. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if

- The Company has a present obligation as a result of a past event
- A probable outflow of resources is expected to settle the obligation and
- The amount of the obligation can be easily estimated.

Contingent Liability is disclosed in the case of

- A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- A possible obligation, unless the probability of outflow of resources is remote.

Depending on facts of each case and after due evaluation of relevant legal aspects, claims against the Company not acknowledged as debts are disclosed as contingent liabilities. In respect of statutory matters, contingent liabilities are disclosed only for those demand(s) that are contested by the Company.

Contingent Assets are neither recognised nor disclosed.

K. 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. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

L. IMPAIRMENT OF ASSETS:

As at each balance sheet date, the carrying amount of assets is tested for impairment so as to determine,

- a. The provision for impairment loss, if any, required or
- b. The reversal, if any, required of impairment loss recognised in previous periods.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

M. CLASSIFICATION OF ASSETS AND LIABILITIES AS CURRENT AND NON-CURRENT:

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current, non-current classification of assets and liabilities.

N. Financial Instruments**Initial Measurement:**

to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of financial asset or financial liabilities, as appropriate, on initial recognition.

Subsequent Measurement:**Financial Assets carried at amortised cost :**

A financial asset is subsequently measured at amortised cost if it is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets carried at fair value through other comprehensive income (FVTOCI):

A financial asset is subsequently measured at Fair Value through other comprehensive income if it is held for both collecting contractual cash flows & selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest. on the principal amount outstanding.

Investment in subsidiaries and Joint Venture:

Investment in subsidiaries is carried at cost less impairment, if any, in the separate financial statements.

Financial assets carried at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently measured at fair value through profit or loss.

Financial liabilities :

payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition of financial instruments :

or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

AUDITORS REPORT

As per our separate report of even date.
FOR AGGARWAL SAHIL & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN : 026978N

For and on behalf of the board

S/d SAHIL AGGARWAL
(Partner)

M. No. : 523581

DATE: 29.05.2019

PLACE : NEW DELHI

Sd/-

Akhil Dada

(Chairman)

DIN : 02321706

Sd/-

Harvinder Singh Chopra

(Managing Director)

DIN. : 00129891

Sd/-

Des Raj Pawha

(Chief Financial Officer)

Sd/-

Anchal Madaan

(Company Secretary)

M.No. : A53295

PICCADILY AGRO INDUSTRIES LIMITED

CIN No.:L01115HR1994PLC032244

Registered Office- Village Bhadson, Umri Indri Road, Tehsil Indri, Distt. Karnal, Haryana- 134101

I/We Being the member(s) of Shares of Piccadily Agro Industries Limited hereby appoint

- 1.....of Having e-mail id.....or failing him.
- 2.....of Having e-mail id.....or failing him
- 3.....of Having e-mail id.....or failing him

& Whose signature(s) are appended below as my/ our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the **25th Annual General Meeting** of Members of Piccadily Agro Industries Limited to be held on Monday, 30th September 2019 at 4.00 P.M. at its Registered office. i.e. Village Bhadson, Umri-Indri Road, Tehsil Indri, Distt. Karnal, Haryana-134101 and at any adjournment there of in respect of such resolutions as are indicated below .

I wish my about proxy to vote in the manner as indicate in the box below

| Sr. No. | Resolutions | For | Against |
|---------|---|-----|---------|
| 1 | Consider and adopt | | |
| a) | Audited financial Statement, Reports of the Board of Directors & Auditors | | |
| b) | Audited Consolidated financial Statement, Consolidated | | |
| 2 | Re appointment of Sh. Jai Parkash Kaushik who retires by rotation | | |
| 3 | Re appointment of Sh. Vinod Dada as Independent Director | | |
| 4 | Re appointment of Sh. Akhil Dada as Independent Director | | |
| 5 | Re appointment of Sh. Harvinder Singh Chopra as Managing Director | | |
| 6 | Remuneration of Cost Auditors | | |
| 7 | Appointment of Ms. Madhu Sharma as Director | | |

- (1) 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.
- (2) A proxy need not be member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the capital of the Company carrying voting rights. Member holding more than 10% of the total share capital of the Company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4)** This is only optional, Please put a 'X' in the appropriate column against the resolution indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all the resolutions Your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of the joint holders should be stated.

Signed this day of2019 Signature of Shareholder Affix a Revenue Stamp

 Signature of First proxy holder Signature of Second proxy holder Signature of Third proxy holder

PICCADILY AGRO INDUSTRIES LIMITED

CIN No.:L01115HR1994PLC032244

25th Annual General Meeting on Monday, 30th September 2019 at 4.00 P.M. At The Registered Office- Village Bhadson, Umri Indri Road, Tehsil Indri, Distt. Karnal, Haryana- 134101

ATTENDANCE

Regd. Folio No./ DP ID & Client Id..... No. of shares held.....

Please tick wheter member/ joint hoder/ proxy
 I certify that I am a member /proxy/ authorised representative of the Company.
 I hereby record my presence at the 25th Annual General Meeting of the Company on Monday, 30th September, 2019 At 04.00 P.M at the Registered Office- Village Bhadson, Umri Indri Road, Tehsil Indri, Distti. Karnal, haryana- 134101

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.