



PIONEER AGRO EXTRACTS LTD.

PAEL/BSE/2022-23

Date: 05-09-2022

To
BSE LIMITED
PHIROZE JEEJEEBHAY TOWERS,
DALAL STREET, MUMBAI- 400001

SUB: NOTICE OF THE 30TH ANNUAL GENERAL MEETING AND ANNUAL REPORT FOR THE
FINANCIAL YEAR 2021-2022

REF: SCRIP CODE: 519439

SCRIP ID: PIONAGR

Dear Sir/Ma'am,

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 30th Annual General Meeting ("AGM") of the Company will be held on Friday, 30th September, 2022 at 12:00 p.m (IST) at the registered office of the Company at Chhoti Nehar, Malakpur, pathankot-145025, Punjab.

The aforesaid documents are being sent to the members through permitted mode(s).

Further in accordance with provision of Regulation 46 of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, notice of the AGM along with the Annual Report for the Financial Year 2021-2022 is also being made available on the Company website at <http://www.pioneeragro.co.in/>.

Submitted for your kind reference and records.

Thanks & Regards,

For Pioneer Agro Extracts Limited


Dharna Bhatia
Company Secretary & Compliance Officer
ACS: 51229



Encl: As above

The Pioneering Continues...

Pioneer Agro Extract Limited



30TH ANNUAL
REPORT



30th Annual Report 2021-22

Board of Directors

Mr. Jagat Mohan Aggarwal

**Chairman Cum Managing
Director**

Mr. Sanjeev Kumar Kohli

Non-Executive Director

Mr. Rajinder Kumar Uppal

Independent Director

Mrs. Neeraj P Sharma

Independent Director

Audit Committee

Mr. Rajinder Kumar Uppal

Chairman

Mr. Jagat Mohan Aggarwal

Member

Mrs. Neeraj P. Sharma

Member

Stakeholder Relationship committee

Mr. Rajinder Kumar Uppal

Chairman

Mrs. Neeraj P. Sharma

Member

Mr. Jagat Mohan Aggarwal

Member

Nomination & Remuneration Committee

Mr. Rajinder Kumar Uppal

Chairman

Mr. Sanjeev Kumar Kohli

Member

Mrs. Neeraj P. Sharma

Member

Mrs. Dharna Bhatia

**Company Secretary &
Compliance Officer**

Statutory Auditor

M/S Piyush Mahajan & Associates

Internal Auditor

Yudhistar Sharma & Co. Chartered
Accountants

Registrar & Transfer Agent

Abhipra Capital Limited

Abhipra Complex, A- 387, Dilkush
Industrial Area, Azadpur, Delhi-
110033

Secretarial Auditor

M/s B. Kaushik & Associates

Bankers

Jammu & Kashmir Bank Limited

Warehouse Gurdaspur Road,
Pathankot, Punjab-145001

Chief Financial Officer

Shyam Manohar Parashar

Registered Address

Chhoti Nehar, Malakpur, Pathankot, Punjab-145025,

Phone No: +91- (0186) 2345352/53/54/55

Email: complianceofficerl@pioneeragro.co.in



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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF PIONEER AGRO EXTRACTS LIMITED WILL BE HELD ON FRIDAY, 30TH DAY OF SEPTEMBER, 2022 AT 12:00 P.M. AT CHHOTI NEHAR, MALAKPUR, PATHANKOT, PUNJAB-145025 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements as per Indian Accounting Standards (Ind-AS), on a standalone basis of the Company for the year ended 31st March, 2022 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Kumar Kohli (DIN: 07144225), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and approve for giving authorization to Board of Directors to advance any Loan, give any guarantee or to provide any security to all such person specified under Section 185 of the companies Act, 2013 upto an aggregate limit of INR 4.50 Crores.

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

"RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of INR 4.50 Crores (Rupees Four Crores Fifty lakhs only).

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT any Directors(s) of the Company be and is/are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution."

4. To consider and approve the Re-appointment of Mr. Jagat Mohan Aggarwal (DIN: 00750120) as the Chairman Cum Managing Director of the Company to hold office for a period of 3 years with effect from 30th September, 2022.



To consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 196, 197, 198, and 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) in terms of Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and subject to other consents and permission as may be required, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Jagat Mohan Aggarwal (DIN: 00750120) as the Chairman Cum Managing Director of the Company, liable to retire by rotation, for a period of 3 years w.e.f. 30th Day of September, 2022 till 29th Day of September, 2025.

RESOLVED FURTHER THAT pursuant to Sections 2(51), 203 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. Jagat Mohan Aggarwal (DIN: 00750120), be and is hereby designated as Key Managerial Personnel of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions.”

Registered office

Chhoti Nehar, Malakpur, Pathankot, Punjab-145025

Tel: +91-186- 2345352/53/54

Website: <http://www.pioneeragro.co.in/index.html>

Email: complianceofficer@pioneeragro.co.in

CIN:L15319PB1993PLC012975

Date: 05th September, 2022

Place: Pathankot

**By order of the Board
For Pioneer Agro Extracts Limited**

**Sd/-
(Dharna Bhatia)
Company Secretary
(Membership No: A51229)**



Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under item no.2 and 4 of the Notice is annexed as Annexure-I herewith.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). But keeping in view the relaxations given by the concerned state government by way of lifting the covid-19 restrictions in the state of Punjab, the AGM of the Company is being held at the registered office of the Company situated at Chhoti Nehar, Malakpur, Pathankot, Punjab-145025 and therefore, Members can attend and participate in the ensuing AGM
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF AGM. PROXIES SUBMITTED ON BEHALF OF COMPANIES MUST BE SUPPORTED BY APPROPRIATE RESOLUTION.
4. Pursuant to the provision of Section 105 of the Companies Act 2013, a person can act as a proxy on behalf of member not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as a proxy for any other member. A proxy holder prove his identity at the time of attending the meeting.
5. Corporate member intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send, a certified copy of relevant Board Resolution together with the respective specimen signature(s) of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
6. Where two or more bodies corporate are represented by a single individual, each of the bodies corporate will be treated as personally present by that individual. If the person is present in the Company in his personal Capacity as well as in the representative capacity of a trust, he will be as two for the quorum.
7. Attendance slip and Proxy form of the Meeting are annexed hereto as Annexure-II & III.
8. Member/proxies/authorized representatives are requested to hand over the Attendance Slip, duly signed in accordance with the specimen signature(s) registered along with a validly identity proof such as PAN Card, Passport, Aadhaar Card or Driving License with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
9. **Book Closure**
 - a. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2022 (Saturday) to 30th September, 2022(Friday) (both days inclusive).
10. **Cut off Date:**
 - i. This Notice is being sent to all the members whose name appears as on **02nd September, 2022 (Friday)** in the register of members or beneficial owners as received from company.
 - ii. A person whose name appeared on Register of Members or Register of Beneficiary Owners maintained by the depositories as on **23rd September, 2022 (Friday) ("Cut-off Date")** only shall be entitled to vote through Remote e-voting and at the AGM. The voting rights of member shall be in proportion to their share of the paid-up equity share capital of the company as on Cut-off date.
11. **Communication to members**
 - i. With a view to using natural resources responsibly, we request shareholders to update their email address, with their depository participants to enable the Company to send communication electronically.
 - ii. The Notice of AGM and Annual Report 2021-22



is being sent through electronic mode only to the members whose email address are registered with the Company /Depository Participant(s), unless any member has requested for physical copy of the report. For members who have not registered their emails addresses, physical copies of the Annual Report 2021-22 are being sent by the permitted mode on there Registered Address with company,

- iii. Members also note that the Notice of the AGM and the Annual Report for F.Y. 2021-22 will also be available on the Company website <http://www.pioneeragro.co.in/code-of-conduct.html>

12. Documents open for inspection:

During the period beginning 24 (twenty-four) Hours Before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting to inspect the proxies lodged, at any time during the business hours of the Company. Provided not less than 3 (Three day) notice in writing of the intention so to inspect is given to the Company.

- a. Relevant documents referred to in the accompanying Notice and the statement pursuant to section 102 (1) of the Companies Act, 2013 are available for inspection at the registered office of the Company during the business hours on all days except Sunday and national holiday upto the date of AGM;
- b. The register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and the Register of Contract and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

13. Voting through electronic means

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), members of the Company holding either in physical form or in dematerialized form may exercise his/her right to vote by electronic means (e-voting) in respect of the resolution(s) contained in this notice.
- ii. The Company is provided e-voting facility to its member to enable to cast their votes electronically. The Company has engaged the

Services of NSDL, as the authorized agency to provide remote e-voting facility (i.e the facility of casting votes by member by using an electronic voting system from a place other than the place of a general meeting.

- iii. Facility for voting through ballot/polling paper shall also be made available at the AGM and members attending the meeting who have not already cast their vote by remote e-voting be able to exercise their right to vote at the meeting.
- iv. The member who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by both the modes, then vote casted by e-voting shall prevail.
- v. During the period when facility for remote e-voting is provided, the members of the company, holding shares either in physical form or in dematerialized form, as on the cut- off date, may opt for remote e-voting.
- Once the vote on resolution is cast by a member, the member is not allowed to change it subsequently.
- vi. The Board of Directors has appointed Mr. Baldev Singh Kashtwal (FCS No. 3616 and C.P. No 3169), Practicing Company Secretary as the Scrutinizers, for conducting the voting/poll and remote e-voting process in a fair and transparent manner.
- vii. The Scrutinizer shall immediately after conclusion of voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnessed not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the of conclusion of the meeting, who shall countersign the same.
- viii. The result shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by person authorized by him in writing and resolution shall be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favours of the resolution.
- ix. The result declared along with Scrutinizer's Report(s) will be available on the website of the Company <http://www.pioneeragro.co.in/> immediately after the declaration of the Result by the Chairman.
- x. It is hereby clarified that the manner in which members have cast their votes, that is, affirming or negative the resolution, shall remain secret and not available to the Chairman, scrutinizer or any other person till the votes cast in the meeting.



- xi. Since the company is required to provide member facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the **cut-off date of 23rd September, 2022** and not casting their vote electronically, may only cast their vote at the 30th Annual General Meeting.
- xii. The cut-off date for the purpose of voting (including remote e-voting) is date
- xiii. Members are requested to carefully read the instructions for remote e-voting before casting their vote. A person who is not a member as on the cut-off should treat this notice for information purpose only.
- xiv. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:
 - a. Commencement of remote E Voting: 26th September, 2022 (Monday) at 9:00 AM
 - b. End of Remote E Voting: 29th September, 2022 (Thursday) at 5:00 PM

14. The procedure and instructions remote e-voting are as under:

- i. **The remote e-voting period begins on Monday, 26th September, 2022 at 09:00 A.M. and ends on Thursday, 29th, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2022.**
- ii. **How do I vote electronically using NSDL e-Voting system?**

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

Step 1: Access to NSDL e-Voting system

- a. **Login method for e-Voting for Individual shareholders holding securities in demat mode**





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

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |



| Type of shareholders | Login Method |
|---|--|
| | <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be |

| | |
|-------------|--|
| Participant | redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period |
|-------------|--|

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

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

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

b. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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

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

- Your User ID details are given below :



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

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on

www.evoting.nsdl.com.

- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bskashtwal@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to complianceofficer@pioneeragro.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to complianceofficer@pioneeragro.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Registered office

Chhoti Nehar, Malakpur, Pathankot, Punjab-145025

Tel: +91-186- 2345352/53/54

Website: <http://www.pioneeragro.co.in/index.html>

Email: complianceofficer@pioneeragro.co.in

CIN:L15319PB1993PLC012975

Date: 05th September, 2022

Place: Pathankot

By order of the Board
For Pioneer Agro Extracts Limited

Sd/-
(Dharna Bhatia)
Company Secretary
(Membership No: A51229)



THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO RESOLUTION NOS. 3, AND 4, OF THE NOTICE IN ACCORDANCE WITH SECTION 102 OF COMPANIES ACT, 2013

ITEM NO 3.

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

Accordingly, the Members are hereby informed that owing to the above mentioned restrictions of Section 185 of the Companies Act, 201, the Company therefore in order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on 05th September, 2022 has proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of INR 4.50 Crores, subject to the approval of shareholders of the Company

Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall at interest rate as applicable on Cash Credit limit with Bank +1 % of Borrowing Company and on such other terms and conditions as may be mutually decided from time to time and only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company in view, such approval accorded by shareholders of the Company under Section 185 of the Companies Act, 2013

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution except to the extent of their directorships and shareholding in the Company (if any) and/or such bodies corporate to whom loans, guarantee and security being advanced/given/provided by the Company pursuant to this Special Resolution.

ITEM NO 4.

Based on the recommendation of Nomination and Remuneration Committee and keeping in view the performance evaluation of Mr. Jagat Mohan Aggarwal during his term and



considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, the Board of Directors of the Company has re-appointed Mr. Jagat Mohan Aggarwal as the Chairman cum Managing Director of the Company with effect from September 30th, 2022 for a period of 3 years, subject to the approval of the shareholders in General Meeting.

The approval of the members is sought for the re-appointment, terms and conditions of the said appointment without any remuneration of Mr. Jagat Mohan Aggarwal as the Chairman cum Managing Director of the Company. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Jagat Mohan Aggarwal for the office of Chairman cum Managing Director of the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Except for Mr. Jagat Mohan Aggarwal, no other Director, Key Managerial Personnel or their relatives are in anyway concerned or interested in the resolutions contained under Item No. 4 of the Notice.

Registered office

ChhotiNahar, Malakpur, Pathankot, Punjab-145025

Tel: +91-186- 2345352/53/54

Website:<http://www.pioneeragro.co.in/index.html>

Email: complianceofficer@pioneeragro.co.in

CIN:L15319PB1993PLC012975

Date: 05th September, 2022

Place: Pathankot

**By order of the Board
For Pioneer Agro Extracts Limited**

**Sd/-
(Dharna Bhatia)
Company Secretary
(Membership No: A51229)**



ANNEXURE-I

ITEM NO 2& 4.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):

I. Brief Resume and other details for ITEM NO. 2

| | |
|---|---|
| Name of Director | Sanjeev Kumar Kohli |
| Date of Birth | 12 th August, 1964 |
| Expertise in specific functional areas | Mr. Kohli has more than 30 years of experience in the field of Marketing |
| Initial Date of Appointment | 01.04.2015 |
| No. of Equity Share held in the Company | NIL |
| List of outside Directorship held in Public Company | NIL |
| Chairman/Member of the Committee of the Board of Directors of other Companies | NIL |
| NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR AND OTHER DIRECTORSHIPS | The details are provided in the Corporate Governance Report forming part of Annual Report |
| INTER-SE RELATIONSHIP | None |



II. Brief Resume and other details for ITEM NO. 4

| | |
|---|--|
| Name of Director | Jagat Mohan Aggarwal |
| Date of Birth | 23.10.1963 |
| Expertise in specific functional areas | Mr. Jagat Mohan Aggarwal is one of the co-founders of Pioneer Agro Limited and is a leading industrialist in Punjab, he has spanning over and above 35 years in agro based industries like flour mills, edible oils, vanaspati , vital wheat gluten, ENA, Starch and Distillery. |
| Initial Date of Appointment | 20.01.1993 |
| No. of Equity Share held in the Company | 13,68,089 |
| Qualification | Graduate from Punjab University |
| List of outside Directorship held in other other Private Companies | 1. Pioneer Industries Private Limited 2. Damtal Flour And Food Pvt Ltd |
| Chairman/Member of the Committee of the Board of Directors of other Companies | CSR Committee Chairman of Pioneer Industries Private Limited |
| NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR AND OTHER DIRECTORSHIPS | The details are provided in the Corporate Governance Report forming part of Annual Report |
| INTER-SE RELATIONSHIP | None |



Annexure II

CIN: LI5319PB1993PLC012975

REGISTERED OFFICE: CHOTTI NEHAR, MALAKPUR, PATHANKOT (Punjab)-145024
Phone: +91-186-2345352, Fax: +91-186-2345351, E-mail: complianceofficer@pioneeragro.co.in
Website: www.pioneeragro.co.in

ATTENDANCE SLIP

I hereby record my presence at the THIRTHEITH ANNUAL GENERAL MEETING of the Company at Chotti Nehar, Malakpur, Pathankot-145025 at 12:00 pm on Friday, the 30th September, 2022.

.....
 Full Name of the Member (in Block letters) No. of shares held

.....
 Signature

Folio No. / DP ID No. * & Client ID No. *

*Applicable for members holding shares in electronic form

.....
 Full name of Shareholder/Proxy (in block letters)

NOTE: Member/Proxy wishing to attend the Meeting must bring the Admission Slip to the Meeting and hand over duly signed at the registration counter.



Form No MGT-11 PROXY FORM

CIN: LI5319PB1993PLC012975 PIONEER AGRO EXTRACTS LIMITED
Regd. Office: Chhoti Nehar, Malakpur-145025, Pathankot (Punjab)

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

Name of the Member (s): Registered Address: Email ID:

Folio No. / Client ID:

DP ID:

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

1. Name: Address:

Email ID: Signature: or failing him

2. Name: Address:

Email ID: Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on the 30th Day of September, 2022 at 12:00 P.M. at Chhoti Nehar, Malakpur-145025, Pathankot (Punjab) and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolutions | For | Against |
|--|-----|---------|
| 1. To receive, consider and adopt the audited financial statements as per Indian Accounting Standards (Ind-AS), on a standalone basis of the Company for the year ended 31 st March, 2022 and the Reports of the Board of Directors and the Auditors thereon; | | |
| 2. To appoint a Director in place of Mr. Sanjeev Kumar Kohli (DIN:07144225), who retires by rotation and being eligible, offers himself for re-appointment; | | |
| 3. To consider and approve for giving authorization to Board of Directors to advance any Loan, give any guarantee or to provide any security to all such person specified under Section 185 of the companies Act, 2013 upto an aggregate limit of INR 4.50 Crores | | |
| 4. To consider and approve the Re-appointment of Mr. Jagat Mohan Aggarwal (DIN: 00750120) as the Chairman cum Managing Director of the Company to hold office for a period of 5 years with effect from 30 th September, 2022 | | |

Signed this day of 2022

Signature of Shareholder

Signature of Proxy holder(s)

Note: The 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.

Affix Revenue
Stamp



Annexure – III

Pioneer Agro Extracts Limited
Registered Office: Chotti Nehar, Malakpur, Pathankot (Pb.) - 145 024
Phone: +91-186-2345352, Fax: +91-186-2345351,
E-mail: complianceofficer@pioneeragro.co.in
Website: www.pioneeragro.co.in

Folio No./DPID & Client ID:

Sl. No.:

Number of shares held:

Name & Address

Dear member,

Sub: **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013, and rules framed there under and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide member e-voting facility to cast their votes electronically in respect of the business to be transacted at the 30th Annual General Meeting scheduled to be held on Friday, 30th September, 2022 at 12:00 P.M. The Company has engaged the services of National Securities Depository Ltd (NSDL) for providing e-voting facilities. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e- voting on resolutions placed by the Company one-voting system.

The e-Voting particulars are set out below:

| EVEN (E-Voting Event Number) | User ID | Password |
|-------------------------------------|----------------|-----------------|
| 117502 | | |
| | | |

The e-voting facility is available during the following voting period:

Commencement of e-voting: From 26th September, 2022 at 9.00a.m. **End of e-voting:** Upto 29th September, 2022 at 5.00p.m.

The cut-off date (i.e. the record date) for the purpose of e-voting is 23rd September, 2022. E-voting facility is available at the link- <https://www.evoting.nsdl.com>

Please refer the detail instructions printed over leaf for e-voting. This communication forms an integral part of the Notice dated 05th September, 2022 for the 30th Annual General Meeting (AGM) to be held on Friday, 30th September, 2022 at 12:00 P.M.

The Notice of the Annual General Meeting of the Company can also be downloaded from the website of the company, www.pioneeragro.co.in

**By Order of the Board of Directors
For Pioneer Agro Extracts Limited**

Sd/-
(Dharna Bhatia)
Company Secretary
ACS- 51229

Place: Pathankot, Punjab
Date: 05th September, 2022



DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 30th Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2022.

Financial Review

Summarized Profit & Loss Account

(in Lakh)

| | For the year ended 31 st March, 2022 | For the year ended 31 st March, 2021 |
|--|--|--|
| Turnover | 54.58 | 0.00 |
| Other Income | 30.82 | 68.88 |
| Total revenue from operations | 85.40 | 68.88 |
| Operating Cost | 81.1 | 25.1 |
| Profit before Depreciation, interest, tax (PBITD) | 4.3 | 43.78 |
| Depreciation | 3.97 | 5.77 |
| Profit Before Interest & Tax | 0.33 | 38.01 |
| Profit Before exceptional Items | 0.33 | 38.01 |
| Profit before Tax | 0.33 | 38.01 |
| Taxations | 0.11 | (0.16) |
| Profit for the year | 0.22 | 38.17 |
| Basic EPS (Rs) | 0.01 | 0.88 |

COMPANY'S PERFORMANCE REVIEW

During the Financial Year 2021-22:

- ☞ During the *financial year 2021-22, revenue from operations* on standalone basis increased to **Rs. 54.58 lakhs as against Rs. 0.00 Lakhs** in the previous year;
- ☞ *Other income* decreased to **Rs. 30.82 lakhs as against Rs. 68.88 lakhs** in the previous year- a loss of 55.26%;
- ☞ **Profit after tax** for the current year is **Rs. 0.22 against Rs. 38.17** in the previous year-a decrease of 99.42%

SECRETARIAL STANDARDS

Pursuant to the provisions of *Section 118 of the Companies Act, 2013*, the Company has complied with the applicable provisions of secretarial standards issued by the Institute of Company Secretaries of India.

DIVIDEND

During the year under review, the Company has not carried on any business activity and as a result of which, the Board of Directors have not recommended any dividend on the equity share capital. The Company wants to conserve there sources of the company.



RESERVES

During the year under review, there was no amount transferred to any of the reserves by the Company.

SHARE CAPITAL

The Company has issued and subscribed capital of Rs. 439.79 in lacs (divided into 43,97,900 equity shares of Rs. 10 each, out of which 43,32,300 shares of Rs. 10 are fully paid up and 65,600 shares are paid up to the tune of Rs.4 each and thus forfeited by the company. Therefore the paid-up Capital of the Company stands at Rs. 435.85(lacs).

DEPOSIT

During the financial year 2021-2022, the Company has not accepted any deposit within the meaning of *Sections 73 and 74 of the Companies Act, 2013* read together with the *Companies (Acceptance of Deposits) Rules, 2014*.

CONVERSION, NAME CHANGE OF COMPANY & NATURE OF BUSINESS.

- ☞ During the financial year, your company hasn't changed its name;
- ☞ During the year under the review, there was no change in the nature of business of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

- Pursuant to Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, **Mr. Sanjeev Kumar Kohli (DIN:07144225)**, Non-Executive Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- *Resignation of Mr. Dikshant Singh Panwar (Membership No. 42741) as the Company Secretary of the Company:*

Mr. Dikshant Singh Panwar, put forth his resignation as the Company Secretary of the Company w.e.f 10.11.2021 due to his personal engagements. The Board accepted his resignation from the post of the Company Secretary of the Company in their meeting held as on 10th Day of November, 2021.

- *Appointment of Mrs. Dharna Bhatia (Membership No. A51229) as the Company Secretary of the Company:*

Upon the resignation of Mr. Dikshant Singh Panwar, it was required to appoint a new Company Secretary of the Company. Caricature of Mrs. Dharna Bhatia was proposed to be appointed as the new Company Secretary w.e.f 11.11.2021 of the Company. Board accepted the proposal for her appointments vide resolution passed in the meeting held on 10th Day of November, 2021.

- Other than above, there is no change in the directorship of the Company.



Declaration of Director's Independence

The Company has received the following declarations from all the Independent Directors confirming that:

- ☞ They meet the criteria of independence as prescribed under the provisions of the Act, read with the schedules and rules issued thereunder, as well as of Regulation 16 of the Listing regulations;
- ☞ In terms of Regulation 25(8) of the Listing Regulations, they are not aware of any circumstance or situation, which exist or may be reasonably anticipated; they could impair or impact their ability to discharge their duties.

In terms of Regulation 25(9) of the Listing Regulations, the Board of Directors has ensured the veracity of the disclosures made under Regulation 25(8) of the Listing Regulations by the Independent Directors of the Company.

Remuneration of Directors, Key Managerial Personnel's and Senior Management

The remuneration paid to the Directors, Key Managerial Personnel's and Senior Management is in accordance with the Nomination and Remuneration policy formulated in accordance with Section 178 of the Act and Regulation 19 of the Listing Regulations.

Number of meetings of the Board

6(Six) meetings of the Board of Directors were held during the financial year **2021 - 22**. The details of the meetings of the Board of Directors of the Company convened during the financial year **2021-22** are given in the Corporate Governance Report which forms part of this Report.

Committees of the Board

Pursuant to *Section 135, Section 177, Section 178 and Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014, Secretarial Standard 1 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015* the Board has Constituted three committees: *the audit committee, the nomination and remuneration committee and the stakeholder's relationship Committee.*

A detailed note on the composition of the Board and its committee's with other details regarding all the Committees are provided in the **Corporate Governance Report** which is a part of this report.

NOMINATION AND REMUNERATION POLICY

The salient features of the Nomination and Remuneration Policy of the Company are set out in the Corporate Governance Report which forms part of this Annual Report.

The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment & Re - appointment of Directors on the Board of the Company and persons holding senior management positions in the Company, including their remuneration and other matters as provided under Section 178 of the Act and Listing Regulations.



PERFORMANCE EVALUATION

The Nomination and Remuneration Policy of the Company empowers the Nomination and Remuneration committee to formulate a process for effective evaluation of the performance of individual directors, committees of the Board and the Board as a whole.

The Board formally assesses its own performance based on parameters which, inter alia, include performance of the Board on deciding long term strategy, rating the composition and mix of Board members, discharging of governance and fiduciary duties, handling critical and dissenting suggestions, etc.

The parameters for the performance evaluation of the Directors include contribution made at the Board meeting, attendance, instances of sharing best and next practices, domain, knowledge, vision, strategy, engagement with senior management etc.

The independent directors at their separate meeting review the performance of non – independent directors and the Board as a whole, chairperson of the Company after taking into account the views of Executive director and non – executive directors, the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform the duties.

Based on the outcome of the performance evaluation exercise, areas have been identified for the Board to engage itself with and the same would be acted upon.

The details of the evaluation process are set out in the Corporate Governance Report which forms a part of this Annual Report.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

All new independent directors inducted into the Board are familiarized with the operations and functioning of the Company. The details of the training and familiarization program are provided in the Corporate Governance report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to *Section 134 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)*, the Directors of the Company confirm that:

- (a) In the preparation of the annual accounts for the financial year ended 31st March, 2022, the applicable Accounting Standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Companies as at 31st March, 2022 and of profit and Loss of the Company for the financial year ended 31st March, 2022;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Company Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (d) the annual accounts have been prepared on a “going concern” principal;



- (e) proper internal financial control laid down by the directors were followed by the Companies and that such internal financial controls are adequate and operating effectively ; and;
- (f) Proper system to ensure compliance with the provisions of all applicable laws was in place and that such system are adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis as stipulated under the Listing Regulations is presented in a separate section forming part of this Annual Report as *Annexure-A*. It speaks about the overall industry structure, global and domestic economic scenarios, developments in business operations/performance of the Company's various businesses viz., decorative business, international operations, industrial and home improvement business, internal controls and their adequacy, Risk, threats, outlook etc.

CORPORATE GOVERNANCE REPORT

In compliance with *Regulation 34 of the Listing Regulations*, a separate report on Corporate Governance along with a Certificate of Auditors on its Compliance forms an integral part of this Report Annual Report as *Annexure-B*.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

Company does not have any Subsidiary / Joint Ventures / Associate Companies.

CONSOLIDATED FINANCIAL STATEMENT

In accordance with the provisions of the Act, Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable Accounting Standards, the Company is not required to submit Audited Consolidated financial statements of the Company, together with the Auditor's report from part of this Annual Report.

AUDITORS AND AUDITOR'S REPORT

Secretarial Auditors

The Board of Directors of the Company has appointed *Mr. Bhupendra Kaushik, Practicing Company Secretary, (Certificate of Practice No. 12453)* as the Secretarial Auditor to conduct an audit of secretarial records for the financial year **2021-22**.

The Secretarial Audit Report for the financial year ended 31st Day of March, 2022 under Act, read with Rules made thereunder and Regulations 24A of the listing regulations (including any statutory modification(s) or re – enactment(s) thereof for the time being in force) is set out in the *Annexure-C* to this report.

The Secretarial Audit Report does not contain any qualification.

The Board has appointed *M/s Karan Khurana & Associates, Practicing Company Secretary, (Certificate of Practice No. 15397)*, as Secretarial Auditors of the Company for FY 2022 – 23. The



company has received consent from Mr. Karan Khurana to act as the auditor for conducting audit of the secretarial records for the financial year ending as on 31st Day of March, 2023.

Statutory Auditors

M/s Piyush Mahajan & Associates (Chartered Accountants) (FRN: 028669N), were re-appointed as the Auditors of the Company at 29th Annual General Meeting till the conclusion of the Thirty Third Annual General Meeting, to conduct the audit till the March 31, 2026.

M/s Piyush Mahajan & Associates (Chartered Accountants) (FRN: 028669N) has confirmed that they are not disqualified from continuing as Auditors of the Company.

The Auditors have issued an unmodified opinion on the Financial Statements for the financial year ended 31st March, 2022. The Auditors' Report for the financial year ended 31st March, 2022 on the financial statements of the Company is a part of this Annual Report.

Internal Auditor

M/s Yudhistar Sharma & Co., Chartered Accountants was re-appointed by the Board of Directors to perform the duties of Internal Auditor of the Company for the Financial Year 2022-23.

BUSINESS RESPONSIBILITY STATEMENT

A Business Responsibility Report as required in terms of the provisions of Regulation 34(2)(f) of SEBI Listing Regulations, is not applicable on the Company.

DETAILS ON INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

The Company has established a robust framework for internal financial controls. The Company has in place adequate controls, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information. During the year, such controls were assessed and no reportable material weaknesses in the design or operation were observed.

Accordingly, the Board is of the opinion that the Company's internal financial controls were adequate and effective during **FY 2021-22**.

OTHER STATUTORY DISCLOSURES

Annual Return

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the annual return of the Company is available on the Company's website at the following web link: <http://www.pioneeragro.co.in/code-of-conduct.html>.

Vigil Mechanism / Whistle Blower Policy



The Company promotes ethical behaviour in all its business activities and has put in place a Mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy which provides a channel to the employees and Directors to report to the Management, concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or policy.

The Company has provided email address of Vigilance and Ethics Officer in its policy to which all protected disclosures should be addressed. It is affirmed that no person has been denied access to the Audit Committee. The employees are encouraged to voice their concerns by way of whistle blowing and the policy provides complete confidentiality and safeguard of the employees who raises the whistle against such improper conduct. The Whistle Blower Policy has been communicated to all the Directors and employees of the Company through website of the Company i.e. <http://www.pioneeragro.co.in/code-of-conduct.html>.

Significant and Material Orders passed by the Regulators or Courts or Tribunals

There are no such significant and material orders passed by the regulators or courts or tribunals, impacting the going concern status and company's operations in future.

Loans, Guarantees or Investments

☞ Details of Loans:-

The members of the company in the 28th Annual General Meeting had approved loans of an amount of ₹ 3.00 Crores to **Pioneer Industries Private Limited** (formerly known as **Pioneer Industries Limited**) (a body corporate in which director is interested), pursuant to the provisions of section 185(2) of the Companies Act, 2013.

☞ Details of Investments:-

During the year under the review, the company has not directly or indirectly invested in any body corporate.

☞ Details of Guarantee / Security Provided:-

During the year, the Company has not directly or indirectly, given any guarantee or provided any security in connection with a loan to any other body corporate or person(s).

Particulars of Contracts or Arrangements with Related Parties

All the related party transactions which were repetitive in nature, entered on arm's length basis in the ordinary course of business and compliance with **Section 188 (1) of the Companies Act 2013** read with rules made there under, **Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and other applicable provisions of the Law.

All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on dealing with and Materiality of Related Party Transactions, formulated by the Company.



The Related Party Transactions Policy as approved by the Board was uploaded on the Company's website pursuant to **Regulation 46 of the SEBI (LODR) Regulations, 2015** at the web link:

<http://www.pioneeragro.co.in/Results/POLICY%20ON%20RELATED%20PARTY%20TRANS ACTIONS.pdf>.

The information relating to particulars of contracts or arrangements with related party prepared under Section 188(1) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rule, 2014 is in **Form AOC-2** is appended as **Annexure-D** to the **Directors' Report** as required.

Details of the transactions with Related Parties are provided in the accompanying financial statements. Members may refer to Note 23 to the financial statements which sets out related party disclosures.

Particulars of Employees

Pursuant to **Section 197(12) of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**, details/information related to the remuneration of Directors and Key Managerial Personnel are set out as **Annexure-E** to the Directors' Report.

There is no information required to mention under **Rule 5 (2)** except statement showing details pertaining to names of the top ten employees in terms of remuneration drawn and various other details related as per **Rule 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016**.

Further, the Company has no such employee who falls under **Rule 5 (2)(i), (ii) and (iii) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Amendment Rules, 2016**.

Code of Conduct

The Board of Directors has approved a code of conduct which is applicable to members of the Board and all employees in the course of day to day business operations of the Company. The code has been placed on the Company's website <http://www.pioneeragro.co.in/code-of-conduct.html>. The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and Senior Management personnel have confirmed compliance with the code.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo.

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated **under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014** are given in **Annexure -F**.

Policy on Prevention of Sexual Harassment at Workplace



The Company has formulated a Policy on prevention of Sexual Harassment at workplace for prevention, prohibition and redressal of Sexual Harassment of Women at Workplace (Prevention, Prohibition and redressal) Act, 2013(hereinafter referred to as "Prevention of Sexual Harassment Act").

To prevent the sexual harassment in workplace the company has set up Internal Complaints Committee in the company comprising a presiding officer who is senior level woman employee, members with legal knowledge or experience in social work and one independent member from outside the organization who expertise in dealing with such matters and has the relevant knowledge and experience. The Committee is responsible for dealing with all matters related to the subject. The committee constitution has been communicated to all employees.

The Company is committed to providing a safe and conducive work environment to all of its employees and associates. The Company periodically conducts sessions for employees across the organization to build awareness about policy and the provisions of Prevention of Sexual Harassment Act.

During the financial year 2021-22, company has not received any complaint of Sexual Harassment.

APPRECIATION

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

The Board conveys its appreciation for its customer, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

**For and on behalf of the Board
Pioneer Agro Extracts Limited**

Date: 05th September, 2022
Place: Pathankot

Sd/-
Jagat Mohan Aggarwal
(Managing Director)
DIN: 00750120

Sd/-
Sanjeev Kumar Kohli
(Director)
DIN: 07144225



Management Discussion and Analysis Report

The information is required in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forming a part of the Boards' Report for the year ended March 31, 2022 and has to be read in Conjunction with the Company's financial statements, which follows this Section. The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

Industry Structure & Development

Pioneer Agro Extracts Limited (PAEL) was incorporated carrying main objects to manufactures hydrogenated vegetable and refined oils, a staple product used for the process of cooking. It is producing quality products and has equipped its plant with highly sophisticated equipments to ensure that the products do not only qualify the specifications as prescribed in different enactments by the Government but also satisfy the international quality parameters.

It was a leading manufacturer and marketer of healthier edible and vanaspati oils having strong portfolio of Brand viz ISHWAR. Company experienced a cut throat competition from other established market players and unorganized sectors, and Company had sold its edible and vanaspati oil business in year 2015.

The company has engaged services of qualified and talented staff down to the floor level. PAEL carries core philosophy to make use of the natural resources to fulfill the needs of human kind. In line with expansion plans, Pioneer Agro is keen on identifying new and different business opportunity in worldwide markets with an aim to replicate its leadership position in new business.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has evolved a system of internal controls to ensure that the transactions are authorized, recorded and correctly reported. The internal control system is supplemented by management reviews and independent periodical internal audit which evaluates the functioning and quality of internal control and provide assurance of its adequacy and effectiveness.

The Key Constituents of the Internal Control System are:

- Establishment and review of Business Plans
- Identification of Key Risks and opportunities
- Policies on operational and strategic risk management
- Clear and well defined organization structure and limits of financial authority
- Continuous identifications of areas requiring strengthening of internal controls
- Operating procedures to ensure effectiveness of business processes
- System of monitoring compliance with statutory regulations
- Well defined principles and procedures for evaluation of new business proposals/capital expenditure.
- A robust management information system
- A robust internal audit & review system



M/s Yudhisthir & Co., Chartered Accountants have been appointed as Internal Auditor to carry out Internal Audit in terms of provisions of Section 138 of Companies Act, 2013.

Reports of Internal Audit are regularly reviewed by the Management and corrective action implemented & will be taken to strengthen the controls and enhance the effectiveness of the existing system. Internal Audit Reports are presented to the Audit Committee of the Board.

OPPORTUNITIES & THREATS

Opportunities:

The external environmental analysis may reveal certain new opportunities for profit and growth. Such opportunities may include:

- Promoters' rich experience in the industry;
- Extensive Marketing and Distribution Network;
- Diverse Agro-ecological situations;

Threats:

Changes in external environmental also may present threats to the firm. Such threats may include:

- Emergence of substitute products;
- New regulations;
- Increased trade barriers;
- Production situation;
- Processing situation

RISK MANAGEMENT

The Company has a well-defined process in place to ensure appropriate identification and treatment of risks. Risk identification exercise is inter-woven with the annual planning cycle which ensures both regularity and comprehensiveness. The identification of risk is done at strategic, business, operational and process levels. While the mitigation plan and actions for risks belonging to strategic, business and key critical operational risks driven by senior leadership, for rest of the risks, operating managers drive the conception and subsequent actioning of mitigation plans.

The key strategic, business and operational risks which are significant in terms of their impact to the overall objectives of the Company along with status of mitigation plans are periodically presented and discussed in the Board Meetings. The Company, through its risk management process, aims to contain the risks within its appetite. There are no risks which in opinion of the Board threaten the operations and existence of the Company.

FUTURE OUTLOOK

Pioneer Agro is keen on identifying new and different business opportunity in worldwide markets with an aim to replicate its leadership position in new business.

FINANCIAL PERFORMANCE

The revenue from the operation of the Company is Rs. 54.58 Lakh. Other income for the financial year under review was of ₹30.82 lakhs as against ₹68.88 lakhs which were recorded for the previous financial year.



An overview of the financial performance is given in the Director's Report. The Audit Committee constituted by the Board of Directors periodically reviews the financial performance and reporting systems.

KEY FINANCIAL RATIO

The Key financial Ratio also form part of the notes to the Balance Sheet. However, brief details of same are as follow:

| Ratios | FY 2021-22 | FY 2020-21 |
|---|------------|------------|
| Current ratio (in times) | 40.79 | 43.02 |
| Debt-Equity ratio (in times) | 0.00 | 0.00 |
| Debt service coverage ratio (in times) | NA | NA |
| Return on equity ratio (in %age) | 0.04 | 7.31 |
| Trade receivables turnover ratio (in times) | NA | NA |
| Trade payables turnover ratio (in times) | NA | NA |
| Net capital turnover ratio (in times) | 0.17 | 0.13 |

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis report detailing the Company's objective, projections about the future, estimates, expectations or predictions including, but not limited to, statements about the Company's strategy for growth, products development, market position and expenditures may be "forward - looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could difference to the Company' operations include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statues or other incidental factors.

DECLARATION

As provided under LODR Regulation, 2015 with the Stock Exchanges, all Board Members and Senior Management Personnel have affirmed compliance with the Company's Code of Business Conduct and Ethics for the year ended 31st March, 2022.

**For and on behalf of the Board
Pioneer Agro Extracts Limited**

Date: 05th September, 2022
Place: Pathankot

Sd/-
Jagat Mohan Aggarwal
(Managing Director)
DIN: 00750120

Sd/-
Sanjeev Kumar Kohli
(Director)
DIN: 07144225



Corporate Governance Report

PAEL Philosophy on Corporate Governance

The Company is committed to good Corporate Governance. The Company fully realizes the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. The Company is providing detailed information on various issues concerning the Company's business and financial performance to its shareholders.

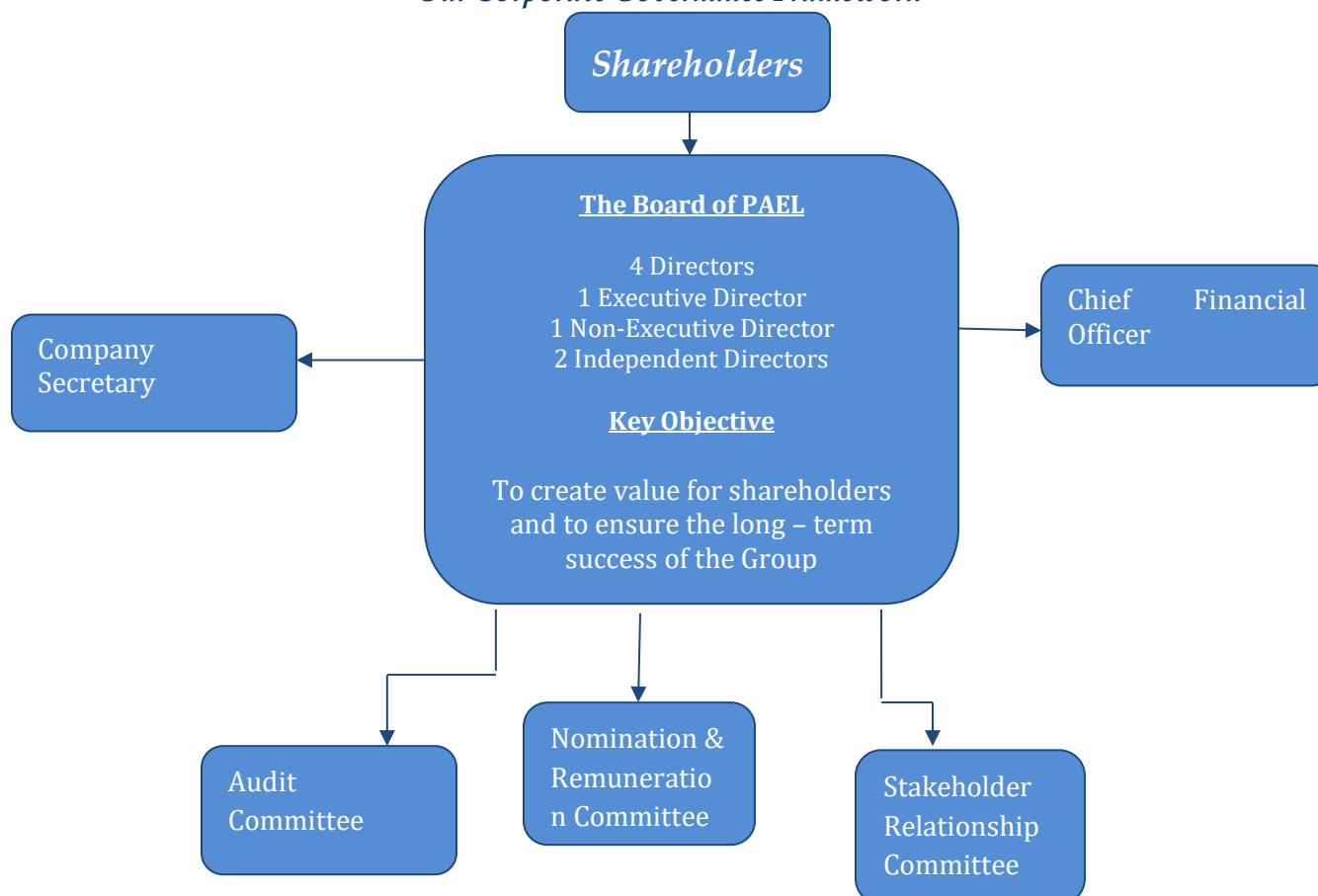
The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholder value, keeping in view the needs and interests of all its stake holders. The Company is committed to transparency in all its dealings and places emphasis on business ethics.

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing obligations and disclosure Requirements) Regulations, 2015 (Listing Regulations) and the report contains the details of Corporate Governance systems and processes at Pioneer Agro Extracts Limited.

Governance Structure and Defined Role and Responsibilities

Pioneer Agro Extracts Limited (PAEL) governance structure comprises of Board of Directors, committees of the Board and the Management.

Our Corporate Governance Framework





Board of Directors

The Board of Directors have the ultimate responsibility of ensuring effective management, long term business strategy, general affairs, performance and monitoring the effectiveness of the Company's corporate governance practices. The Managing Director reports to the Board and is in charge of the management of the affairs of the Company, executing business strategy in consultation with the Board and achieving annual long term business targets. The Managing Director acts as a link between the Board and the management.

Composition of the Board

The Company believes in a well - balanced Board which enriches board discussions and enables effective decision making. The Board has an optimal mix of executive and Non - executive directors who have considerable expertise in their respective fields including competencies required in context of Company's businesses.

The composition and size of the Board is reviewed periodically to ensure an optimum mix of directors with complementary skill sets and varied perspectives for constructive debates facilitating more effective decision making.

As on the date of this report, the Board comprises of 4 (Four) Directors, 1 (One) is Executive Promoter Directors, 1 (One) Non-Executive Director, 2 (Two) Independent Directors.

The composition of the Board is in conformity with the requirements of Regulation 17 of the Listing Regulations as well as the Companies Act, 2013 read with the rules issued thereunder.

| S. No. | Name of Director | Category | No. of Other Directorships (As on 31.03.2022) | Total No. of Committee positions in Mandatory Committees (As on 31.03.2022) | | |
|--------|--|------------------------------|---|---|--------|-------|
| | | | | Chairman | Member | Total |
| 1. | Mr. Jagat Mohan Aggarwal DIN:00750120 | Promoter, Executive Director | 2 | - | 2 | 2 |
| 2. | Mr. Sanjeev Kumar Kohli DIN: 07144225 | Non-Executive Director | - | - | 1 | 1 |
| 3. | Mr. Rajinder Kumar Uppal DIN:06879625 | Independent Director | - | 3 | - | 3 |
| 4. | Mrs. Neeraj P. Sharma DIN:07113928 | Independent Director | - | - | 3 | 3 |



The attendance of each Director at all meetings of Board of Directors and at the last Annual General Meeting held during the FY 2021-2022:

| Date of Board Meetings | Name of Directors | | | |
|------------------------|--------------------------|-------------------------|--------------------------|-----------------------|
| | Mr. Jagat Mohan Aggarwal | Mr. Sanjeev Kumar Kohli | Mr. Rajinder Kumar Uppal | Mrs. Neeraj P. Sharma |
| 14/04/2021 | | | | |
| 24/06/2021 | | | | |
| 14/08/2021 | | | | |
| 28/08/2021 | | | | |
| 10/11/2021 | | | | |
| 31/01/2022 | | | | |

| Date of General Meeting | Name of Directors | | | |
|-------------------------|--------------------------|-------------------------|--------------------------|-----------------------|
| | Mr. Jagat Mohan Aggarwal | Mr. Sanjeev Kumar Kohli | Mr. Rajinder Kumar Uppal | Mrs. Neeraj P. Sharma |
| 30/09/2021 | | | | |

Leave of absence was not obtained by any Directors as no one was absent in any Board / General Meeting held and no one has abstained himself/herself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence from the Board. Hence, no one falls under the limit of section 167(1)(b) of the Companies Act, 2013. The necessary quorum was present for all the meetings.

The Board periodically reviews the compliance reports of laws applicable to the Company, as prepared.

Shareholding of Board of Directors:

| S.No | Name of Director | Shareholding |
|------|--------------------------|--------------|
| 1 | Mr. Jagat Mohan Aggarwal | 13,68,089 |
| 2 | Mr. Sanjeev Kumar Kohli | - |
| 3 | Mr. Rajinder Kumar Uppal | - |



Disclosure of relationship between directors inter-se:

NIL

Information Placed before the Board:

The Board has complete access to all company – related information. The Company secretary is responsible for collation, review and distribution of all papers submitted to the Board and committees thereof for considerations. The agenda for the meetings is circulated well in advance to the directors to ensure that sufficient time is provided to Directors to prepare for the meeting.

The Company secretary attends all the meetings of the Board and its committees and is, inter alia, responsible for recording the minutes of such meetings. The draft minutes of the Board and its committees are sent to the members for their comments in accordance with the Secretarial Standards. Thereafter, the minutes are entered in the minute's book within 30 (thirty) days of conclusion of the meetings, subsequent to incorporation of the comments, if any, received from the Directors.

The company adheres to the provisions of the Companies Act, 2013 read with the rules issued thereunder, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors, its committees and the General meetings of the shareholders of the Company.

The meetings of the Board of directors are generally held in Delhi. The maximum interval between any 2 (Two) consecutive Board Meetings as well within the maximum allowed gap of 120 (One hundred and twenty) days. The necessary quorum was present for all the meeting.

Evaluation of Board:

In terms of the requirement of the Companies Act, 2013 and the listing regulations an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with an aim to improve the effectiveness of the Board and the Committees. During the year, Board Evaluation Cycle was completed by the Company internally which included the evaluation of the Board as a whole, Board Committees. The exercise was led by the Chairman along with the Chairman of the Nomination and Remuneration Committee of the Company. The evaluation process focused on various aspects of the functioning of the Board and Committees such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc.

As an outcome of the above exercise, it was noted that the Board as a whole is functioning as a cohesive body which is well engaged with different perspectives. The Board Members from different backgrounds bring about different complementarities that help Board discussions to be rich and value adding. It was also noted that the Committees are functioning well and besides the Committee's terms of reference as mandated by law, important issues are brought up and discussed in the Committee Meetings. The evaluation exercise also suggested that the Board succession planning exercise has been embedded well in the Board processes.



Independent Directors:

Schedule IV of the Companies Act, 2013 and Secretarial Standard – 1A Meetings of the Board of Directors mandates that the Independent Directors of the Company hold at least one meeting in a year, without the attendance of non – Independent Directors.

Independent director's databank registration

Pursuant to a notification dated 22nd October, 2019 issued by the Ministry of Corporate Affairs, all Independent directors are registered with the Independent Director's Databank.

During the financial year 2021-22, a separate meeting of the Independent Directors was held on 24/03/2022.

The independent directors, inert alia, discussed and reviewed performance of Non – Independent Directors, the Board as a whole, chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarization Programme for Independent Directors:

On and after listing of the shares of your company, pursuant to Regulation 25(7) of the Listing Regulations it was required to form a Familiarization Programme to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

Such programmes/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, services and product offerings, organization structure, finances, sales and marketing, human resources, technology, quality of products, facilities and risk management and such other areas as may arise from time to time. The above programme also includes the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities. The Company also circulates news and articles related to the industry from time to time and provide specific regulatory updates.

The Familiarization programme for Independent Directors in terms of Regulation 25(7) of the Listing Regulations is uploaded on the website of the Company and can be accessed through the following link: <http://www.pioneeragro.co.in/code-of-conduct.html>.

Declarations

The Company has received declarations from the Independent Directors that they meet the criteria of Independence laid down under the Companies Act, 2013 and the listing regulations.

The Board of Directors, based on the declaration(s) received from the Independent Directors, has verified the veracity of such disclosures and confirms that the Independent Directors fulfil the conditions of Independence specified in the Listing regulations and the Companies Act, 2013 and are independent of the management of the Company.



Committees of the Board

In terms of the Listing Regulations, the Board of the Company has constituted the following Committees:-

- ✚ Audit Committee;
- ✚ Nomination & Remuneration Committee;
- ✚ Stakeholders Relationship Committee;

| Name of Committee | Extract of Terms of Reference | Category and Composition | | Meetings & Attendance |
|---------------------------------------|--|--------------------------|----------|---|
| Statutory Committee | | | | |
| Audit Committee | <ul style="list-style-type: none">• Appoints the independent auditor and oversees the auditing process;• Ensures legal and regulatory compliances including the effective implementation of the code of conduct;• Ensures the integrity, accuracy and adequacy of accounting records;• Reviews the business contingency planning process within the group. | Name | Category | <ul style="list-style-type: none">• 5 Meeting Held during Financial Year 2021-2022 on the following dates: ✓ 14.04.2021; ✓ 15.06.2021; ✓ 05.08.2021; ✓ 02.11.2021., ✓ 22.01.2022. All the Members were present in every meetings. |
| | | Mr. Rajinder Kumar Uppal | Chairman | |
| | | Mr. Jagat Mohan Aggarwal | Member | |
| | | Mrs.Neeraj P. Sharma | Member | |
| Nomination and Remuneration Committee | <ul style="list-style-type: none">• Prepares and recommends governance principles applicable to the group;• Keeps abreast of best corporate practices;• Evaluate the effectiveness and qualifications of the Board and its committees;• Responsible for Director's succession planning;• Develops and recommends to the Board criteria for the selection of Directors and senior management. | Name | Category | <ul style="list-style-type: none">• 1 Meeting Held during Financial Year 2021-2022 on the following dates: ✓ 22.01.2022; • All the Members were present in all the meetings. |
| | | Mr. Rajinder Kumar Uppal | Chairman | |
| | | Mrs. Neeraj P. Sharma | Member | |
| | | Mr. Sanjeev Kohli | Member | |



| | | | | |
|--|---|--------------------------|-----------------|---|
| | <ul style="list-style-type: none"> Details of policy of Nomination and Remuneration committee are given below. | | | |
| Stakeholders Relationship Committee | <ul style="list-style-type: none"> Consider and resolve the grievances of security holders. Consider and approve issue of share certificates, transfer and transmission of securities, etc. Redressal of serious complaints received from shareholders/investors on non-receipt of shares after transfer in the physical form, complaints on Non-receipt of annual report, Non receipt of declared dividends etc. Set forth the policies relating to and to oversee the implementation of Policy for Prevention of Insider Trading and to review the concerns received under the Code of Conduct. | Name | Category | <ul style="list-style-type: none"> 1 Meeting Held during Financial Year 2021-2022 on the following dates: ✓ 02/11/2021; All the Members were present in the meeting. No Complaint were remained pending against the company, during the financial year 2021-22. |
| | | Mr. Rajinder Kumar Uppal | Chairman | |
| | | Mr. Jagat Mohan Aggarwal | Member | |
| | | Mrs. Neeraj P. Sharma | Members | |

Remuneration of Directors: NIL

Criteria of making payments to Non- Executive Directors: NIL

Service contracts, notice period, severance fees

The appointment of the Executive Directors are governed by Resolutions passed by the Shareholders of the Company, which covers the terms and conditions of such appointment, read with the service rule of the Company. A separate service contract is not entered into by the Company with Executive Directors.

Stock option details



The Company does not have any stock option scheme.

Nomination & Remuneration Policy of the Company

The Nomination & Remuneration Policy of the Company is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The Policy emphasize on promoting talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

The Remuneration Policy applies to Directors, Senior Management Personnel including its Key Management Personnel (KMPs) and other employees of the Company. When considering the appointment and remuneration of Whole-time Directors, the Nomination and Remuneration Committee inter -alia considers pay and employment conditions in the industry, merit and seniority of person and the paying capacity of the Company. Remuneration of KMPs and senior management personnel is decided by the Managing Director. The remuneration to other employees is fixed as per principles outlined above.

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration.

General Body Meetings

The location, time and resolutions passed in the Annual General Meetings held in last 3 years are given below:

| Date | Location | Time | Items Approved by Special Resolution |
|--|--|-----------|--|
| 30 th September, 2019 | Chhoti Nehar, Malakpur, Pathankot - 145025 (Punjab) | 2.00 P.M. | 1. To consider the re-appointment of Sh. Rajinder Kumar Uppal as an Independent Director (DIN: 06879625) of the Company; 2. To consider the re-appointment of Sh. Dinesh Sharma as an Independent Director (DIN: 02989514) of the Company; |
| 30 th September, 2020 | VIDEO CONFERENCING (“VC”) / OTHER AUDIOVISUAL | 2.00 P.M. | 1. To give further loan of ₹ 30 Lakhs to Pioneer Industries Private Limited, a Body Corporate in which Director is interested; 2.To consider the re-appointment of Smt. Neeraj P. Sharma as an Independent Director (DIN: 07113928) of the Company; |
| 30 th September, 2021 | Chhoti Nehar, Malikpur, Pathankot - 145025 (Punjab) | 2.00 P.M. | NIL |



Extra ordinary General Meeting

During the financial year 2021-22, no Extra Ordinary General Meeting was held by your company.

Postal Ballot

No special resolution was put through postal ballot during the financial year 2021-22.

None of the business proposed to be transacted in the ensuing Annual General Meeting (AGM) require passing of a Special Resolution through postal ballot.

Means of Communications

The company promptly discloses information on material corporate developments and other events as required under Listing Regulations. Such timely disclosures indicate the good corporate governance practices of the Company. For this purpose, it provides multiple channels of communications through dissemination of information on the on - line portal of the Stock Exchanges, press releases, the Annual Reports and by placing relevant information on its website.

Publication of Financial Information

Quarterly, half yearly and annual financial results of the Company are published in leading English and Hindi newspapers, viz., The Pioneer and Aaj Di Aawaj. It is also displays on official news releases; Relevant information is displayed on the website of the Company at <http://www.pioneeragro.co.in/code-of-conduct.html>

Website and News Releases

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'investor relation' on the Company's website gives information on various announcement made by the Company, Annual reports, quarterly/half yearly/ Nine - months and Annual financial results along with the applicable policies of the Company. The Company's official new releases and presentations made to the institutional investors and analyst are also available on the Company's website <http://www.pioneeragro.co.in/bod-new.html#> and other relevant information of interest to the investors are also placed under the Investor Relation sections on the Company's website.

Stock Exchange

The Board of Directors has approved a policy for determining materiality of events for the purpose of making disclosure to the stock exchanges. The Managing director and the CFO & Company Secretary are empowered to decide on the materiality of information for the purpose of making disclosures to the stock exchanges. The Company makes timely disclosures of necessary information to Bombay Stock Exchange (BSE) in terms of the Listing regulations and other applicable rules and regulations issued by the SEBI.



General Shareholder Information

| | |
|--|---|
| <i>Corporate Identity Number (CIN)</i> | L15319PB1993PLC012975 |
| <i>Registered Office</i> | Chhoti Nehar, Malakpur, Pathankot, Punjab - 145025 |
| <i>Website/Email</i> | Website: http://www.pioneeragro.co.in/bod-new.html# Email: complianceofficer@pioneeragro.co.in |
| <i>Date, time and venue of Annual General Meeting</i> | The ensuing AGM of the Company will be held on Friday at 30 th September, 2022 at 12:00 P.M at Chhoti Nehar, Malakpur, Pathankot, Punjab-145025. Notice of the ensuing AGM is separately provided alongwith the Annual Report. |
| <i>Financial Calendar</i> | April – March |
| <i>Financial reporting for the quarter ending 30th June, 2022</i> | July-August, 2022 |
| <i>Financial reporting for the quarter ending 30th September, 2022</i> | October-November, 2022 |
| <i>Financial reporting for the quarter ending 31st December, 2022</i> | January-February, 2023 |
| <i>Financial reporting for the year ending 31st March, 2023</i> | April-May, 2023 |
| <i>Annual Result of 2022-23</i> | End May, 2023 |
| <i>Date of Book Closing</i> | 24th September, 2022 (Saturday) to 30th September, 2022(Friday) (both days inclusive) for the purpose of Annual General Meeting. |
| <i>Depositories</i> | NSDL Address: Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 CDSL Address: Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013 Payment of Depository Fees: Annual Custody/Issuer fees is being paid by the Company within the due date based on invoices received from the Depositories. |
| <i>International Securities Identification Number (ISIN)</i> | INE062E01014 |



| | |
|--|---|
| <i>Name and address of Stock Exchanges at which the Company's securities are listed:</i> | <p>Bombay Stock Exchange.</p> <p>Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001</p> <p>The annual listing fees of the BSE for the financial year 2022-23 have been paid within prescribed time.</p> |
| <i>Stock Code</i> | BSE Scrip code: 519439 |
| <i>Registrar & Share Transfer Agents (RTA):</i> | <p>Abhipra Capital Limited</p> <p>Abhipra Complex, A- 387, Dilkush Industrial Area, Azadpur, Delhi-110033</p> |

Distribution of shareholdings as on 31st March, 2022:

| Range of Share holding Nominal Value | No. of Shareholders | Percentage of Shareholders | Total No. of Shares Held | Total percentage of Shareholding |
|--------------------------------------|---------------------|----------------------------|--------------------------|----------------------------------|
| Up to 5000 | 943 | 97.5181 | 290149 | 6.69735 |
| 5001 – 10000 | 2 | 0.20683 | 10400 | 0.24006 |
| 10001 – 20000 | 4 | 0.41365 | 56885 | 1.31304 |
| 20001 – 30000 | 1 | 0.10341 | 26129 | 0.60312 |
| 30001 – 40000 | 2 | 0.20683 | 68652 | 1.58465 |
| 40001 – 50000 | 2 | 0.20683 | 91900 | 2.12128 |
| 50001 – 100000 | 1 | 0.10341 | 53980 | 1.24599 |
| 100001 & above | 12 | 1.24094 | 3734205 | 86.19451 |
| Total | 967 | 100 | 4332300 | 100 |

| Category of Shareholders | No of shares | % of Total No. of Shares |
|--|----------------|--------------------------|
| A. Promoters | | |
| a) Individual/ HUF | 2614584 | 60.35 |
| b) Foreign Bodies | - | - |
| Total Shareholding of Promoter(s) and Promoter(s) Group (A) | 2614584 | 60.35 |



| | | |
|--|-----------------|--------------|
| B. Public Shareholding | | |
| 1. Institutions | - | - |
| a) Mutual Funds | - | - |
| b) Foreign Institutional Investors | - | - |
| Sub-total (B)(1):- | - | - |
| 2. Non-Institutions | | |
| a) Bodies Corp. | 796312 | 18.38 |
| b) Individuals | | |
| i) Individual shareholders holding nominal share capital up to Rs. 1 lakh | 357003 | 8.24 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 564201 | 13.02 |
| Clearing Members | - | - |
| Foreign Bodies | - | - |
| Non Resident Indians | 200 | 0.01 |
| Non Resident Indians (Non Repatriation) | - | - |
| Sub-total (B)(2):- | 1717716 | 39.65 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 1717716 | 39.65 |
| Grand Total (A+B) | 27404400 | 100 |

Dematerialization of shares and liquidity:

As on 31st March, 2022 Company is listed on BSE Exchange 95.06% of the paid-up share capital of the Company is in dematerialized forms.

Outstanding GDRs / ADRs or warrants or any Convertible Instruments, conversion date and any likely impact on equity:

N.A.

Commodity Risk

The Company procures certain raw materials which are derivatives of various commodities, from vendors. The Company does not undertake any commodity hedging activities on any exchange. It benchmarks its raw material prices based on international forecasts and local price trends and accordingly devices its cover strategy that ensures that Company's interests are protected despite volatility in prices.

Other Disclosure:

1. There were no materially significant related party transactions during the year.



2. The Board has received disclosures from senior management relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
3. There was delay in filling of annual report during the year by the Company however on the request by the Company penalty waiver by the Stock Exchanges, Securities and Exchange Board of India or any statutory authority.
4. The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics policy. The said policy has been posted on the Company's website. The Company affirms that no personnel have been denied access to the Audit Committee of Directors.
5. All mandatory requirements as per Listing Regulations have been complied with by the Company.
6. Disclosure of instances along with the reasons, where the Board of Directors had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the financial year 2021-22:
There was no instance during the financial year 2021-22, where the Board of Directors did not accept the recommendation of any Committee of the Board which it was mandatorily required to accept.
7. Total fees for all services paid by the Company, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part:
Total fees for all services paid by the Company, to **M/S Piyush Mahajan & Associates**(Statutory Auditor of the Company) and other firms in the network entity of which the Statutory Auditor is a part, as included in the consolidated financial statements of the Company for the year ended 31st March, 2022, are as follows:

| (Amount in Lakhs) | |
|--|------|
| Fees for audit and related services paid to M/S Piyush Mahajan & Associates | 0.30 |
| Other Services | 0 |

8. **Disclosures with respect to demat suspense account/ unclaimed suspense account**
 - (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; **NIL**
 - (b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year; **NIL**
 - (c) Number of shareholders to whom shares were transferred from suspense account during the year; **NIL**
 - (d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; **NIL**
 - (e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. **NIL**
9. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - a. Number of complaints filed during the financial year 2021-22: **Nil**
 - b. Number of complaints disposed of during the financial year 2021-22: **Nil**
 - c. Number of complaints pending as on end of the financial year 2021-22: **Nil**



| Particulars | Regulations | Details | Website |
|---|--|--|---|
| Related Party Transactions | Regulation 23 of SEBI Listing Regulations and as defined under the Companies Act, 2013. | <ul style="list-style-type: none"> o No material significant transactions that may have potential conflict with the interests of the Company have occurred during the financial year 2021-22. o The POLICY ON DEALINGS & MATERIALITY OF RELATED PARTY TRANSACTIONS placed on the website of the Company. | http://www.pioneeragro.co.in/Results/PO LIC Y%20ON%20REL ATED%20PARTY%20TRANSACTIONS.pdf |
| Details of Non - compliance by the Company, penalty, strictures imposed on the Company by the Stock Exchange, or Securities and Exchange Board of India ('SEBI') or any statutory authority on any matter related to capital markets | Schedule V Part C Point 10(b) to the SEBI (LODR) Regulations, 2015. | The Company has complied (except delay filing as per Regulation 34 annual report fy 2020-21) with the requirements of the Stock Exchanges/ SEBI and other statutory authorities as applicable. No penalty (Penalty Imposed waived by the Exchange) or strictures were imposed on the Company by these authorities. | N.A |
| Whistle Blower Policy and Vigil Mechanism | Regulation 22 of SEBI (LODR) Regulations, 2015. | <p>The Company has adopted a Vigil Mechanism and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior.</p> <p>The said policy has been uploaded on the website of the Company.</p> | http://www.pioneeragro.co.in/Results/W H ISTLE%20BLOWER %20POLICY%20pael %20- %2006.09.2014.pdf |
| Policy on Archival and Preservation of Documents | Regulation 9 of SEBI Listing Regulations | The Company has adopted a Policy on Archival and Preservation of Documents. | http://www.pioneeragro.co.in/code-of-conduct.html |
| Details of compliance with the mandatory requirements and adoption of non-mandatory requirements of SEBI (LODR) Regulations, 2015, relating to Corporate Governance | Regulation 27(1) as specified in Part E of Schedule II of SEBI (LODR) Regulations, 2015. | The Company has complied with all mandatory requirements and The Company has also adopted few non-mandatory requirements listed in Regulation 27(1) as specified in Part E of Schedule II of the SEBI Listing Regulations. | |



| | | | |
|--|--|---|---|
| Accounting Treatment and Compliance with Accounting Standards | Companies Act, 2013. | <ul style="list-style-type: none"> ○ The Company has followed and prepared the Financial Statements in accordance with the Companies Act, 2013 and the Schedule III of the Act. ○ The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements. | - |
| MD & CFO Certification | Part B of Schedule II of SEBI Listing Regulations | <ul style="list-style-type: none"> ○ The Managing Director and the Chief Financial Officer have certified to the Board and have issued certificate, certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs for the Financial Year ended 31st March, 2022. ○ The Said Certificate is enclosed with the Annual report and annexed as Annexure-I to the Corporate Governance Report. | - |
| Code of Conduct | Para D of Schedule V of SEBI (LODR) Regulations, 2015. | <ul style="list-style-type: none"> ○ In compliance with Regulation 26(3) of the Listing Regulations and the Companies Act, 2013, adopted, framed a Code of Conduct and posted on the website of the company. ○ The Code is applicable to the members of Board, the executive officers and all employees of the Company. ○ Declaration of code of conduct is given as below Table | http://www.pioneergro.co.in/Results/CODE%20OF%20CONDUCT%20OF%20DIRECTOR%20AND%20SENIOR%20EXECUTIVES.pdf |
| *Prevention of Insider Trading | SEBI (Prohibition of insider trading) Regulations, 2015. | <ul style="list-style-type: none"> ○ The board has laid down Code of Conduct for insider trading in Compliance with regulation; ○ All the directors and Senior Management Personnel who are expected to have access to | http://www.pioneergro.co.in/Results/Code%20of%20practice%20of%20fair%20disclosure%20of%20UPSI.pdf |



| | | | |
|--|--|---|--|
| | | Unpublished Price Sensitive Information concerning the Company, is responsible for adherence to this code. | |
|--|--|---|--|

DECLARATION

(Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I, *Jagat Mohan Aggarwal, Managing Director of the Company*, do hereby declare that all the Board members and senior management personnel of the Company affirmed compliance with the code of conduct, adopted by the Company, for the Board of Directors and Senior Management of the Company.

For and on behalf of the Board
Pioneer Agro Extracts Limited

Sd/-
Jagat Mohan Aggarwal
(Managing Director)
DIN: 00750120

Date: 05th September, 2022
Place: Pathankot



CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

The Members of Pioneer Agro Extracts Limited

We have examined the compliance of conditions of Corporate Governance by Pioneer Agro Extracts Limited for the year ended March 31, 2022 stipulated in Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Regulations.

We 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 PIYUSH MAHAJAN &
ASSOCIATES
Chartered Accountants
Firm Registration Number -028669N**

**Sd/-
(PIYUSH MAHAJAN)
Partner
Membership No. 535190
UDIN: 22535190AMTOHZ2443**

Place: Pathankot
Dated: 26th May, 2022



CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF PIONEER AGRO EXTRACTS LIMITED

The Board of Directors
M/s. Pioneer Agro Extracts Limited

We have reviewed the financial statements and the cash flow statement of Pioneer Agro Extracts Limited for the financial year 2021-22 and certify that:

a) These statements to the best of our knowledge and belief:

I. Do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading:

II. Present a true and fair view of the Company's affairs and are in compliance with existing Accounting standards, applicable laws and regulations.

b) To the best of our knowledge and belief, there are no transactions entered into by the Directors and Senior Management Personnel 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 have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.

d) We have also indicated to the Auditors and the Audit Committee.

(i) Significant changes in Internal Controls with respect to financial reporting during the year.

(ii) Significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.

e) To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

For Pioneer Agro Extracts Limited,

Sd/-
(JAGAT MOHAN AGGARWAL)
Managing Director
DIN: 00750120

Sd/-
(SHYAM MANOHAR PARASHAR)
Chief Financial Officer

Place: Pathankot

Dated: 26th May, 2022



FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2022
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
PIONEER AGRO EXTRACTS LIMITED
(L15319PB1993PLC012975)
Chhoti Nehar, malakpur, Pathankot,
Distt Gurdaspur Punjab-145025

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s PIONEER AGRO EXTRACTS LIMITED (L15319PB1993PLC012975)**. The 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 **M/s PIONEER AGRO EXTRACTS LIMITED (L15319PB1993PLC012975)** 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 31.03.2022 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 **M/s PIONEER AGRO EXTRACTS LIMITED (L15319PB1993PLC012975)** ("the Company") for the financial year ended on 31.03.2022 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and rule made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009]
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.



- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (LODR) Regulations, 2015 entered into by the Company with the Stock Exchanges.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors as on 31st March, 2022. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Proof of sending notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance maintained by the Company.
- On the basis of the Minutes of the Board Meeting, it is apparent that all the decisions are carried through Required majority.

Based on review of compliances mechanism established by the Company and on the basis of certificates issued by officers of the Company, we are of the opinion that the management has adequate systems and processes commensurate with its sizes and operations, to monitor and ensure compliance with applicable laws, rules and regulations and guidelines.

- The compliance by the Company of applicable financial laws, likes direct and indirect tax laws and financial accounts, has not been reviewed in this Audit since the same has been subject to review by statutory financial audit and designated professionals.

For and on behalf of
M/s B. Kaushik & Associates
(Company Secretaries)

Bhupendra Kaushik
(Company Secretary)
M. No.: F9884
C.P. No.:12453
Peer Review Certificate No. 1983/2022

Date: 09th August, 2022
Place: New Delhi
UDIN:F009884D000769929

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,
PIONEER AGRO EXTRACTS LIMITED
(L15319PB1993PLC012975)
Chhoti Nehar, malakpur, Pathankot,
Distt Gurdaspur, Punjab-145025.

Subject: My Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the content of the Secretarial records. The verification was done on to ensure that correct facts are reflected in secretarial records. I believe that the process and practice, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the Company.
4. Where ever required, I have obtained the Management Representation about the compliance of Laws, rules, regulations and happening of events etc.
5. The compliance of provision of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future validity of the company nor of the efficiency or effectiveness with which management has conducted the affairs of the Company.

For and on behalf of
M/s B. Kaushik & Associates
(Company Secretaries)
Date:09th August, 2022
Place: New Delhi

Bhupendra Kaushik
(Company Secretary)
M. No.-F9884
C.P. No.-12453
Peer Review Certificate No. 1983/2022

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

| SL. No. | Particulars | Details |
|---------|---|---------|
| a) | Name (s) of the related party & nature of relationship | N.A. |
| b) | Nature of contracts/arrangements/transaction | |
| c) | Duration of the contracts/arrangements/transaction | |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | |
| e) | Justification for entering into such contracts or arrangements or transactions' | |
| f) | Date of approval by the Board | |
| g) | Amount paid as advances, if any | |
| h) | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | |

2. Details of contracts or arrangements or transactions at Arm's length basis.

| SL. No. | Name (s) of the related party & nature of relationship | Nature of contracts/arrangements/transaction | Duration of the contracts/arrangements/transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Date of approval by the Board | Amount paid as advance, if any |
|---------|--|--|--|---|-------------------------------|--------------------------------|
| 1 | Mr. Jagat Mohan Aggarwal (Director of the Company) | Rent Received | 12 Months | Rs. 1,20,000 PA | 14.04.2021 | NA |
| 2 | M/s Pioneer Industries private Limited (Common Director) | Purchase of Raw material | - | As per agreed terms | 31.01.2022 | NA |

For and on behalf of the Board
Pioneer Agro Extracts Limited

Sd/-

Sanjeev Kumar Kohli
(Director)
DIN: 07144225

Sd/-

Jagat Mohan Aggarwal
(Managing Director)
DIN: 00750120

Date: 26th May, 2022
Place: Pathankot



Statement of Disclosure of Remuneration

(under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

- (i) Ratio of the remuneration of each director to the median remuneration of the Employees of the Company for the financial year ended 2021-22. The percentage increase in remuneration of Managing Directors, Chief Financial Officer and Company Secretary during the financial year 2021-22 are as follows:

| Name of Director/KMP | Designation | Ratio of remuneration of each director/to median remuneration of employees | % increase in remuneration in the financial year 2021-22 |
|----------------------|-------------|--|--|
| | | | |
| | | | |
| | | | |
| | | | |

- (ii) The median remuneration of employees of the Company during the financial year 2021-22 was Rs. _____ on the basis of monthly remuneration of all employees except the executive directors of the company and there was a increase of _____ in the median remuneration of the total Employees.

- (iii) The number of permanent employees on the rolls of the company during the financial year 2021-22: _____

- (iv) Average percentile increases 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;

The average annual increase in the salaries of employees was around _____ other than the managerial personnel. There was no percentage increase in the managerial remuneration, since there was no revision in their salaries.

- (v) Affirmation that the remuneration is as per the Remuneration Policy of the Company;

The Company affirms that the remuneration of the Directors, Key managerial Personnel and other employees is as per the remuneration policy of the company.

- (vi) The information required under Section 197 of the Act read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

A. The details of every employee who if:

- (i) Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than Rs. 102,00,000/-; _____.



- (ii) Employed for a part of the 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. 8,50,000/-;
- (iii) Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, 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 2% of the equity shares of the company; **Not Applicable.**

B. the details pertaining to top ten employees of Company along with additional information indicating in Rule 5(3) of the captioned rules as mentioned herein below:

| SR. No. | Name | Remuneration | Nature of Employment, whether contractual or otherwise | Qualification & Experience | Date of Joining & Age (MM/DD/YYYY) | Last employment, if any | % of Equity Shares held, if any | Nature of relationship |
|---------|------|--------------|--|----------------------------|------------------------------------|-------------------------|---------------------------------|------------------------|
| | | | | | | | | |
| | | | | | | | | |

Note: Above mentioned particulars of Employees are on the basis of their last drawn monthly gross remuneration of FY 2021-22 for easy and fair calculations.

For and on behalf of the Board
Pioneer Agro Extracts Limited

Place: Pathankot
Date: _____

Jagat Mohan Aggarwal
DIN: 00750120
Managing Director

Sanjeev Kumar Kohli
DIN: 07144225
Director



CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING

A. Energy conservation measures taken:

No other additional investments & Proposal are being in consideration for reduction of Consumption of Energy.

Additional investments and proposals, if any, being implemented for reducing consumption of energy:

No other additional investments & Proposal are being in consideration for reduction of Consumption of Energy.

a) Impact of the measure at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:-

No other additional investments & Proposal are being in consideration for reduction of Consumption of Energy.

b) Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of industries is specified hereunder in the Schedule thereto.

POWER AND FUEL CONSUMPTION

| Particulars | Current Year 31-03-2022 | Last Year 31-03-2021 |
|--|----------------------------|-------------------------|
| Electricity purchased (Units) | 0 | 0 |
| Amount (in Rs.) | 0 | 0 |
| Rate per Unit (in Rs.) | 0 | 0 |
| Own Generation through Diesel Generation (Units) | 0 | 0 |
| Amount (In Rs.) | 0 | 0 |
| Cost Per unit (in Rs.) | 0 | 0 |
| Coal/Charcoal (in MT) | 0 | 0 |
| Charcoal amount (in Rs.) | 0 | 0 |
| Furnace oil | 0 | 0 |
| Fuel Consumption(In MT) | 0 | 0 |
| Amount (in Rs.) | 0 | 0 |
| Rate per MT | 0 | 0 |



| | | |
|------------------------------------|---|---|
| Diesel (Qty in Ltrs) | 0 | 0 |
| Amount (in Rs.) | 0 | 0 |
| Rate per Ltr. (HSD/LDO) | 0 | 0 |
| Vanaspati & Refined Oil Production | 0 | 0 |
| Electricity | 0 | 0 |

B. TECHNOLOGY ABSORPTION

Efforts made in technology absorption as per Form B of the Annexure of Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

1. Research and Development(R&D)

- Specific areas in which R&D carried out by the company: During the year under review, no R&D carried out.
- Benefits derived as a result of above R&D: Not Applicable
- Future Plan of action: If required, Research and Development activities shall be carried out in future to achieve greater efficiency in production techniques.
- Expenditure on R&D: No capital as well as recurring expenditure made on R&D.

2. Technology, absorption, adaptation and innovation

a) Efforts, in brief, made towards technology absorption, adaptation & innovation:

Efforts are constantly being made to make the maximum use of the available infrastructure, at the same time innovating new techniques to bring about efficiency as well as economy in different areas. Employees are given appropriate training of and on the job, to enable them to achieve the planned performance

b) Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.:

Above detailed efforts resulted in benefits in the shape of cost reduction through better utilization of the available resources and product improvement.

c) In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) :Nil

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

| | 2021-22 | 2020-21 |
|--|---------|---------|
| - Foreign Exchange Earning (Rs. In lakh) | Nil | Nil |
| - Foreign Exchange Outgo (Rs. In lakh) | Nil | Nil |

For and on behalf of the Board
Pioneer Agro Extracts Limited

Date: 05th September, 2022
Place: Pathankot

Sd/-
Jagat Mohan Aggarwal
(Managing Director)
DIN: 00750120

Sd/-
Sanjeev Kumar Kohli
(Director)
DIN: 07144225



INDEPENDENT AUDITOR'S REPORT ON AUDIT OF FINANCIAL STANDALONE FINANCIAL RESULTS

To,
The Board of Directors,
Pioneer Agro Extracts Limited,
Chhoti Nehar, Malikpur
Pathankot-145001

We have audited the accompanying statement of Standalone Financial Results of M/s Pioneer Agro Extracts Limited (the 'Company') for the quarter ended 31st March, 2022 and year to date results for the period 01st April, 2021 to 31st March, 2022, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulation").

In our opinion and to the best of our information and according to the explanations given to us these quarterly standalone financial results as well as the year to date results:

- (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (ii) gives a true and fair view in conformity with the recognition and measurement principles laid down in Indian Accounting Standard and other accounting principles generally accepted in India of the net profit/ loss and total comprehensive and other financial information for the quarter ended 31st March, 2022 as well as the year to date results for the period from 01st April, 2021 to 31st March, 2022.

Basis for Opinion

We conducted our audit in accordance with the Standards of Auditing ("SA's") specified under section 143(10) of the Companies Act, 2013(the Act). Our Responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Results" section of our report. We are Independent of the company in accordance with the Code of Ethics issued by the Institute of Charter Accountant of India ('ICAI') together with the Ethic requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and Rule thereunder, we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Standalone Financial Results

These quarterly financial results as well as the year to date Standalone financial results have been prepared on the basis of the interim standalone financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the



preparation and presentation of the standalone financial results that give true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for Audit of the Standalone Financial Results for the year ended March 31, 2022

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results as a whole is 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 this Standalone Financial Results.

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 Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' 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 Company 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 Statement 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 Results, including the disclosures, and whether the Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Standalone Financial Results of the Company to express an opinion on the Standalone Financial Results.



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 communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

The Statement includes the results for the Quarter ended March 31, 2022 being the balancing figure between audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year, subject to limited review by us. Our opinion is not modified in respect of this matter.

For PIYUSH MAHAJAN & ASSOCIATES
Chartered Accountants
Firm Registration Number - 028669N

Place: Pathankot
Dated: May 26, 2022

(PIYUSH MAHAJAN)
Partner
Membership No. 535190
UDIN: 22535190AMTOHZ2443



INDEPENDENT AUDITOR'S REPORT

To
The Members of Pioneer Agro Extracts Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Pioneer Agro Extracts Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with Indian Accounting Standards (IND AS) specified under section 133 of the act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. This responsibility also includes the 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 the frauds and other irregularities; selection and application of appropriate accounting policies; making judgment and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

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

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the act and the rules made thereunder and the order issued under section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control



relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Companies Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- (i) in the case of the Balance sheet, of the state of affairs of the company as at March 31, 2022;
- (ii) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (ii) 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;
 - (iii) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Indian Accounting Standards referred to in section 133 of the Companies Act, 2013.
 - (v) On the basis of written representations received from the directors as on March 31, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of sub section (2) of section 164 (2) of the Companies Act, 2013.
 - (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".



(vii) With respect to the other matters included in the Auditor's Report and to best of our information and according to the explanation given to us :

- a) The company has filed a case against PSPCL against refusal of PSPCL to take the matter of disputed demand of 3,66,553/- to their Dispute Settlement Committee. The matter has been decided by Court on 22/03/2022 in favour of the Company and the matter now shall be referred by PSPCL to their Dispute Settlement Committee. Provision, if any, shall be made on the decision of the Dispute Settlement Committee.
- b) The Excise & Taxation Department, Government of Punjab has created demand of VAT & CST in respect of AY 2012-13 and AY 2013-14 amounting to Rs.58,03,660/-. The Company is in appeal and no provision has been made in the accounts in respect of this.

Similarly the Department has created demand of VAT & CST in respect of AY 2014-15 amounting in total to Rs.1,27,76,267/-. The Company being highly aggrieved on account of gross and apparent errors contained in the Assessment Order passed has filed request with the Assistant Commissioner of Sales Tax, Pathankot for revising the Assessment Order passed. No provision has been made in the accounts in respect of this as well.

Assessment in respect of AY 2015-16 and subsequent years is pending.

- c) In the event of no foreseeable losses as required under the applicable law or Accounting Standards, on long term contracts including derivative contracts, no provision has been made.
- d) There has been no delay in transferring amounts, required to be transferred, to the investor's education and protection fund by the company.

For PIYUSH MAHAJAN & ASSOCIATES
Chartered Accountants
Firm Registration Number - 028669N

Place: Pathankot
Dated: May 26, 2022

(PIYUSH MAHAJAN)
Partner
Membership No. 535190
UDIN: 22535190AMTOHZ2443



ANNEXURE - A TO THE AUDITOR'S REPORT ADDITIONAL INFORMATION ANNEXED TO THE INDEPENDENT AUDITORS' REPORT

In respect of Company's fixed assets :

1. a) The Company has one car as its Fixed Asset and has maintained the requisite record.
b) The Company has disposed off most of the assets i.e. land, building & weigh bridge, during the previous years.
2. a) As per the information and explanations given to us, the Company does not have any inventories.
b) The Company has disposed off entire inventories during the preceding previous years and has closed down the operations.

3. The company has granted loan amounting to Pioneer Industries Private Limited, the party covered in the register maintained u/s 189 of the Companies Act, 2013.

The details of the same is being given below in the prescribed format:

| Nature | Aggregate Amount during the year | Balance Outstanding as on 31.03.2022 |
|-------------------|----------------------------------|--------------------------------------|
| 1. Unsecured Loan | 0.00 | 3 Crores |
| Total Aount | 0.00 | 3 Crores |

- a) In our opinion and according to the information and explanations given to us, the interest is being charged by the company.
- b) There is no overdue amount in respect of above loans, as per explanation available.
4. 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, with respect to the loans and investments made.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year and do not have any unclaimed deposits. Therefore, the provisions of the Clause 3 (v) of the Order are not applicable to the Company.
6. The cost records prescribed by the Central Government under section 148(1) of the Companies Act, 2013 have not been maintained due to discontinued edible oil business.
7. In respect of statutory dues:
 - (a) According to information and explanations given to us and the records examined by us, the Company has been regular in depositing with appropriate authorities undisputed statutory dues including income tax, GST and other statutory dues wherever applicable.
 - (b) According to information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at March 31, 2022, 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 in respect of income tax, GST, VAT, service tax, excise-duty, cess etc on account of any dispute.

However the Excise & Taxation Department, Government of Punjab has created demand



of VAT & CST in respect of AY 2012-13 and AY 2013-14 amounting to Rs.58,03,660/-. The Company is in appeal and no provision has been made in the accounts in respect of this.

Similary the Department has created demand of VAT & CST in respect of AY 2014-15 amounting in total to Rs.1,27,76,267/-. The Company being highly aggrieved on account of gross and apparent errors contained in the Assessment Order passed has filed request with the Assistant Commissioner of Sales Tax, Pathankot for revising the Assessment Order passed. No provision has been made in the accounts in respect of this as well.

Assessment in respect of AY 2015-16 and subsequent years is pending.

8. The Company does not have any loans and borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. Based on our examination of the records and the information and explanations given to us, the Company has not raised any loans and/or advances by way of public issue/follow-on offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us and based on our examination of the records of the company, the Company has paid/provided for Managerial Remuneration during the year.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to information and explanations given to us, transactions with related parties are in compliance with section 177 and section 188 of the Act and the details of such transactions has been disclosed in the financial statements as required by the applicable accounting standard.
14. Clause (xiv) of the order is not applicable to the Company as the Company is not dealing or trading in shares, securities, debentures and other investments.
15. According to information and explanations given to us, the company has not entered into non cash transactions with Directors or persons connected with them. Accordingly paragraph 3(xv) of the Order is not applicable.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
17. According to the information and explanation given to us and based on our examinations of the records of the company and financial ratios, ageing and expected dates of realization of the financial assets and payment of financial liabilities, other information accompanying financial statements, the auditor's knowledge of the board of directors and management plan,



Pioneer Agro Extracts Limited

we are in the opinion that no material uncertainty exist on the date of audit report. There is no liability in the books of the company for those payable with in one year from the date of balance sheet.

For PIYUSH MAHAJAN & ASSOCIATES
Chartered Accountants
Firm Registration Number - 028669N

Place: Pathankot
Dated: May 26, 2022

Sd/-
(PIYUSH MAHAJAN)
Partner
Membership No. 535190
UDIN: 22535190AMTOHZ2443



Annexure – B TO THE AUDITOR'S REPORT

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of Pioneer Agro Extracts Limited ("the Company") as of 31 March, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A



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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For PIYUSH MAHAJAN & ASSOCIATES
Chartered Accountants
Firm Registration Number - 028669N

Sd/-
(PIYUSH MAHAJAN)
Partner

Membership No. 535190
UDIN: 22535190AMTOHZ2443

Place: Pathankot
Dated: May 26, 2022



Pioneer Agro Extracts Limited

PIONEER AGRO EXTRACTS LIMITED, MALAKPUR (PATHANKOT)

BALANCE SHEET AS AT 31st MARCH, 2022

| PARTICULARS | NOTE No. | AS AT 31.03.2022 (Amount-Rs.in lakh) | AS AT 31.03.2021 (Amount-Rs.in lakh) |
|----------------------------------|----------|---|---|
| I ASSETS | | | |
| (1) Non-current assets | | | |
| (a)Property, Plant & Equipments | 2 | | |
| Gross Block | | 56.00 | 56.00 |
| Less: Depreciation | | <u>47.27</u> | <u>43.30</u> |
| Net Block | | | 12.70 |
| | | 8.73 | 12.70 |
| (b) Other non-current assets | 3 | | <u>5.55</u> |
| | | 13.42 | 18.25 |
| (2) Current assets | | | |
| (a)Financial Assets | | | |
| -Loan(Asset) | 4 | 300.00 | 300.00 |
| -Cash and cash equivalents | 5 | 175.52 | 177.56 |
| (b)Other current assets | 6 | <u>49.67</u> | <u>64.67</u> |
| | | 525.19 | 542.23 |
| TOTAL | | <u>538.61</u> | <u>560.47</u> |
| II EQUITYANDLIABILITIES | | | |
| Equity | | | |
| (a) Equity Share Capital | 7 | 435.85 | 435.85 |
| (b) Other Equity | 8 | <u>85.06</u> | <u>107.29</u> |
| | | 520.91 | 543.15 |
| LIABILITIES | | | |
| (1) NONCURRENTLIABILITIES | | | |
| -Deferred tax liabilities(Net) | 9 | <u>4.83</u> | <u>4.72</u> |
| | | 4.83 | 4.72 |
| (2) Current liabilities | | | |
| (a)Other current liabilities | 10 | 12.87 | 12.61 |
| (b)Provisions | 11 | <u>0.00</u> | <u>0.00</u> |
| | | 12.87 | 12.61 |
| TOTAL | | <u>538.61</u> | <u>560.47</u> |

The accompanying notes numbered 2 to 11 form integral part of Balance Sheet.

As per our report of even date,
For **PIYUSH MAHAJAN & ASSOCIATES**,
Chartered Accountants
Firm Reg .No.:028669N

For and on behalf of the board
Pioneer Agro Extracts Limited

(PIYUSHMAHAJAN)
Partner
MembershipNo.535190

(JAGATMOHAN AGGARWAL)
Managing Director
DIN:00750120

(SANJEEVKUMARKOHLI)
Director
DIN:07144225

Place: Pathankot
Dated:26.05.2022

(DHARNABHATIA)
Company Secretary

(SHYAMMANOHARPARASHAR)
Chief Financial Officer



PIONEER AGRO EXTRACTS LIMITED, MALAKPUR (PATHANKOT) STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2022

| PARTICULARS | | NOTE No. | AS AT 31.03.2022 (Amount - Rs. in lakh) | AS AT 31.03.2021 (Amount - Rs. in lakh) |
|-------------|---|----------|--|--|
| I | Revenue from operations | | | |
| | Sales | | | |
| | - Sale Bran (Interstate) | | 11.63 | |
| | - Sale Bran (Punjab) | | 42.95 | 0.00 |
| II | Other incomes | 12 | 30.82 | 68.88 |
| III | Total Income (I + II) | | 85.40 | 68.88 |
| IV | Expenses : | | | |
| | - Cost of materials consumed | 13 | 52.57 | |
| | - Employee benefits expense | 14 | 16.37 | 15.49 |
| | - Finance costs | 15 | 0.27 | 0.12 |
| | - Depreciation and amortization expense | 16 | 3.97 | 5.77 |
| | - Other expenses | 17 | 11.89 | 9.49 |
| | Total Expense (IV) | | 85.07 | 30.87 |
| V | Profit / (Loss) before exceptional items and tax (III - IV) | | 0.33 | 38.01 |
| VI | Exceptional Items | | 0.00 | 0.00 |
| VII | Profit / (Loss) before tax (V - VI) | | 0.33 | 38.01 |
| VIII | Tax expense : | | | |
| | (1) Current tax | | 0.00 | 0.00 |
| | (2) (Deferred Tax Asset) / Liability | | 0.11 | (0.16) |
| IX | Profit / (Loss) for the period from continuing operations (VII - VIII) | | 0.22 | 38.17 |
| X | Profit / (Loss) from discontinued operations | | 0.00 | 0.00 |
| XI | Tax expense of discontinued operations | | 0.00 | 0.00 |
| XII | Profit / (Loss) from discontinued operations (after tax) (X - XI) | | 0.00 | 0.00 |
| XIII | Profit / Loss for the period (IX + XII) | | 0.22 | 38.17 |
| XIV | Other Comprehensive Income | | | |
| | A Items that will not be reclassified to profit or loss | | 0.00 | 0.00 |
| | (i) Income tax relating to items that will not be reclassified to profit or loss | | 0.00 | 0.00 |
| | (ii) Income tax relating to items that will be reclassified to profit or loss | | 0.00 | 0.00 |
| | B Items that will be reclassified to profit or loss | | 0.00 | 0.00 |
| | (i) Income tax relating to items that will be reclassified to profit or loss | | 0.00 | 0.00 |
| | (ii) Income tax relating to items that will be reclassified to profit or loss | | 0.00 | 0.00 |
| XV | Total Comprehensive Income for the period (XIII + XIV) (Comprising Profit / (Loss) and Other Comprehensive Income for the period) | | 0.22 | 38.17 |



Pioneer Agro Extracts Limited

| | | | |
|-------|--|------|------|
| XVI | Earnings per equity share (for continuing operation) : | | |
| | (1) Basic | 0.00 | 0.00 |
| | (2) Diluted | 0.00 | 0.00 |
| XVII | Earnings per equity share (for discontinued operation) : | | |
| | (1) Basic | 0.01 | 0.88 |
| | (2) Diluted | 0.01 | 0.88 |
| XVIII | Earnings per equity share (for discontinued & continuing operations) : | | |
| | (1) Basic | 0.01 | 0.88 |
| | (2) Diluted | 0.01 | 0.88 |

**The accompanying notes numbered 12 to 17 form integral part of Profit & Loss statement.
This is the Profit & Loss Account referred to in our report of even date to the member of Pioneer Agro Extracts Ltd.**

As per our report of even date,
For **PIYUSH MAHAJAN & ASSOCIATES**,
Chartered Accountants
Firm Reg.No.:028669N

(PIYUSHMAHAJAN)
Partner
MembershipNo.535190

(JAGAT MOHAN AGGARWAL)
Managing Director
DIN:00750120

**For and on behalf of the board
Pioneer Agro Extracts Limited**

(SANJEEVKUMARKOHLI)
Director
DIN:07144225

Place: Pathankot
Dated:26.05.2022

(DHARNABHATIA)
Company Secretary

(SHYAMMANOHARPARASHAR)
Chief Financial Officer



Pioneer Agro Extracts Limited

PIONEER AGRO EXTRACTS LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2022

(Amount - Rs. in lakh)

| PARTICULARS | CURRENT YEAR 2021-2022 (Amt in Rs.) | PREVIOUS YEAR 2020-2021 (Amt in Rs.) |
|---|--|---|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit before Tax and extraordinary items | 0.33 | 38.01 |
| Adjustment for : | | |
| Depreciation and amortization expense | 3.97 | 5.77 |
| Interest Payment | 0.26 | 0.09 |
| Profit on fixed assets sold | 0.00 | 0.00 |
| Operating Profit before working capital changes | 4.56 | 43.86 |
| Adjustment for : | | |
| Trade and other Receivables | 15.00 | (4.85) |
| Inventories | 0.00 | 0.00 |
| Other Non Current Assets | 0.86 | 0.95 |
| Income Tax Paid | (22.45) | (1.83) |
| Trade Payable and other Liabilities | 0.27 | 4.33 |
| Cash generated from operations | (1.78) | 42.47 |
| Interest Paid | (0.26) | (0.09) |
| NET CASH FROM OPERATING ACTIVITIES | (2.04) | 42.39 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets (Net) | 0.00 | 0.00 |
| Sale proceeds of fixed assets sold | 0.00 | 0.00 |
| Increase in investments | 0.00 | (48.00) |
| NET CASH USED IN INVESTING ACTIVITIES | 0.00 | (48.00) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from long term borrowings (Net) | 0.00 | 0.00 |
| Proceeds from long term loans & advances (Net) | 0.00 | 0.00 |
| Proceeds from short term borrowings | 0.00 | 0.00 |
| Dividend paid | 0.00 | 0.00 |
| Dividend Tax paid | 0.00 | 0.00 |
| Income Tax paid | 0.00 | 0.00 |
| NET CASH IN FINANCING ACTIVITIES | 0.00 | 0.00 |
| Cash equivalents (A+B+C) | (2.04) | (5.61) |
| Cash & Cash equivalents as: | | |
| - at 01.04.2020 (Opening Balance) | 177.56 | 183.17 |
| - at 31.03.2021 (Closing Balance) | 175.52 | 177.56 |

NOTE :- Figures in () brackets represents outflow

For **PIYUSH MAHAJAN & ASSOCIATES,**
Chartered Accountants
Firm Reg. No.: 028669N

For and on behalf of the board
Pioneer Agro extracts Limited

(PIYUSH MAHAJAN)
Partner
Membership No. 535190

(JAGAT MOHAN AGGARWAL)
Managing Director
DIN : 00750120

(SANJEEV KUMAR KOHLI)
Director
DIN : 07144225

Place: Pathankot
Dated: 26.05.2022

(DHARNA BHATIA) **(SHYAM MANOHAR PARASHAR)**
Company Secretary Chief Financial Officer

We have examined the attached Cash Flow Statement of Pioneer Agro Extracts Limited for the year ended March 31st, 2022. The statement is based on and is in agreement with the corresponding balance sheet of the Company covered by our report of **May 26, 2022** to the members of the Company.



Pioneer Agro Extracts Limited

PIONEER AGRO EXTRACTS LIMITED, MALAKPUR (PATHANKOT)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

| PARTICULARS | AS AT 31.03.2022 (Amount-Rs.in lakh) | AS AT 31.03.2021 (Amount-Rs.in lakh) |
|-------------|---|---|
|-------------|---|---|

1 : SIGNIFICANT ACCOUNTING POLICIES

A RECOGNITION OF INCOME AND EXPENDITURE:

i) Revenue/Incomes and Costs/Expenditure are generally accounted for on accrual, as they are earned or incurred.

B FIXED ASSETS

Fixed Assets are stated at Cost, less accumulated Depreciation.

C DEPRECIATION AND AMORTISATION

Depreciation on each asset has been provided on WDV Method as per use full lives prescribed in Schedule II to the Companies Act, 2013.

D VALUATION OF INVENTORIES

Method of valuation

Raw material, Packing material and Consumables

At Cost

Finished Goods

At Cost or net realizable value whichever is lower

Stock in Process

At Cost

By Products

At net realizable value Stores and Spares

The Raw Material, Packing Material and Consumables are valued at cost on FIFO basis. At Cost

2 CURRENT ASSETS: PROPERTY, PLANT AND EQUIPMENTS

| PARTICULARS | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|----------------------|-------------------|-------------------------|---------------------------------|---------------------|--------------------|-----------------|----------------------------------|---------------------|---------------------|---------------------|
| | As at 1.4.2021 | Addition During year | Deduct/Adj. During the yr | As at 31.03.2022 | Upto 31.03.2021 | For the year | Deduct/Adj. During the yr. | As at 31.03.2022 | As at 31.03.2022 | As at 31.03.2021 |
| | | | | | | | | | | |
| Vehicles | 56.00 | 0.00 | 0.00 | 56.00 | 43.30 | 3.97 | 0.00 | 47.27 | 8.73 | 12.70 |
| Total | 56.00 | 0.00 | 0.00 | 56.00 | 43.30 | 3.97 | 0.00 | 47.27 | 8.73 | 12.70 |
| PREVIOUS YEAR | 56.00 | 0.00 | 0.00 | 56.00 | 37.54 | 5.77 | 0.00 | 43.30 | 12.70 | 18.46 |

3 : OTHER NON-CURRENT ASSETS

Security and Other Deposits

1.45

1.45

Advance Tax

3.24

4.69

4.10

5.55

4: LOAN (ASSET)

-Pioneer Industries Limited, Pathankot

300.00

300.00

5 : CASH AND CASH EQUIVALENTS

-Cash in Hand

0.02

0.05

-With Scheduled Banks

-In Current Accounts

0.47

5.09

-In Fixed Deposits

153.95

151.79

-Cheques in transit

21.08

175.52

20.63

177.56



6 : OTHER CURRENT ASSETS - ADVANCES OTHER THAN CAPITAL

ADVANCES

(Unsecured : Considered Good)

Other Loans &

- Advances

- Duties, Taxes & GST
- Income Tax & MAT Credit Receivables
- Others

| | | | |
|-------|-------|-------|-------|
| 4.55 | | 3.41 | |
| 41.07 | | 57.27 | |
| 4.04 | 49.67 | 3.98 | 64.67 |
| | 49.67 | | 64.67 |

7 : EQUITY SHARE CAPITAL

AUTHORISED

- 75,00,000 (75,00,000) Equity Shares of Rs.10/- each

| | | | |
|--------|--------|--------|--------|
| 750.00 | 750.00 | 750.00 | 750.00 |
|--------|--------|--------|--------|

ISSUED AND SUBSCRIBED SHARE CAPITAL

- 43,97,900 (43,97,900) Equity Shares of Rs.10/- each fully paid up

| | | | |
|--------|--------|--------|--------|
| 439.79 | 439.79 | 439.79 | 439.79 |
|--------|--------|--------|--------|

PAID UP CAPITAL

- 43,32,300 (43,32,300) Equity Shares of Rs.10/- each fully paid up
- 65,600 (65,600) Equity Shares of Rs.10/- each forfeited (Rs. 4/- paid up)

| | | | |
|-----------|--------|--------|--------|
| 433.23000 | 433.23 | 433.23 | 433.23 |
| 2.62400 | 2.62 | 2.62 | 2.62 |
| | 435.85 | | 435.85 |

| Shareholders holding 5% of the total number of shares as : | | at 31/03/2022 | | at 31/03/2021 | |
|--|----------------------------|-----------------------|---------------------------------------|-----------------------|---------------------------------------|
| Sr. No. | Name of the shareholder | Number of shares held | Shares as % of total number of shares | Number of shares held | Shares as % of total number of shares |
| 1 | JAGAT MOHAN AGGARWAL (HUF) | 267307 | 6.17 | 267307 | 6.17 |
| 2 | SHUCHITA AGGARWAL | 757597 | 17.49 | 757597 | 17.49 |
| 3 | VASU AGGARWAL | 221591 | 5.11 | 221591 | 5.11 |
| 4 | JAGAT MOHAN AGGARWAL | 1368089 | 31.58 | 1368089 | 31.58 |
| GRAND TOTAL | | 2614584 | 60.35 | 2614584 | 60.35 |

8 : OTHER EQUITY

- A GENERAL RESERVE
- SURPLUS/(DEFICIET), BEING BALANCE
- B IN THE PROFIT
- & LOSS ACCOUNT
- C CAPITAL SUBSIDY
- REVALUATION
- D RESERVE

| | |
|----------|----------|
| 50.00 | 50.00 |
| (279.22) | (256.99) |
| 100.00 | 100.00 |
| 214.28 | 214.28 |
| 85.06 | 107.29 |



| Particulars | Reserve and Surplus | | | | Total |
|---|---------------------|---|-----------------|---------------------|--------|
| | General Reserve | Retained Earnings (Balance in Profit & Loss A/c) | Capital Subsidy | Revaluation Reserve | |
| Opening Balance as on 01.04.2021 | 50.00 | (256.99) | 100.00 | 214.28 | 107.29 |
| Changes in accounting policy or prior period errors | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Restated opening balance as on 01.04.2021 | 50.00 | (256.99) | 100.00 | 214.28 | 107.29 |
| Total Comprehensive | 50.00 | (256.99) | 100.00 | 214.28 | 107.29 |
| Income for the year | 0.00 | 0.22 | 0.00 | 0.00 | 0.22 |
| Dividends | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| MAT Credit of FY 2010-11 written off | 0.00 | 22.13 | 0.00 | 0.00 | 22.13 |
| Short taxation provision made for AY 2021-22 | 0 | 0.32 | 0.00 | 0.00 | 0.32 |
| Transfer to retained earnings | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Closing Balance as at 31.03.2022 | 50.00 | (279.22) | 100.00 | 214.28 | 85.06 |

9 : DEFERRED TAX LIABILITIES

| | | |
|---|------|--------|
| Opening balance | 4.72 | 4.88 |
| Add / Less : (Deferred Tax Asset) / Liability during year | 0.11 | (0.16) |
| Closing balance | 4.83 | 4.72 |

10 : OTHER CURRENT LIABILITIES

| | | |
|-------------------------|-------|-------|
| - Statutory liabilities | 0.24 | 0.37 |
| - Other Liabilities | 12.63 | 12.24 |
| | 12.87 | 12.61 |

11 : PROVISION

| | | |
|--------------------------|------|------|
| - Provision for taxation | 0.00 | 0.00 |
|--------------------------|------|------|

12 : OTHER INCOMES

| | | |
|-------------------------------|-------|-------|
| Interest Income | 30.82 | 33.20 |
| Commission & Brokerage (Sale) | 0.00 | 35.68 |
| | 30.82 | 68.88 |

13 : COST OF TRADED WHEAT BRAN

| | | | |
|----------------------------|-------|-------|---|
| WHEAT BRAN TRADED - | | | |
| Opening Stock | 0.00 | 0 | |
| + : Purchases (Net) | 52.57 | 0 | |
| - : Closing Stock | 0.00 | 52.57 | 0 |

14 : EMPLOYEE BENEFITS EXPENSE

| | | | |
|-----------------------------------|-------|-------|-------|
| - Establishment expenses | | | |
| - Salary | 16.37 | 15.27 | |
| - Other employee benefit expenses | 0.00 | 0.22 | 15.49 |

15 : FINANCE COSTS

| | | | |
|----------------------|------|------|------|
| Interest expense on: | | | |
| - Others | 0.26 | 0.09 | 0.09 |
| Bank Charges | 0.01 | | 0.03 |
| | 0.27 | | 0.12 |



16 : DEPRECIATION

| | | |
|----------------|------|------|
| - Depreciation | 3.97 | 5.77 |
| | 3.97 | 5.77 |

17 : OTHER EXPENSES

A - Administrative and Other Expenses

| | | |
|---|-------|------|
| - Advertisement | 0.44 | 0.45 |
| - Rent | 1.20 | 0.36 |
| - Telephone & Postage | 0.37 | 0.34 |
| - Legal, Professional and Consultancy | 5.48 | 4.76 |
| - Printing & Stationery | 0.00 | 0.12 |
| - Insurance | 0.18 | 0.65 |
| Interest on TDS / Income | | |
| - Tax | 0.03 | 0.12 |
| - Travelling and Conveyance [Including Director's Travelling Nil (Nil)] | 0.00 | 0.03 |
| - Vehicle Running & Maintenance | 2.36 | 1.36 |
| - General Expenses | 0.80 | 0.44 |
| - Auditors Remuneration | | |
| - Audit Fee | 0.30 | 0.30 |
| - Sundry fee & subscription | 0.40 | 0.57 |
| | 11.55 | 9.49 |

B - Selling Expenses

| | | |
|-------------------------|-------|------|
| - Cash Discount (Sales) | 0.34 | |
| | 11.89 | 9.49 |

18 : SEGMENT REPORTING

Segment reporting is not applicable.

19 : DISCLOSURE UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Amount due to Micro and Small enterprises disclosed on the basis of information available with the company regarding status of the suppliers are as follows :

| S. No. | Particulars | 2021-22 (Rs. in lakhs) | 2020-21 (Rs. in lakhs) |
|--------|--|---------------------------|---------------------------|
| 1 | Amount remaining unpaid at the end of the year | 0.00 | 0.00 |
| 2 | Amount paid during the year | 0.00 | 0.00 |
| 3 | Amount due and payable (on the amounts which have been paid beyond the appointed date during the year) | Nil | Nil |
| 4 | Amount accrued and unpaid at the end of the year | Nil | Nil |
| 5 | Amount due of the previous year | Nil | Nil |

20 In accordance with AS-15 the following contributions to Defined contribution plans are treated as expenses during the year.

- Employer's Contribution to Provident Fund



| | Amount (in Rs.) |
|---------|--------------------|
| 2021-22 | Nil |
| 2020-21 | Nil |
| 2019-20 | Nil |

- Gratuity Payment to LIC as post employment Plan

| | Amount (in Rs.) |
|---------|--------------------|
| 2021-22 | Nil |
| 2020-21 | Nil |
| 2019-20 | Nil |

21 TAXES ON INCOME

- Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.
- Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as the reporting date. Deferred tax liabilities are recognised for all timing difference. Deferred tax asset in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.
- Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.

22 NOTES TO ACCOUNTS

- (i) The Company had closed down its vanaspati and edible oil business and has sold majority of its assets as per Postal Ballot Resolution passed on 18/12/2013 as per section 180(1)(a) of the Companies Act, 2013 and other applicable statutory provisions.
- (ii) Depreciation during the year has been provided as per the rates mentioned in the schedule II of the Companies Act 2013.
- (iii) The company has recognised Deferred Tax Asset on unabsorbed depreciation to the extent of corresponding Deferred Tax Liability on the difference between the book value and written down value of the fixed assets under Income Tax Act, 1961. The Company has not recognised Deferred Tax Asset on unabsorbed depreciation and brought forward business losses based on management's estimates of future profits.
- (iv) The amount recoverable from PSPCL amounting to Rs.3,66,553/- is subject to confirmation.
- (v) The VAT Assessment for FY 2012-2013 is pending and the Assessment Order dated 18.11.2019 passed on to the Company on 28.04.2021. Demand (including penalty and interest) raised under Punjab VAT Act 2005 is of Rs.22,63,734/- and under CST Act 1956 is of Rs.1,17,813/-. Appeal stand made by the Company before Deputy Excise and Taxation Commissioner Appeals, Jalandhar Division, Jalandhar and is pending.
- (vi) The VAT Assessment for FY 2013-2014 is pending and the Assessment Order dated 08.12.2020 passed on to the Company on January 2021. Demand (including penalty and interest) raised under Punjab VAT Act 2005 is of Rs.34,22,113/- and under CST Act 1956 is Nil. Appeal stand made by the Company before Deputy Excise and Taxation Commissioner Appeals, Jalandhar Division, Jalandhar and is pending.



Pioneer Agro Extracts Limited

- (vii) The VAT Assessment for FY 2014-2015 is pending and the Assessment Order dated 22.11.2021 passed on to the Company on 02.03.2022. Demand (including penalty and interest) raised under Punjab VAT Act 2005 is of Rs.1,26,76,398/- and under CST Act 1956 is of Rs.99,869/-. However as there are gross errors in the Assessment Order passed so request for revising the Assessment Order has been made to the Assistant Commissioner of State Tax, Pathankot vide Registered letter dated 23.03.2022. The actual demand should be around Rs.5.89 lakh and is to be settled by the Company on paying 30% there against under the Punjab One Time Settlement of Outstanding Dues (Second) Scheme 2021 notified on 17.12.2021.
- (viii) The company does not have any stock during the year so there is no valuation part of Inventory which is to be considered.

23 : RELATED PARTY DISCLOSURES UNDER ACCOUNTING STANDARD 18

A Names of related parties & description of relationship

I Related parties where control exists :

- | | |
|--|-------------------------|
| (i) Pioneer Industries Private Limited | Due to common director |
| (ii) Jagat Mohan Aggawal | Director of the Company |

Key Management

II Personnels :

- | | |
|-----------------------------------|-------------------------|
| (i) Shri Jagat Mohan Aggawal | Managing Director |
| (ii) Shri Sanjeev Kumar Kohli | Director |
| (iii) Shri Shyam Manohar Parashar | Chief Financial Officer |
| (iv) Smt Dharna Bhatia | Company Secretary |

B Detail of transactions with related parties :

| Name/Nature of transaction | | | Current Year | | Previous Year | |
|---------------------------------------|---------------------------------|--|---------------------|---------------------------|---------------------|---------------------------|
| | | | Amount (Rs in Lacs) | Outstanding (Rs. in Lacs) | Amount (Rs in Lacs) | Outstanding (Rs. in Lacs) |
| I Pioneer Industries Private Limited | Interest received on loan given | | 23.43 | 300.00 | 22.31 | 300.00 |
| II Pioneer Industries Private Limited | Purchases | | 52.82 | | 0.00 | |
| II Jagat Mohan Aggarwal | Interest Paid | | 0.26 | 5.24 | 0.08 | 4.27 |
| III Jagat Mohan Aggarwal | Rent Paid | | 1.20 | | 0.36 | |

Signatures to Notes forming part of financial statements

For **PIYUSH MAHAJAN & ASSOCIATES,**

Chartered Accountants

Firm Reg. No.:

028669N

For and on behalf of the board
Pioneer Agro extracts Limited

(PIYUSH MAHAJAN)

Partner

Membership No.

535190

(JAGAT MOHAN AGGARWAL)

Managing Director

DIN : 00750120

(SANJEEV KUMAR KOHLI)

Director

DIN : 07144225

(DHARNA BHATIA)

Company Secretary

(SHYAM MANOHAR PARASHAR)

Chief Financial Officer

Place: Pathankot

Dated: 26.05.2022



Notes forming part of Financial Statements

Ageing for Trade Receivables - non current outstanding as at March 31, 2022 is as follows:

(Rupees in Crores)

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|--|---------|--|-------------------|-------------|-------------|-------------------|-------|
| | | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Trade receivables - Billed | | | | | | | |
| <u>Undisputed trade receivables:</u> | | | | | | | |
| - considered good | - | - | - | - | - | - | - |
| - which have significant increase in credit risk | - | - | - | - | - | - | - |
| - credit impaired | - | - | - | - | - | - | - |
| <u>Disputed trade receivables:</u> | | | | | | | |
| - considered good | - | - | - | - | - | - | - |
| - which have significant increase in credit risk | - | - | - | - | - | - | - |
| - credit impaired | - | - | - | - | - | - | - |
| Less : Allowance for doubtful trade receivables - Billed | - | - | - | - | - | - | - |
| Less : Allowance for doubtful trade receivables - Unbilled | - | - | - | - | - | - | - |

Trade payables

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

(Rupees in Crores)

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | Total |
|--------------------------|---------|--|-------------|-------------|-------------------|-------|
| | | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Trade payables | | | | | | |
| - MSME* | - | - | - | - | - | - |
| - Others | - | 0.001 | - | - | - | 0.00 |
| - Disputed dues - MSME | - | - | - | - | - | - |
| - Disputed dues - Others | - | - | - | - | - | - |
| Accrued expenses | | | | | | 0.00 |
| | | | | | | 0.06 |
| | | | | | | 0.06 |

* MSME as per the Micro, Small and Medium Enterprises Development Act, 2006



Ageing for trade payables outstanding as at March 31, 2021 is as follows:

(Rupees in Crores)

| Particulars | Not due | Outstanding for following periods from due date of payment | | | | Total |
|--------------------------|---------|--|-------------|-------------|-------------------|-------|
| | | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Trade payables | | | | | | |
| - MSME* | - | - | - | - | - | - |
| - Others | - | - | - | - | - | - |
| - Disputed dues - MSME | - | - | - | - | - | - |
| - Disputed dues - Others | | | | | | |
| Accrued expenses | | | | | | 0.00 |
| | | | | | | 0.06 |
| | | | | | | 0.06 |

* MSME as per the Micro, Small and Medium Enterprises Development Act, 2006

Additional Regulatory Information

Ratios

| Ratios | FY 2021-22 | FY 2020-21 |
|---|------------|------------|
| Current ratio (in times) | 40.79 | 43.02 |
| Debt-Equity ratio (in times) | 0.00 | 0.00 |
| Debt service coverage ratio (in times) | NA | NA |
| Return on equity ratio (in %age) | 0.04 | 7.31 |
| Trade receivables turnover ratio (in times) | NA | NA |
| Trade payables turnover ratio (in times) | NA | NA |
| Net capital turnover ratio (in times) | 0.17 | 0.13 |

| Numerator | Denominator |
|---|---|
| Total current assets | Total current liabilities |
| Debt consists of borrowing and lease liabilities | Total equity |
| Earning for Debt Service = Net profit after taxes + non cash operating expenses + interest + other non cash adjustments | Debt service = interest and lease payments + principal repayments |
| Profit for the year less Preference Dividend (if any) | Average total equity |
| Revenue from operations | Average trade receivables |
| Cost of equipment and software licences + other expenses | Average trade payables |
| Revenue from operations | Average working capital (i.e. total CA less total CL) |



Disclosure of Shareholding of Promoters

Disclosure of Shareholding of Promoters as at March 31, 2022 is as follows:

| S. No. | Promoter Name | Shares held by promoters | | | | % Change during the year |
|--------|--------------------------------|--------------------------|-------------------|----------------------|-------------------|--------------------------|
| | | As at March 31, 2022 | | As at March 31, 2021 | | |
| | | No of Shares | % of total shares | No of Shares | % of total shares | |
| 1 | Mr. Jagat Mohan Aggarwal | 13,68,089 | 31.58 | 13,68,089 | 31.58 | NIL |
| 2 | Mrs. Shuchita Aggarwal | 7,57,597 | 17.49 | 7,57,597 | 16.6 | |
| 3 | M/s Jagat Mohan Aggarwal (HUF) | 2,67,307 | 6.17 | 2,67,307 | 6.17 | |
| 4 | Mr. Vasu Aggarwal | 2,21,591 | 5.11 | 2,21,591 | 5.11 | |
| Total | | 26,14,584 | 60.35 | 26,14,584 | 60.35 | |

Disclosure of Shareholding of Promoters as at March 31, 2021 is as follows:

| S. No. | Promoter Name | Shares held by promoters | | | | % Change during the year |
|--------|--------------------------------|--------------------------|-------------------|----------------------|-------------------|--------------------------|
| | | As at March 31, 2021 | | As at March 31, 2020 | | |
| | | No of Shares | % of total shares | No of Shares | % of total shares | |
| 1 | Mr. Jagat Mohan Aggarwal | 13,68,089 | 31.58 | 13,68,089 | 31.58 | NIL |
| 2 | Mrs. Shuchita Aggarwal | 7,57,597 | 17.49 | 7,57,597 | 16.6 | |
| 3 | M/s Jagat Mohan Aggarwal (HUF) | 2,67,307 | 6.17 | 2,67,307 | 6.17 | |
| 4 | Mr. Vasu Aggarwal | 2,21,591 | 5.11 | 2,21,591 | 5.11 | |
| Total | | 26,14,584 | 60.35 | 26,14,584 | 60.35 | |



ROUTE MAP

