

Prime Fresh Limited

CIN : L51109GJ2007PLC050404

13th Annual Report 2019 - 2020



Our Promoter Mr. Jinen Ghelani at Asia Fruit Logistica September 2019
Exploring, Indulgent and Networking – Global Horticultural practices and Indian Agriculture - Fruits Segment Market Overview



Our Promoter Mr. Hiren Ghelani - Addressing the audience at an NSE event with providing an insight about the Indian Agriculture sector and the future of the uprising organised F & V segment



**Prime Fresh enduring / extending gratitude towards
actual HEROES #CoViD19Warriors #POLICEMEN
with #PrimeFreshMangoes #PrimeFreshFNV**



**Our extensive Fresh F&V products and packaging –
B2B, B2C**



**Prime Fresh's export graded packing unit
with necessary safety measures intact**



**Young India! Healthy India! Prime Fresh made sure to supply
Fruits uninterruptedly at an Orphanage in Mumbai with
relentless efforts during all phase of nationwide lock-down.**



**Prime Fresh's first Grapes Export consignment -
Grapes loaded container - to Netherlands Feb-Mar 2020**



**Prime Fresh's Team @ work in the darkest hour #CoViD 19 Warriors
B2C Initiatives (Home deliveries & Society markets) started during
Lockdown in Mumbai, Navi Mumbai, Thane, Ahmedabad and Pune**



Founders' Vision and Message: "Built to Adapt"

Dear Stakeholders,

It is my pleasure to welcome you to the 13th Annual General Meeting (AGM) of our Company.

With immense pleasure for tremendous fighting spirit, at the very outset I would like to congratulate each and every Prime Fresh team member – who stood tall in these trying times and did not escape for a moment from performing their duties being in the essential commodities trade. A hearty thanks to all our stakeholders, as well, for bestowing their trust and being by our side in these COVID-19 pandemic times. World and its people have got closer like never before, and, so have we @ Prime Fresh.

Like I had mentioned in my last year's communication "The Agro Product industry has been slated for accelerated growth. It is projected to be a futuristic industry and it is anticipated that, over the years, India has the potential to emerge as a leading player in the global agricultural sector. As a result, the industry is seen to be witnessing feverish activity." This has come to be word by word factual where Necessities have played a vital role over the luxury during past few months. Nutrition and dietary needs have taken the front seat versus the unconventional eating and living habits.

Prime Fresh Limited has emerged & evolved relentlessly as fully integrated end to end Fruits and vegetables post-harvest Management Company over the last 13 years as it had envisaged.

We at Prime always believed in an Opportunity to create a decentralized fruit & vegetable supply chain model beyond the traditional prevailing APMC model by improving infrastructure, building collection centers, distributions centers, adding Cold Storages (including collaborations with multiple third party facilities and service providers) at several common points closer to the farms for better viability and longer fresh produce shelf life. This time around, our belief and the government office bearers' sequence is moving towards the same direction. Depending on age old APMC model will no longer be acceptable due to the changed scenario and fair trade dynamics.

Support to farmers by government has enabled a tremendous strength in them to upsurge F&V production growth & Improve Farm management practices with several initiatives such as River linking, water harvesting, water reservoirs, Kisan credit card schemes and other schemes for farmers by Government. On the other hand, FPO tax exemption and proliferation of huge FPOs is providing future security to productivity, yield, quality and scale.

Emergence of many progressive farmers and Prime's massive networking with such groups of over 30,000 Farmers, 52+ Agriculture Markets & 600+ Trade Partners have lead Prime Fresh to have a sustained prevalence amongst the stakeholders at multiple levels of the trade right from harvesting up to last mile delivery.

While having hands on experience as a supplier and service provider to numerous corporates and modern trades, Prime management envisaged the scope of transformation in the B2C model of Fruits & Vegetables because of the evolving trend in consumer centricity. Under the dexterous guidance of company management and with very dynamic team, Prime Fresh stepped onto the e-commerce platform in CY-2020 during COVID-19 to stretch the first-ever B2C wing in Ahmedabad, Mumbai, Thane & Navi Mumbai regions and support the fight/war against COVID-19. Prime Fresh always followed hygiene, cleanliness, packing and servicing through value added approach beyond the traditional methodology which is now being understood, valued and well accepted by the consumers/ stake holders/ society at large.

Team Prime, this year engrossed in special initiatives to connect with NGOs, Agricultural universities, government departments, retired Agri professionals, New Age F&V Start-ups to ensure timely and smooth functioning of complete value chain from sourcing to distribution with proper meticulous minute planning in the perishable segment.

Company has also not left any stones unturned in hiring young energetic far sighted team.

To give further insight, this year (CY-2020), we also started our own focused exports of Grapes to Netherlands by availing various certifications to export F&V to Europe with the help of a dedicated team.

Precisely from hereon, our Agendas & Top Priorities for the coming times are:

- Spend more time and resources in education, training, new processes, building more viable model and adding more integrated infrastructure.
- Tie-up with more organized players, collaborate for common resources and build a model around better planned sourcing and supply.
- Invest in technology, Grading instruments, automated equipment's, and vehicles etc. to adapt more hygiene practices.



- Backward and forward integration strategy implementation with all possible stakeholders by helping Local Area Aggregators, unskilled and semi-skilled human resources.
- Focus on supplying to Food processing industry, Global buyers and Traditional vendors which is emerging as a major growth driver for the Agri produce.

Finally with pride please be informed, SMERA ASSIGNED THE Highest rating to Prime Fresh Limited "MSME 1", CRISIL assigned the rating BB+ Stable to your ISO rated company.

I, on behalf of Prime Fresh family, would like to thank each one of you who joined us in this ongoing endless journey to serve in whichever direct / indirect possible way and looking forward to Walk further along for a Fresher tomorrow to a new era of Prime opportunities.

Mr. Jinen Ghelani
Chairman & Managing Director & CFO

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Jinen Ghelani	Chairman & Managing Director
Hiren Ghelani	Whole-time Director
Neha Ghelani	Whole-time Director
Ravi Menon	Independent Director
Brijesh Misra	Independent Director
Umesh Patel	Independent Director
Mihir Manek	Independent Director
Mayur Thakkar	Non-Executive Director

AUDIT COMMITTEE:

Mihir Manek	Chairman
Hiren Ghelani	Member
Brijesh Misra	Member

CHIEF FINANCIAL OFFICER:

Jinen Ghelani

COMPLIANCE OFFICER:

Riya Doshi
Company Secretary

STAKEHOLDER RELATIONSHIP COMMITTEE:

Brijesh Misra	Chairman
Ravi Menon	Member
Mihir Manek	Member

STATUTORY AUDITORS:

O.P. Bhandari & Co.
Chartered Accountants
30, Omkar House, C.G. Road,
Navrangpura, Ahmedabad- 380 009.

NOMINATION & REMUNERATION COMMITTEE:

Ravi Menon	Chairman
Mihir Manek	Member
Brijesh Misra	Member

SECRETARIAL AUDITOR:

Umesh Ved & Associates
Practicing Company Secretaries
304, Shoppers Plaza-V,
Navrangpura, Ahmedabad - 380 009.

BANKER OF THE COMPANY:

Axis Bank, Ahmedabad

REGISTERED & ADMIN OFFICE:

102, Sanskar-2, Near Ketav Petrol Pump,
Polytechnic Road, Ambawadi, Ahmedabad 380015.

REGISTRAR & SHARE TRANSFER AGENT:

Bigshare Services Pvt. Ltd
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (East) Mumbai 400059.

EQUITY SHARES ISIN DEMAT CODE:

INE442V01012

LISTED ON:

BSE SME Platform

CIN: L51109GJ2007PLC050404

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NOTICE

Notice is hereby given that 13th Annual General Meeting of the company will be held on Friday, 25th day of September, 2020 at 04.00 P.M., through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company including the Audited Balance Sheet as on March 31, 2020, the Statement of Profit and Loss and the Cash flow statement [including consolidated financial statements] for the financial year ended on 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Neha Ghelani (DIN: 00197285) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Reappointment of Mr. Jinen Ghelani (001872929) as Managing Director

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Jinen Ghelani (DIN: 001872929) as Managing Director of the Company for the second term of 5 Years with effect from 17th May, 2021 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Jinen Ghelani (DIN: 001872929)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

4. Reappointment of Mrs. Neha Ghelani (DIN: 00197285) as Whole Time Director

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mrs. Neha Ghelani (DIN: 00197285) as Whole Time Director of the Company for the second term of 5 Years with effect from 17th May, 2021 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mrs. Neha Ghelani (DIN: 00197285)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

5. Reappointment of Mr. Hiren Ghelani (DIN: 02212587) as Whole Time Director

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby

accorded to re-appoint Mr. Hiren Ghelani (DIN: 02212587) as Whole Time Director of the Company for the second term of 5 Years with effect from 6th June, 2021 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Hiren Ghelani (DIN: 02212587).

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

6. Reappointment of Mr. Ravi Menon (DIN: 05254365) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ravi Menon (DIN: 05254365) , who holds office of Independent Director up to 20th May, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Ravi Menon's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 21st May, 2021 up to 20th May, 2026."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

7. Reappointment of Mr. Brijesh Misra (DIN: 07524535) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Brijesh Misra (DIN: 07524535) , who holds office of Independent Director up to 20th May, 2021 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Brijesh Misra's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 21st May, 2021 upto 20th May, 2026."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**By Order of the Board of Directors
For, Prime Fresh Limited
(Formerly Known as Prime Customer Services Limited)**

Date : 30th June, 2020
Place : Ahmedabad

**Jinen Ghelani
Managing Director & CFO
(DIN: 01872929)**

Registered Office:
102, Sanskar-2, Nr. Ketav Petrol Pump,
Polytechnic Road, Ambawadi, Ahmedabad 380001.

NOTES:

1. In view of the continuing Covid-19 pandemic and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("The Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 13th Annual General Meeting ("AGM") of the Company is being conducted on 25th September, 2020 at 04.00 pm (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) Facility, which does not require physical presence of members at a common venue and therefore Route map is not Annexed. The deemed venue for the 13th AGM shall be the Registered Office of the Company
2. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and vote is not available for this AGM and hence Proxy Form and attendance Slip are not annexed to this Notice.
3. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.primefreshlimited.com; websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com; and on the website of NSDL: www.evoting.nsdl.com;
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of the Special Businesses to be transacted at the Annual General Meeting ("AGM") along with details pursuant to Securities and Exchange Board of India ("SEBI") Regulations and other applicable laws are annexed hereto.
6. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 23, 2020 through email (mentioning their name, demat account number/folio number, contact details etc.) on cs@primefreshlimited.com. The same will be replied by the Company suitably.
7. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 19th September, 2020 to Friday, 25th September, 2020 (both days inclusive) for Annual General Meeting.
8. The information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors being appointed / re-appointed is annexed hereto.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the registered office of the company situated at 102, sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabd-380015, Gujarat, India on all working days (Excepts Sunday and Public Holidays) between 11.00 a.m. to 01.00 p.m. upto the date if this Annual General Meeting and also at the AGM.
During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be available for inspection through electronic mode on the website of the Company: www.primefreshlimited.com;
10. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the company is pleased to provide members facility to exercise their right to vote at 13th Annual General Meeting (AGM) by electronic means /remote e voting and the business may be transacted through e-Voting Services provided by NSDL. The Instruction for Participation by Members are given in the subsequent paragraphs.
11. The remote e-voting period commences at 09.00 a.m. on Tuesday, September 22, 2020 and ends at 5.00 p.m. on Thursday, September 24, 2020. The remote e-voting module will be disabled by NSDL for voting thereafter.
12. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e - voting, shall be eligible to vote through e-voting system during the AGM.
13. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
14. A member's voting rights shall be in proportion to his/her share of the paid up equity share capital of the Company as on September 18, 2020 ('cut-off date'). A person whose name is recorded in the Register of Members of the

Company or in the Register of Beneficial Owners maintained by the depositories as on the 'cut-off date only' shall be entitled to avail the facility of remote e-voting as well as voting in the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

15. The Board of Directors of the Company has appointed Mr. Alpesh Dhandhlya Proprietor of M/S Alpesh Dhandhlya & Associates, Practicing Company Secretaries (COP No.: 12119), as Scrutinizers for conducting the remote e-voting and e-voting process in a fair and transparent manner.
16. The Scrutinizer will submit his/her report addressed to Mr. Jinen Ghelani, Chairman or any officer of the Company authorized by the Chairman, after completion of the scrutiny and the results of the voting will be announced on or before September 27, 2020. The voting results shall be submitted to the Stock Exchanges. The same shall also be placed on the website of the Company www.primefreshlimited.com; and NSDL Website.
17. Members are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically with respective Depository Participant (if holding shares in electronic form) or the Company. (If holding shares in physical form). The requests to the Company (along with a self-attested copy of PAN card) can either be sent by way of a letter or by sending e-mail to: **cs@primefreshlimited.com**;
18. Mrs. Neha Ghelani (DIN: 00197285) retires by rotation and being eligible offer herself for re-appointment. The details pertaining to aforesaid directors as required under Companies Act, 2013, Secretarial Standards on General Meeting and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished in Annexed hereto to the notice.
19. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the company's records which will help the company and the company's registrars and transfer agents, BIGSHARE SERVICES PRIVATE LIMITED to provide better and efficient services. Members holding shares in physical form can submit their PAN details to the Company.
21. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact BIGSHARE SERVICES PRIVATE LIMITED for assistance in this regard.
22. Corporate members are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through Remote E-voting and e-Voting during the AGM. The said Resolution/authorization shall be sent through registered email address to the scrutinizer at **welcome2pcs@gmail.com**;
23. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
24. The record date for the purpose of determining the eligibility of the Members to attend the 13th Annual General Meeting of the Company is Friday, 18th September, 2020.
25. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the record date i.e. 18th September, 2020 can also attend the meeting.
26. The Transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 125 of the Companies Act, 2013, during the current Financial Year is not applicable.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 22nd September, 2020 at 09:00 A.M. and ends on 24th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.

4. 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. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:
 - a) 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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **welcome2pcs@gmail.com**; with a copy marked to **evoting@nsdl.co.in**.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on **www.evoting.nsdl.com** 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.: 1800-222-990 or send a request to Pratik Bhatt 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 **cs@primefreshlimited.com**;

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 **cs@primefreshlimited.com**;

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at **https://www.evoting.nsdl.com** under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password

for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

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

**By Order of the Board of Directors
For, Prime Fresh Limited
(Formerly Known as Prime Customer Services Limited)**

Date : 30th June, 2020
Place : Ahmedabad

**Jinen Ghelani
Managing Director & CFO
(DIN: 01872929)**

Registered Office:
102, Sanskar-2, Nr. Ketav Petrol Pump,
Polytechnic Road, Ambawadi, Ahmedabad 380001.

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

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 7 of the accompanying Notice

In Respect of Item No. 3

The Company had appointed Mr. Jinen Ghelani as Managing Director of the Company for a period of five years from 17th May, 2016. The Members had subsequently approved the said appointment and terms of his remuneration.

Particulars as required by Part II of schedule V of the Companies Act 2013 are set out below:

General information:

His current term of appointment as the Managing Director of the Company expires on 16th May, 2021. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Jinen Ghelani should be available to the Company for a further period of 5 (Five) years with effect from 17th May, 2021. In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meetings held on 30th June, 2020 re-appointed him as Managing Director of the Company for a further period of 5 (Five) years with effect from 17th May, 2021.

The main terms and conditions for re appointment of Mr. Jinen Ghelani as Managing Director (MD), are as follows;

i. **Period:** 17th May, 2021 to 16th May, 2026

ii. **REMUNERATION:**

- a) Basic Salary: Not exceeding Rs. 12, 00,000/- (Rupees Twelve Lakhs only) per annum as may be decided by the Board of Directors from time to time.
- b) Perquisites: shall be entitled for the following perquisites in addition to the salary mentioned herein above.

PERQUISITES AND ALLOWANCES:

- 1. Housing: The Company shall provide unfurnished accommodation to Mr. Jinen C Ghelani. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company, whichever is more, shall be payable to him and he shall also be eligible for reimbursement of expenses / allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.
- 2. Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of Rs.15000/- (Rupees Fifteen Thousand) per annum.
- 3. Free Telephone Facility at residence and use of Mobile phone for the business of the company.

Other Benefits:

Mr. Jinen C Ghelani shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove:

Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

The total remuneration payable to Mr. Jinen C Ghelani, Managing Director, including all the above shall not exceed the limit of Rs. 30, 00,000/-(Rupees Thirty Lakhs only) per annum as provided under the provisions of the Companies Act, 2013 unless otherwise approved by the Central Government.

Mr. Jinen Ghelani as Managing director of the company be paid such remuneration comprising of salary, commission on profit, and perquisites/benefits as may be determined by the Board or duly constituted thereof from time to time within the maximum limits approved by the members of the Company.

In the absence or inadequacy of profits in any financial year during the period of his appointment as Managing Director, the Company shall pay to Mr. Jinen C Ghelani the above remuneration as the Minimum remuneration subject to the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

The Terms and conditions of Mr. Jinen Ghelani's Appointment as the Managing Director and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion, deem fits within maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendments thereof.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General Information:

- a) **Nature of Industry:** The Company is engaged into the of Business of Supply Chain, Trading In Fruits & Vegetables (F&V), C &F, Warehousing & Other F&V Related Agri Businesses. The core strength of the company is of Domestic F & V distribution through multiple channels.
- b) **Date or expected date of commencement of Commercial Production:** Not applicable (Company is an existing company).
- c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable
- d) Financial performance based on given indicators: *Rs.In lakhs*

Particulars	2019-20	2018-19	2017-18	2016-17	2015-16
Revenue from operations (net)	4724.3	4137.7	3611.6	2386.8	2103.5
Profit after Tax	162.5	126.2	100.0	32.4	27.1
Earnings per Share (Rs.)	4.65	3.61	2.86	0.93	1.78

- e) **Foreign investments or collaborations, if any:** The Company have not any foreign Investments or collaborations.

2. Information about the appointee

- a) **Background details:** Mr. Jinen Ghelani, aged 45 years is a Managing Director of the Company having over 24 years of industry experience in retail, FMCG and horticulture industries. He has completed Bachelor of Commerce from Saurashtra University. Mr. Jinen Ghelani has nearly two decades of experience in retail and FMCG industries in India, where he was involved and understood complete functions of supply chain management in the retail industry. He has been a backbone of the company for identifying, negotiating and implementing new business opportunities. He has played an extremely crucial role in team building, infrastructure setup and clients addition.

During 2019-20 Mr. Jinen Ghelani attended 8 Meetings of the Board of Directors. He is a Director of the following Company - Florens Farming Private Limited

- b) **Past Remuneration:** Mr. Jinen Ghelani has drawn Rs. 7,20,000/- pa. as remuneration from the Company.
- c) **Job Profile and his Suitability:** His current term of appointment as a Managing Director of the Company will expire on 16th May, 2021. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Jinen Ghelani should be available to the Company.
- d) **Remuneration proposed:** As mentioned above
- e) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Mr. Jinen Ghelani has vast experience in Management. Mr. Jinen Ghelani has rich experience of handling various areas of business and is well known in retail industry. Mr. Jinen Ghelani has begun a lot of new initiatives in the Company since he joined as Managing Director. His respective skill sets and experience place him in a correspondingly equal position at major diversified Companies in India. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
- f) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**
Mr. Jinen Ghelani has a relationship with the Company as Managing Director & CFO only. He does hold 189800 (Shares) and 199963 (Warrant) in the Company

3. Other information:

- a) Reasons of loss or inadequate profits: The Company has not made any loss or inadequate loss during the year.
- b) Steps taken or proposed to be taken for improvement: Not Applicable
- c) Expected increase in productivity and profits in measurable terms: Not Applicable

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Jinen Ghelani require approval of members by passing Special Resolution.

Hence, the members are requested to pass the Special Resolution accordingly.

The Board recommends the Resolution at Item No. 3 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mr. Jinen Ghelani.

In Respect to Item No. 4 & 5

The Company had appointed Mrs. Neha Ghelani (DIN: 00197285) and Mr. Hiren Ghelani (DIN: 02212587) as Whole Time Director of the Company for a period of five years from 17th May, 2016 and 6th June, 2016 respectively. The Members had subsequently approved the said appointment and terms of his remuneration.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General Information:

- a) **Nature of Industry:** The Company is engaged into the of Business of Supply Chain, Trading In Fruits & Vegetables (F&V), C & F, Warehousing & Other F&V Related Agri Businesses. The core strength of the company is of Domestic F & V distribution through multiple channels.
- b) **Date or expected date of commencement of Commercial Production:** Not applicable (Company is an existing company).
- c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable
- d) Financial performance based on given indicators: In lakhs

Particulars	2019-20	2018-19	2017-18	2016-17	2015-16
Revenue from operations (net)	4724.3	4137.7	3611.6	2386.8	2103.5
Profit after Tax	162.5	126.2	100.0	32.4	27.1
Earnings per Share (Rs.)	4.65	3.61	2.86	0.93	1.78

- e) **Foreign investments or collaborations, if any:** The Company have not any foreign Investments or collaborations.

2. Information about the appointee

Mrs. Neha Ghelani, aged 44 years has completed her Bachelor of Commerce and Master of Commerce from Saurashtra University. She supports and looks after the Administration & accounts division of the company. Her background of commerce and teaching helps the company and departments for smooth functioning.

During 2019-20, Mrs.. Neha Ghelani attended 7 Meetings of the Board of Directors.

Mr. Hiren Ghelani, aged 41 with a Master's degree in commerce, is a Whole Time Director of the Company having over 22 years of experience in capital markets, resource allocation, and team building and identifying new business opportunities. Being a key member, he is involved in formulating and implementing strategies along with setting up processes that add significance to the business and enhance the overall stakeholder's value.

During 2019-20 Mr. Hiren Ghelani attended 7 Meetings of the Board of Directors. He is a Director of the following Company

1. Florens Farming Private Limited
2. Prosperity Securities Private Limited
3. NH Time Investments Research Private Limited

a) Past Remuneration:

Hiren Ghelani	8,90,400
Neha Ghelani	0

- b) **Job Profile and his Suitability:** Their current term of appointment as a Whole Time Director of the Company will expire on 16th May, 2021 and 5th May, 2021 respectively. Considering their knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is

of the opinion that for smooth and efficient running of the business, the services of Mr. Hiren Ghelani and Mrs. Neha Ghelani should be available to the Company.

- c) **Remuneration proposed:** As mentioned above
- d) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Mr. Hiren Ghelani and Mrs. Neha Ghelani have vast experience in Management. Both have rich experience of handling various areas of business. Mr. Hiren Ghelani and Mrs. Neha Ghelani have begun a lot of new initiatives in the Company since he joined as Whole Time Director. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

- f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Hiren Ghelani has a relationship with the Company as Whole Time Director and He is Brother of Managing Director. He does hold 1139000 (Shares) and 199963 (Warrant) in the Company

Mrs. Neha Ghelani has a relationship with the Company as Whole Time Director and she is Wife of Managing Director. She does hold 38200 (Shares) and 24995 (Warrants) in the Company.

Other information:

- a) Reasons of loss or inadequate profits: The Company has not made any loss or inadequate loss during the year.
- b) Steps taken or proposed to be taken for improvement: Not Applicable
- c) Expected increase in productivity and profits in measurable terms: Not Applicable

Their current term of appointment as the Whole Time Director of the Company is going to expire on 16th May, 2021 and 05th June 2021 respectively. Considering their knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mrs. Neha Ghelani and Mr. Hiren Ghelani should be available to the Company for a further period of 5 (Five) years with effect from 17th May, 2021 and 6th June, 2021 respectively. In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meetings held on 30th June, 2020 re-appointed him as Whole Time Director of the Company for a further period of 5 (Five) years with effect from 17th May, 2021 and 6th June, 2021 respectively

The Terms and Condition for re appointment are as mentioned below:

1. Remuneration:

Particulars	Hiren Ghelani	Neha Ghelani
Basic Salary	Not exceeding Rs. 15,00,000/- (Rupees Fifteen Lakh only) per annum as may be decided by the Board of Directors from time to time.	Not exceeding Rs. 12,00,000/- (Rupees Twelve Lakh only) per annum as may be decided by the Board of Directors from time to time.
	Perquisites and Allowances	
Housing	The Company shall provide unfurnished accommodation to Mr. Hiren C Ghelani. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company, whichever is more, shall be payable to him and he shall also be eligible for reimbursement of expenses / allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.	The Company shall provide unfurnished accommodation to Mrs. Neha Ghelani. If no accommodation is provided, House Rent Allowance not exceeding 50% of monthly basic salary or as per Rules of the company, whichever is more, shall be payable to him and he shall also be eligible for reimbursement of expenses / allowances for utilization of gas, electricity, water & the same shall be valued as per Income Tax Rule, 1962.
Medical Allowances	Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of Rs.15000/- (Rupees Fifteen Thousand) per annum.	Medical Allowances including reimbursement, as per rules of the company, subject to a maximum of Rs.15000/- (Rupees Fifteen Thousand) per annum.

Telephone Facility	Free Telephone Facility at residence and use of Mobile phone for the business of the company.	Free Telephone Facility at residence and use of Mobile phone for the business of the company.
Other Benefits	Mr. Hiren C Ghelani shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove: Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company. For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.	Mrs. Neha Ghelani shall also be eligible to the following benefits in addition to the above perquisites, which shall not be included in the computation of the ceiling on remuneration as specified hereinabove: Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company. For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

The total remuneration payables to Mr. Hiren Ghelani and Mrs. Neha Ghelani, Whole Time Director, including all the above shall not exceed the limit of Rs. 30,00,000/- (Rupees Thirty Lac only) per annum each as provided under the provision of the Companies Act, 2013 unless otherwise approved by the central government.

In the absence or inadequacy of profits in any financial year during the period of their appointment as Whole-time Director, the Company shall pay to Mr. Hiren Ghelani and Mrs. Neha Ghelani the above remuneration as the Minimum remuneration subject to the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

The Terms and conditions of Mr. Hiren Ghelani and Mrs. Neha Ghelani's Appointment as the Whole Time Directors and payment of his remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its absolute discretion, deem fits within maximum amounts payable in accordance with the provisions of the Companies Act, 2013 or any amendments thereof.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mrs. Neha Ghelani and Mr. Hiren Ghelani require approval of members by passing Special Resolution.

Hence, the members are requested to pass the Special Resolution accordingly.

The Board recommends the Resolution at Item No. 4 & 5 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mrs. Neha Ghelani & Mr. Hiren Ghelani

In Respect to Item No. 6 & 7

Mr. Ravi Menon (DIN: 05254365) and Mr. Brijesh Misra (DIN: 07524535) were appointed as an Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Extra Ordinary General Meeting held on 21st May, 2016 to hold office up to 20th May, 2021 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

The Nomination & Remuneration Committee at its Meeting held on 30th June, 2020 after taking into account the performance evaluation of these Independent Directors, (except Mr. Ravi Menon and Brijesh Misra), during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of these Directors as Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 21st May, 2021 upto 20th May, 2026 and not liable to retire by rotation. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Ravi Menon and Mr. Brijesh Misra for their appointment to the office of Independent Directors.

The above Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Ravi Menon and Mr. Brijesh Misra fulfils the conditions specified in the Act for their reappointment as an Independent Directors.

The Company has also received from the above Independent directors:-

- (i) the consent in writing to act as Independent Director and
- (ii) Intimation that they are not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) A declaration to the effect that they are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of the above Directors as Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till this Annual General meeting.

The other details including the shareholding of these Directors, whose appointment is proposed at item nos. 6 & 7 of the accompanying Notice, have been given in the attached annexure.

The Board recommends the Resolutions for re-appointment of the Independent Directors at item no. 6 & 7 as Special Resolutions of this notice for your approval.

Mr. Ravi Menon and Mr. Brijesh Misra respectively, are concerned or interested in the resolutions of the accompanying notice relating to their own appointment.

None of the other Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions at item nos. 6 & 7.

ANNEXURE TO THE NOTICE

Additional Information of Directors recommended for re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meeting (SS-2):

Annexure to Item No: 2 & 7

Name of Director	Jinen Ghelani	Neha Ghelani	Hiren Ghelani	Ravi Menon	Brijesh Misra
Date of birth / age	25.07.1975	08.07.1976	11.11.1979	25.05.1966	25.03.1964
Qualification	B.Com	M.Com	M. Com	Master of Art	Master of Science (Agri.)
Expertise in Specific Functional Area and Experience	Having over 24 years of industry experience in retail, FMCG and horticulture industries	She is having total 20 years Experience. Expertise in teaching, administration and creative activities.	Having over 22 years of experience in capital markets, resource allocation, team building and identifying new business opportunities.	31 years of Experience working with senior management in diverse business activities in manufacturing units, mutual funds and other banking/ financial industry.	Three decades of industry experience in generating, monitoring and managing sales of Agro products and conducting awareness.
Date of First Appointment on the Board	31.12.2007	30.03.2007	01.05.2011	21.05.2016	21.05.2016
Terms and Conditions of appointment/reappointment	Appointment as Managing Director whose term is not liable to retire by rotation.	Appointment as Whole Time Director whose term of office is liable to retire by Rotation	Appointment as Whole Time Director whose term of office is liable to retire by Rotation	Appointment in terms of Section 149 of the Companies Act 2013 and SEBI (LODR) Regulations, 2015 as ID for period of 5 Years.	Appointment in terms of Section 149 of the Companies Act 2013 and SEBI (LODR) Regulations, 2015 as ID for period of 5 Years.
Remuneration sought to be paid	As mentioned in notice	As mentioned in notice	As mentioned in notice	He is entitled for receiving sitting fees and commission if any.	He is entitled for receiving sitting fees and commission if any
Details of Last drawn remuneration	7,20,000	NIL	8,90,400	NIL	NIL
Directorship held in other Companies	2	0	3	0	0
Chairmanship held in committees of Board of Director	0	0	0	Nomination and Remuneration Committee-Prime Fresh Limited	Stakeholder Relationship Committee-Prime Fresh Limited
Membership held in Committees of Board of Director	0	0	Audit Committee-Prime Fresh Limited	Stakeholder Relationship Committee-Prime Fresh Limited	Audit Committee, NRC – Prime Fresh Limited
Shareholding in the Company	189800-Shares 199963-Warrants	38200/-Shares 24995/-Warrants	1139000-Shares 199963- Warrants	NIL	NIL
Relationship with other Director & KMP of the Company	- Brother of Hiren Ghelani - Husband of Neha Ghelani and not related to any other Director and KMP	- Wife of Jinen Ghelani and not related to any other Director and KMP	- Brother of Jinen Ghelani and not related to any other Director and KMP	NIL	NIL
No. of Board Meeting attended during the F.Y. 2019-20	8	7	7	2	5

DIRECTORS' REPORT

To,
The Members,
Prime Fresh Limited
(Formerly Known as Prime Customer Services Limited)

The Board of Directors has pleasure in presenting their Report along with Annual Report and Audited Financial Statements for the year ended 31st March, 2020.

FINANCIAL PERFORMANCE:

The highlights of the financial results for the financial year 2019-20 are as follows : (In RS)

PARTICULARS	YEAR ENDED 31.03.2020	YEAR ENDED 31.03.2019
Revenue From Operations	47,24,31,283	43,17,76,070
Other Income	1,04,930	46,930
Total Revenue	47,25,36,213	43,18,23,000
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	2,86,41,736	2,20,69,608
Less: Financial expenses	57,88,117	34,55,840
Less: Depreciation & Preliminary Expenses	10,68,612	13,21,436
Profit Before Taxation	2,17,85,007	1,72,92,332
Less: Provision for current tax	55,95,284	48,48,141
Add / (Less) : Deferred tax	(62,205)	1,79,449
Profit After Taxation	1,62,51,928	1,26,23,640
Less: Proposed Dividend	NIL	NIL
Less: Tax on Dividend	NIL	NIL
Add/(Less): Surplus Brought Forward from previous year	2,63,79,735	1,37,56,095
Transfer to reserves	Nil	NIL
Balance carried over to Balance Sheet	6,90,96,717	5,28,44,789

REVIEW OF OPERATIONS:

The Company has reported income from operation during the year is Rs. 47,24,31,283/- as compared to the previous year's income from operation of Rs. 43, 17, 76,070/-. The Company has earned net profit before tax of Rs. 2, 17, 85,007 as against previous year's net profit before tax of Rs. 1, 72, 92,332.

CHANGE IN NATURE OF BUSINESS, IF ANY AND FUTURE OUTLOOK:

During the year under review, the Company has not done any changes in its nature of Business.

DIVIDEND:

No dividend was declared for the current Financial Year because Company retains its earnings for the future growth of the Company.

CONSOLIDATED FINANCIAL STATEMENTS:

The accounts of the Florens Farming Private Limited and Florens Fresh Supply Solutions Private Limited are consolidated with the accounts of the Company in accordance with the provisions of Accounting Standards AS-21 on consolidated financial statement issued by the Institute of Chartered Accountants of India, Companies Act, 2013 read with Schedule III of the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The audited consolidated financial statements are provided in this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis for the year under review as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included in this report as Annexure-"A".

DEPOSITS:

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and rules made thereunder.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Particulars of Investments, loan made by the Company are provided in Note to the Financial Statements. Further The Company has not provided any Guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

INTERNAL CONTROLS AND THEIR ADEQUACY:

The Company has adequate internal controls and processes in place with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are driven through various policies, procedures and certifications. The processes and controls are reviewed periodically. The Company's internal control system is commensurate with its size, scale and complexities of its operations.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. There was no case of sexual harassment reported during the year under review.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

The Company has taken precautionary steps for conservation of energy & technology absorption by implementing various measures & efforts which improve the productivity of the machineries, improve quality of a product, reduce the cost of a manufacturing and no specific investment has been made in reduction in energy consumption.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the period under review foreign exchange earnings or out flow reported as follow: (In Rs.)

Particulars	Amount In Foreign currency
Out Flow	NIL
Earning	NIL

INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

COMPOSITION OF BOARD AND STATUTORY COMMITTEES FORMED THEREOF Board of Directors:

The Board of the Company comprises of eight Directors out of which one is Managing Director, two are Whole-time Directors and rest of the Directors are Non-Executive Director and Non-Executive Independent Directors. The maximum gap between any two board meetings is not more than 120 days. During the financial year 2019-20, there were EIGHT (8) meetings of the board held on 23rd April, 2019, 28th May, 2019, 03rd June, 2019, 3rd August, 2019, 27th September, 2019, 14th November, 2019, 7th February, 2020 and 11th March, 2020.

Name	Attendance at Meetings			Number of other Directorship & Committee Membership / Chairmanship**		
	No. of Board Meetings		Last AGM	Other Directorship*	Committee Membership	Committee Chairmanship
	Meetings held during Tenure	Meetings Attended				
Whole-time Director						
Mr. Jinen Ghelani	8	8	Yes	-	-	-
Mr. Hiren Ghelani	8	7	Yes	-	-	-
Mrs. Neha Ghelani	8	7	Yes	-	-	-
Independent Director						
Mr. Brijesh Misra	8	5	Yes	-	-	-
Mr. Mihir Manek	8	5	Yes	-	-	-
Mr. Ravi Menon	8	2	Yes	-	-	-
Mr. Umesh Patel	8	4	No	-	-	-
Non-Executive Director						
Mr. Mayur Thakkar	8	2	No			

* Directorships and Committee member/Chairmanship in other companies mentioned above excludes directorships in private limited companies, unlimited companies, foreign companies and companies incorporated under section 8 of the Companies Act, 2013.

**While calculating the number of Membership / Chairmanship in Committees of other companies, Membership / Chairmanship of only Audit Committee and Stakeholders Relationship Committee have been considered pursuant to Regulation 18 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Director is a member in more than ten committees and act as a Chairman in more than five committees across all companies in which he is a Director.

Audit Committee:

During the financial year 2019-20, Six (6) meetings of the Audit Committee were held on 23rd April, 2019, 28th May, 2019, 3rd August, 2019, 27th September, 2019, 14th November, 2019 and 11th March, 2020. The details of the composition of the committee and attendance at its meeting are set out in the following table:

S.N.	Name	Designation	Meetings held during Tenure	Meetings Attended
1	Mr. Mihir Manek	Chairman	6	3
2	Mr. Brijesh Misra	Member	6	6
3	Mr. Hiren Ghelani	Member	6	6

Nomination and Remuneration Committee:

During the financial year 2019-20, there were Two (2) meeting held of the Nomination and Remuneration Committee. The details of the composition of the committee and attendance at its meeting are set out in the following table:

S.N.	Name	Designation	Meetings held during Tenure	Meetings Attended
1	Mr. Ravi Menon	Chairman	2	2
2	Mr. Brijesh Misra	Member	2	2
3	Mr. Mihir manek	Member	2	0

Stakeholders Relationship Committee:

During the financial year 2018-19, 4(Four) Stakeholders Relationship Committee were held on 23rd April, 2019, 28th May, 2019, 3rd August, 2019 and 14th November, 2019. The details of the composition of the committee and attendance at its meeting are set out in the following table:

S.N.	Name	Designation	Meetings held during Tenure	Meetings Attended
1	Mr. Brijesh Misra	Chairman	4	4
2	Mr. Ravi Menon	Member	4	2
3	Mr. Mihir Manek	Member	4	3

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

1. Changes in Composition of Board of Directors:

There were following changes made in composition of Board of Directors during the F.Y. 2019-20.

- Mr. Mayur Thakkar (DIN: 08423444) appointed as Non-Executive Director of the Company.
- Mr. Samir Rajguru (DIN: 07198139)) Whole Time Director resigned from the Company.
- Mrs. Riya Doshi appointed as Company Secretary and Compliance officer of the Company.
- Mr. Mihir Manek (DIN: 07254045) Independent Director resigned from the Company on 30th June, 2020.

2. Independent Directors:

The Independent Directors have submitted their declarations of independence, as required pursuant to the Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

3. Retirement by Rotation:

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mrs. Neha Ghelani (DIN: 00197285) will retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment. The board recommends her appointment.

4. Profile of the Directors seeking appointment / reappointment:

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Particulars of the Director retiring by rotation and seeking appointment / re-appointment at the ensuing Annual General Meeting is annexed to the notice convening 13th Annual General Meeting.

5. Changes in other Key Managerial Personnel:

- Ms. Riya Doshi has been appointed as Company secretary of the Company with effect from 23rd April, 2019

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- In the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- they 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 Company at the end of the financial year and of the profit and loss of the Company for that period;
- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- They have prepared the annual accounts on a going concern basis;
- They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

LISTING:

The equity shares of our Company are listed on SME platform of BSE and the Company has paid the annual listing fees for the FY2020-21.

RELATED PARTY TRANSACTIONS:

The Company has formulated a Policy on Related Party Transactions and the same is available on Prime's website at www.primefreshlimited.com; The Policy intends to ensure that proper approval, reporting and disclosure processes are in place for all transactions between the Company and related parties. All the related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business were reviewed and approved by the Audit Committee. All related party transaction are placed before Audit Committee for its review on quarterly basis. Your Company had not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is annexed to "Annexure: E"

AUDITORS:

At the Annual General Meeting held on 30th September, 2016, M/s O. P. Bhandari & Co., Chartered Accountants (Firm Registration No: 112633W), Ahmedabad were appointed as statutory auditors of the Company to hold office for a period of five (5) years i.e. 2016-17, 2017-18, 2018-19, 2019-20 and 2020-21 (subject to ratification of the appointment by the Members at every Annual General Meeting held after this Annual General Meeting of the Company). In accordance with the Companies Amendment Act, 2017 enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditor is not required to be ratified at every Annual General Meeting. Observations of the auditors in their report together with the notes on accounts are self-explanatory and therefore, in the opinion of Directors, do not call for any further explanation.

INTERNAL AUDITORS:

M/s DBD & Associates, Chartered Accountants (Firm Registration No. 145761W) has been re-appointed as Internal Auditor of the Company for the F.Y. 2020-21 pursuant to provisions 138 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

COST AUDIT REPORT:

As per provision of section 148(3) of Companies Act, 2013 and rule 6(2) of Companies (Cost records and audit) Rules, 2014, the company is not required to appoint a cost auditor to audit the cost records of the company.

SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of its Board, appointed M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company for the financial year ended 31st March, 2020. The Secretarial Audit Report is annexed herewith as Annexure- "B" which is self-explanatory and gives complete information.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure C".

BUSINESS RISK MANAGEMENT:

The Company has implemented various policies from ground level to the top level management for identifying the risk, measuring the same and take corrective measures for managing the risk.

PARTICULARS OF EMPLOYEES:

The details related to employees and their remuneration as required under Section 197(12) and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are mentioned in Annexure 'D' to this Board's Report. Disclosure under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable as no employee falls under the threshold provided therein.

CORPORATE SOCIAL RESPONSIBILITY:

The provision of section 135 of Companies Act, 2013 for implementing Corporate Social Responsibility Policy, constitute committee and expenditure thereof is not applicable to the company.

VIGIL MECHANISM:

The Company has established a Vigil Mechanism for directors and employees to report genuine concerns. The vigil mechanism provide for adequate safeguards against victimization of person who use Vigil Mechanism and also provide for direct access to the Chairman of the Audit Committee. The details of Vigil Mechanism are displayed on the website of the Company www.primefreshlimited.com;

NOMINATION AND REMUNERATION POLICY:

The Nomination and Remuneration policy posted on the website of the Company www.primefreshlimited.com; currently, no compensation is paid to the Non- Executive Directors of the Company except for the sitting fees as per provisions of Companies Act, 2013.

CORPORATE GOVERNANCE:

The Company being listed on the Small and Medium Enterprise platform is exempted from provisions of corporate governance as per Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence no corporate governance report is disclosed in this Annual Report.

DETAILS OF COMPLAINTS RECEIVED AND REDRESSED:

During the F.Y. 2019-2020, Company has not received any complain from any shareholders. Further the Complaints received from Dimple Khetan as mentioned in earlier Annual Report of F.Y. 2017-18, SEBI has disposed this complaint and ROC has not found any violation and error in said Transaction and currently the matter is under sub Judge at Andheri court and Hon'ble NCLT Ahmedabad. The Complainant has not been able to provide any concrete evidence or any meaningful document (even after 3 years of her complain) at any of the forums for the matter to progress to the next stage.

EVALUATION OF BOARD PERFORMANCE:

The Company has taken various measures for obtain commitment by all board members to the process of performance evaluation by means of set performance criteria ,plan the process and gather the information, discuss and interpret the data, develop a plan of follow-up; identify areas for change and set goals for effective performance of the board members & individual Director also.

CERTIFICATION:

During the year under review, the Company having the following certifications pertaining to the Highest International Standard of Food Safety and Hygiene:

1. FSSAI
2. APEDA Recognition
3. IEC: Import Export Code
4. SMETA, SEDX and Global GAP

COMPLIANCE WITH THE SECRETARIAL STANDARD

The company has complied with all the provisions of Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company which have occurred between 31st March, 2020 and the date of this Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

Registrar of Companies, Ahmedabad has issued order on 10th June, 2019 in matter of Adjudication proceedings under Section 118 of the Companies Act 2013 which was not accepted by the Board of Directors of the company, Directors, KMP and Promoters of the company and therefore Company has filled Memorandum of Appeal before Regional Director. Aside it, there are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations

ACKNOWLEDGEMENT AND APPRECIATION:

Yours Directors place on record their appreciation of the sincere and devoted services, rendered by all employees of the company and the continued support and confidence of the customers. The Board expresses special thanks to progressive farmers who have worked hard to achieve International Standards in the quality of their produce. The Board also expresses its sincere thanks to Banks, Financial Institutions, Government Authorities, Agricultural and Processed Food Products Export Development Authority (APEDA), FSSAI and all other well-wishers, for their timely support.

**By Order of the Board of Directors
For Prime Fresh Limited
(Formerly Known as Prime Customer Services Limited)**

Date : 30th June, 2020
Place : Ahmedabad

**Jinen Ghelani
Managing Director & CFO
DIN: 01872929)**

Form AOC-1

Statement containing salient features of the financial statement of Subsidiaries / Associate Companies / Joint Ventures

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

Part "A" Subsidiaries

(Amount in Rs.)

S.N.	Particulars	Details	
1	Name of the Subsidiary	Florens Farming Private Limited	Florens Fresh Supply Solutions Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	N.A.	N.A.
3	Reporting currency and Exchange rate as on the last date N.A. of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.
4	Share capital	5,00,000	1,00,000
5	Reserves & surplus	(77,881)	4,27,296
6	Total assets	1,18,49,236	3,23,57,518
7	Total Liabilities	1,14,27,117	3,18,30,222
8	Investments	-	-
9	Turnover	2,74,42,321	2,57,30,773
10	Profit before taxation	1,14,913	3,73,783
11	Provision for taxation	-	1,00,000
12	Profit after taxation	1,14,913	2,73,783
13	Proposed Dividend	-	-
14	% of shareholding	100%	100%

- a. Names of subsidiaries which are yet to commence operations - None
- b. Names of subsidiaries which have been liquidated or sold during the year – None

Part "B" Associates and Joint Venturees - Not Applicable

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regn. No.112633W

O.P. Bhandari
Partner
M.No. 34409

Place : Ahmedabad
Date : 30th June, 2020

For and on behalf of the Board of Directors

Jinen Ghelani
Managing Director & CFO
DIN : 00187292

Neha Ghelani
Director
DIN : 00197285

Riya Doshi
Company Secretary

ANNEXURE TO THE DIRECTORS' REPORT**ANNEXURE - 'A'****MANAGEMENT DISCUSSION AND ANALYSIS REPORT****ECONOMIC OVERVIEW:**

The global business have passed through multiple shocks during financial year 2020 which resulted in volatile movement in global trade viz.,

- Attack on the Saudi Oil Facilities
- Trade war and tariff restriction between US-China
- Crude oil and other commodities except gold touching multi-year lows
- Covid19 the global pandemic, the biggest disruptor for the global trade as multiple countries went under lockdown (~3 – 10 weeks) ultimately disrupting the entire supply chain

The world passed through a tough phase of business environment due to unprecedented spread of this pandemic.

The Indian economy passed through difficult times with reduced growth. The monsoon started on a good note however it was quite erratic and prolonged in many parts of the country. It adversely affected many crops yield and quality.

Indian agriculture has played a key role in the country's growth story. India is the second-largest agricultural land holder in the world, with 157.35 Million hectares under cultivation at present. The country exhibits all 15 major climatic conditions observed worldwide and has 20 different agro-climatic regions, enabling farmers to cultivate a large variety of crops.

Agriculture and allied industries continue to be a source of livelihood for about 58% of India's population, making its growth imperative for the inclusive economic growth of the country. Food grain production in India has had an upward graph over the past few years. India has also emerged as a major agricultural exporter with INR 2,700 Billion of agri-exports in FY 2020.

There has been reduction in the contribution of Agriculture in overall GDP because of rising urbanization and limited or degraded natural resources, fragmented land holdings owing to the majority of farmers being smallholders, and lack of access to latest technologies and awareness on good agricultural practices.

The Government of India has announced several pro farmer policies over the past few years. It has set an ambitious goal to double farmers' income by 2022 and has undertaken reformative initiatives.

During the Covid-19 crisis, the government of India, through its various ministries, announced various relief measures including Atmanirbhar Bharat having medium and long-term solutions viz., 1) Rs 1.63 lakh crores outlay towards agriculture and allied sectors aimed at strengthening infrastructure, logistics and capacity building at farm gate, 2) Amending the stringent Essential Commodities Act (ESA) to remove cereals, edible oil, oil seeds, pulses, onions and potato from its purview, 3) A new law will be framed to give farmers the option to choose the market where they want to sell their produce by removing inter-state trade barriers and providing e-trading of agriculture produce.

BUSINESS AND FINANCIAL REVIEW:

During the year FY 2020, your Company has taken various initiatives to strengthen the relationship with the stakeholders and grow along with them.

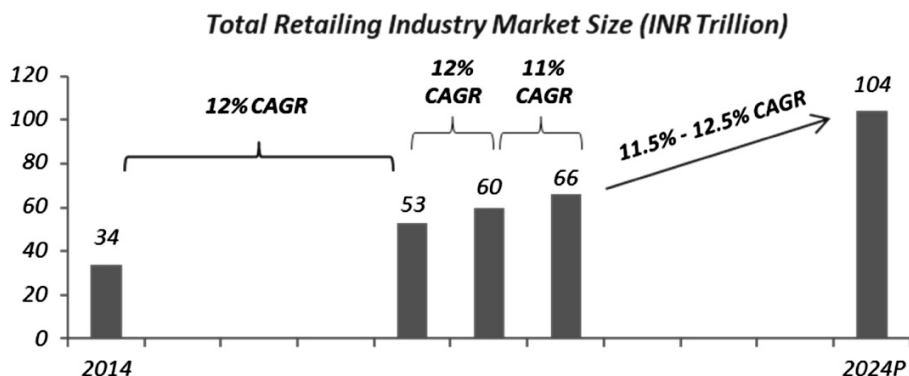
- Established relationship with 20+ Cold Storage and ripening capabilities for providing post-harvest storage, processing & packing facilities.
- Obtained Global GAP certification for exports.
- Expansion of customer base in North & North Eastern region.
- Started Exports to European region.
- Collaboration with Agri Startups and Large players for supporting end to end operations like Procurement, Sorting, Grading, Packaging etc.

The persistent efforts are visible in the qualitative and quantitative performance of your company. On a consolidated basis, your company's net sales for FY 2020 have grown by 13.18 % YoY to Rs. 49.96 Cr. The Profit after Tax (PAT) has shown a strong jump of 30.27% YoY to 1.65 Cr. On a standalone basis, your company's net sales for FY 2020 have grown by 9.42 % YoY to Rs. 47.24 Cr. The Profit after Tax (PAT) has shown a strong jump of 28.74% YoY to 1.62 Cr.

Your company, Prime Fresh Limited led by a dynamic management with an outlook to serve, support & adapt by an aptly experienced team, is an integrated player operating across Fresh Fruits & Vegetables Value Chain and service provider for large corporates, Exporters and Retail giants.

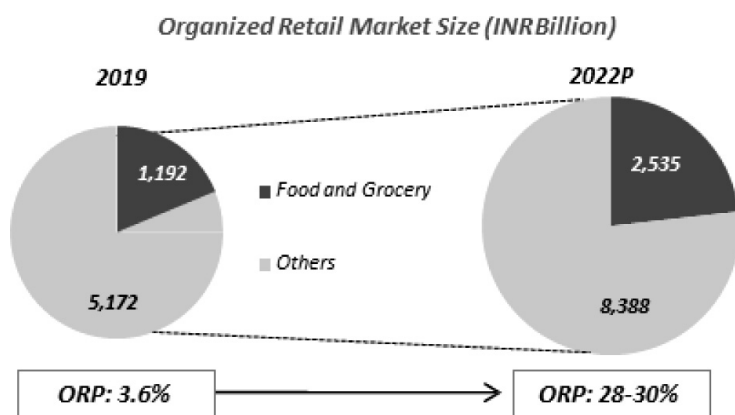
GROWING HORTICULTURE MARKET POTENTIAL:

The scenario of horticulture crops in India has become very encouraging. **The share of horticulture output in Agriculture has become 33%.**



The **organized retailing industry grew at ~18% CAGR** between 2014 and 2019. It is expected to grow at 19-21% CAGR in the long term on back of new store roll-outs, increase in penetration in Tier 2 and 3 cities and increasing disposable income.

Among other verticals, **food & grocery retail is expected to grow fastest** on back of significant offline as well as online impetus. Consequently, the **organized retail penetration (ORP)** is expected to increase to ~15% by 2024.



Of the total organized retail industry, the **food & grocery segment accounts for about 19% share** (value terms), but remains the **most under-penetrated segment at an estimated 3.6%**, with unorganized players (such as mom-and-pop kirana stores, cart vendors and wet markets) still dominating the market.

The low organized retail penetration (ORP) in the segment signals tremendous opportunity for organized players. Further, amidst this pandemic enhanced focus towards hygienically packed produce, minimum touch or contact less delivery, regular availability, traceability, affordable prices would increase market share for organized players like your Company.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Indian food supply (IFS) chain was disrupted in the first couple of weeks of lockdown, announced in India during third week of March'2020. The timing could not have been worse from agriculture sector perspective as it was the harvest season for Rabi (winter) crop and then Kharif (Monsoon) sowing had to start. The supply chain needed immediate solutions and remedial measures to connect farmers with markets. It was important from both farmer and end consumer perspective.

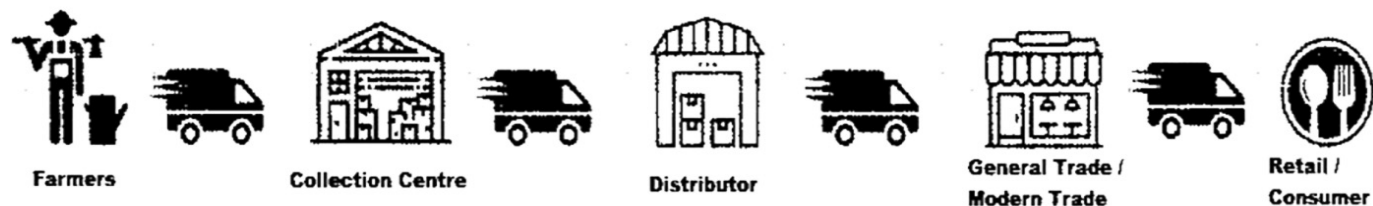
Perishable food items, such as fresh fruits and vegetables, are severely affected due to the COVID-19 lockdown. Initial speculation with respect to the situation, resulted in hoarding of semi-perishable items such as potatoes, tomato and onions, followed by sudden spike in demand, impacting retail prices. Pile up of harvested and un-harvested perishables have caused farmers losses of INR 15,000 crores and this is estimated to swell to ~50,000 crores across the lockdown period till June 2020.

Mango growers across the country are expected to lose close to INR 6,000 crores this season. Grapes farmers are forced to convert their produce to raisins as exports are at a standstill due to logistical challenges. The air freight charges have increased significantly impacting all exporters.

Chinese imports have stalled since January 2020. Hence, availability of manual and semi-manual farm equipment used by small and marginal farmers engaged in fruits and vegetable farming has witnessed shortages.

The fruits and vegetables sector is primarily unorganized, with 95% sales coming through sole owned provision stores, convenient stores, petty hawkers, itinerant vendors, etc. The lockdown has resulted in complete disruption of this network. Trucks and other vehicles for transportation have not been reaching farmers in many parts of the country.

BUSINESS MODEL:

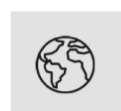


OPPORTUNITIES AND THREATS:



Industry Growth

- There is **exponential growth expected in the rate of organization of F&V trade, over the next 8-10 years, which provides huge opportunity for organized players like Prime.**



Export Opportunities

- Exports present a large opportunity for Indian F&V companies, given that **India has just 1% share in global market despite being among the largest producer of many fruits & vegetables.**
- The establishment of proper sourcing, storage and transportation facilities together with compliance with requisite norms shall play a crucial role in export growth for players like Prime.



Increasing government support

- **Government has launched initiatives like Mission for Integrated Development, funding support for capital expenditures and technology development among others to enable move up in value chain.**
- **Government bodies like APEDA have schemes to provide funding support to fresh fruits, vegetables and processed food industry.**
- **Under Mega Food Park Scheme (which aims to bring together farmers, producers, retails) support of INR 50 crore per project is given. A funding support of INR 10 crore is available, under scheme for cold chain, for set up of integrated cold chain & preservation infrastructure.**

- Wide spread growing belts, poor supply chain linkage and accessibility
- Completely unorganized and highly dynamic markets
- Necessity of aggregator's service to fulfill the requirement due to small and traditional farmer networks
- No value added service at source – requires multiple handling.
- Requirement of a highly experienced and technically qualified team, with sound knowledge of growing belts, seasonality, etc. Maintaining such skilled manpower is highly expensive and challenging
- Government policies.
- Vague thinking of major strong nation's leading to maximum impact on emerging markets like India.
- Uncertainty on monsoon and threat of global warming on it.
- Potential to increase global trade war.
- Prolonged impact of the COVID19 pandemic.

OUTLOOK:

Your Company has established a procurement bandwidth of 100,000 MT of Fruits and Vegetables across 40 districts of Maharashtra, Gujarat and Rajasthan.



~30,000+ MT of fresh produce handled in last 3 years



70+ varieties of Fresh produce handled



600+ B2B Customers in India & Abroad

Orbit of 40,000+ B2C Customers in Mumbai & Ahmedabad



Strong relationship with renowned food processing companies, exporters & retail giants since 12 years

Products

Customers



Geographic presence

Community



Gujarat, Maharashtra, Rajasthan, Himachal Pradesh and Kashmir



Procurement & Distribution presence across 40 districts



25,000+ Farmers Network



52+ Agriculture Markets and 300+ Traders & Consolidators



Access to 25+ Pack-house and Cold storage facilities

Outlook for business going forward looks bright in view of the below mentioned initiatives undertaken by your company.

- **Strengthening its Procurement bandwidth by** adding new raw material supply sources such as Collection Centers, Farm Producer Organizations, APMCs.
- Expanding across the categories viz., Grapes, Banana, Orange and few other vegetables to have deeper engagement with clients in the domestic and international markets to ensure better sales growth and increase in profitability over a period of time.
- **Expanding Domestic Geographical Reach:** In North India, North East India and South India which would help in de-risking the business operations by limiting the dependence on buyer and different grades can be supplied to different geographical markets leading to better product mix ultimately to better margin profile.
- Expanding footprint beyond the domestic boundaries: tapping global markets through increasing export business, which presents huge potential going forward.
- Leveraging technology through social media and online platforms for promoting business throughout the country.
- Active participation and collaboration with new tech-based Agri startups including Ninjacart, Amazon, FreshVnF, FnVFarms etc.

RISKS AND CONCERNS:

Every business has both Risk and Return and they are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. Your company has implemented maker checker concept to minimize risks and expenses through detailed studies and interaction with experts. The Company has developed a comprehensive framework of robust mechanisms and processes to identify risks that may negatively impact its operations and profitability. It has well-placed risk monitoring systems for swift response to safeguard itself from the permanent loss of capital and ensure sustenance of operational performance.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company and the Management has established adequate Internal Control systems to ensure reliable financial reporting. Internal Controls also help in assessing, evaluating, safeguarding and shielding the Company from losses and unofficial use or deposition of assets. This ensures that the Company's resources are put to optimum use and all transactions are authorized, recorded and reported correctly to the Management. The Company constantly refines its internal controls to ensure effectiveness and efficiencies of operating procedures. The Company always adheres to set

guidelines and follows all Accounting Standards prescribed for maintenance of books of accounts and reporting of financial statements. These standards require appointed Independent Internal Auditors to plan risk based audits and execute audits to assess the effectiveness of internal control over various areas of operations and financial reporting throughout the year. Summary of the observation by Internal Auditors is reported to the Audit Committee of the Board of Directors and corrective measures are taken. The Internal Control systems are designed to provide assurances on an ongoing basis so that the business operations function efficiently and ensure that applicable laws, rules, regulations and policies of the Company are followed and the reliability of financial reporting is safeguarded.

IMPACT OF COVID19:

All of us are aware that COVID-2019 has been severely impacting most of the sectors across India & the Globe. The Event has been once in life time, sudden and swift. Prime Fresh Limited (Formerly known as Prime Customer Services Limited) is not an exception to the massive consequences & impact on several business matrix and variables for a shorter and medium term both. We must mention that this was an additional second negative event during FY2020 after an extended monsoon during October and November 2019 which also impacted the business volumes. Effectively, your company has been hit by 2 months of business losses for FY2020 due to both the events mentioned above. However, we see many exciting opportunities unfolding over the long-term as a result several changes happening in our social, economic and consumer behavior environment.

Briefly, explaining the implications, there was a sudden lock jam and shut down of many activities across our business models, both service and Fruits & Vegetables supply chain operations for most of our locations, clients segments and mobility of various team members. These all had immediate knee jerk reactions on our sales and business transactions, future orders flows, exports business outlook, stock at farms, stock in transit and stock at various locations. Receivables, Collection cycle, and payment terms may have been impacted temporarily & hence the impact on cash flows and overall company positioning for near to medium term.

Sales & Business Transactions:

Company's B to B domestic and exports sales and existing orders were not serviceable or had to be postponed and cancelled in many cases. This had a major impact for about 15 days of sales during March 2020. Our preliminary estimates suggests that our sales would have been higher by about 3 crores during March 2020 had the COVID-2019 Pandemic not occurred (About 40% drop vs internal estimate of March-2020 sales of 7 crores & Impact of 6% plus for FY2020 Sales). The sales for the new FY2021 for the first 3 months April to June are also likely to be negatively impacted by 7-9 crores vs internal estimates of growth and base number both for last year FY2020

F & V Stock:

As a Business policy company generally follows a practice of stock on hand, (stock at farm, stock in transit and stock at various Collection centers, warehouses and cold storages cold storages) between 1.5-1.9 cr, however, due to a sudden and swift lockdown company could not liquidate F & V stock by the end of 31st march 2020 and hence resulting in a higher stock by about 1 crore which would have impact on cash flows and margins during coming months as well. The sudden decline in prices of various our products may also further impact the realizations & profitability going forward. However, PFL (Prime Fresh Limited) ensured that all its farmers & suppliers are paid and materials were lifted as per company's commitments.

Receivables:

The Lockdown resulted in a massive & sudden decline in people movements, liquidity rotation and slowdown in business cycle. Many people who purchases from our clients or many retail stores and individual semi wholesalers suddenly had to shut their business activities and hence there was a huge decline in our collections for more than 70 days. Our average collections per day have fallen from average of 17-18 lakhs to 5-6 lakhs average per day. Hence, receivables positions have risen sharply by the end of FY2020. Our preliminary estimate suggest that our receivables would have been lower by about 1.5 to 2.0 crores in a normal business cycle had the lockdown not happen. This may eventually also impact on recovery and some bad debts going forward.

Impact on productivity, cost, people mobility, Cash flows and future growth drivers:

Fruits & Vegetables supply chain, warehousing and 3PL services business are highly dependent on people, mobility, logistics, and transportation and consumers off take from retail outlets. The Business model and overall structure of the industry is highly dependent on strong operating and people efficiency and quality of productivity. The Lock-down had a major impact on all these variables and such performance parameters. This has also blunt the future near term growth outlook from various segments like modern trade, exports and food processing sector. However, every organization has a fixed costs structure and particularly business has a very low margins. This will definitely impact the profitability, cash flows and working capital cycle further. The cold storages charges transportation charges and other wages relating to sorting, grading, packing and such support services are likely to go up going forward. Company may have to revise internal growth targets down wards and focus more on revival and stability. Our Preliminary estimates suggest that overall cash flows impact on Balance sheet could be to the tune of 3-4 crores over the last few month and next few months. This may require us to pump in more debt or equity or both to reach to previous era of growth trajectory or focus more on consolidation & slowly get back to previous peak sales cycle of February 2020.

Summary:

Overall impact of all above variable may impact negatively for a while but with the Various Government schemes and hard work of Prime Fresh team will take normalcy at the earliest. Company's sales, cost structure, profitability and cash flows will be impacted badly and PFL will require increasing focus on B TO C business and reducing dependency on APMC, Exports and other segments of sales. However, company continue to invest in people, processes, new network of farmers, clients and building other infrastructure to ensure that multiple long-term growth drivers remain intact. The strong management team, sustained investments over the last few years in various growth drivers, continued improvement in business model and Omni channel sales strategy should definitely ensure that company keeps growing and emerges as a much stronger, organized and bigger player in Indian F & V industry.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

The Company recognizes human capital as an extremely important and strategic resource and honors the dignity of each employee irrespective of position and highly values the cultural diversities of employees. Your Company believes in employee empowerment across the entire organization in order to achieve organizational effectiveness. Further, special efforts are made to identify specific training needs to hone the skills of the employees. Human Resources continue to get primary focus of the management and your Company considers its human resources amongst its most valuable assets. As at the financial year ended March 31, 2020, there were total 229 number of employees and workers on the payroll of the Company.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR

There is no significant change in key financial ratios as compared to the ratios of previous financial year.

RETURN ON NET WORTH:

The return of Net Worth (post Income Tax) for the financial year 2019-20 is 13.51% on account of profit made during the year.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations and others may constitute "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ from those expressed or implied. Several factors that could significantly impact the Company's operations include economic conditions affecting demand, supply and price conditions in the domestic and overseas markets, changes in the Government regulations, tax laws and other statutes, climatic conditions and such incidental factors over which the Company does not have any direct control.

REFERENCES (BIBLIOGRAPHY):

1. IBEF report on food processing www.ibef.org
2. Other Public Domains

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020

[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,
Prime Fresh Limited
(Formerly Known as Prime Customer Services Limited)
102 Sanskar- 2,
Near Ketav Petrol Pump Polytechnic Road,
Ambawadi, Ahmedabad – 380015

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Prime Fresh Limited (Formerly Known as Prime Customer Services Limited) (hereinafter called the Company) Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives in electronic form using the Information Technology Tools due to lockdown on account of COVID- 19, during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit year covering the year ended on 31st March, 2020 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.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto 10th November, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from 11th November, 2018);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
 - (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; **(Not Applicable to the Company during the Audit Period)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (upto 10th September 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11th September 2018); **(Not Applicable to the Company during the Audit Period)**

- (vi) Prevention of Food adulteration Act;
- (vii) Food Safety and Standard Act;
- (viii) Environmental Law;
- (ix) We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further Report That,

Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 was not complied in words and spirit.

We further report that:

As per the Order received from the ROC, Gujarat on 09.07.2019 in view of the inspection taken by the RD office the company is required to pay a penalty of Rupees 45,000/- and require to file Form INC – 28 with ROC. The same was not complied by the company since the company had filed Form No. ADJ (Memorandum of Appeal) before The Regional Director which is still pending for approval.

The Company has provided interest free loan of Rs. 10.55 Lacs to its subsidiary & has not charged any interest.

We further Report that

Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Independent Directors. 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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions in the Board is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

We further report that during the year under report, the Company had issued 5,99,888 Convertible Warrants which will be Convertible into 5,99,888 Equity Share on Preferential basis in accordance with provisions specified under Chapter V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

We further report that during the year under report, the Company has decided to change of its Name from Prime Customer Services Limited to Prime Fresh Limited and alter its Object clause via Postal Ballot in its Board Meeting held on 7th February, 2020. Company has received Shareholders approval via Postal Ballot for said changes on 16th March 2020. Company has also received all necessary approval as required from the authorities. Change of name Certificate from Prime Customer Services Limited to Prime Fresh Limited was received 04th April, 2020.

Place : Ahmedabad
Date : 30th June, 2020

Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS No.: 4411
C.P. No.: 2924
UDIN: F004411B000402811

To,
The Members,
Prime Fresh Limited
(Formerly Known as Prime Customer Services Limited)
102 Sanskar- 2,
Near Ketav Petrol Pump Polytechnic Road,
Ambawadi, Ahmedabad – 380015

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

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

Place : Ahmedabad
Date : 30th June, 2020

Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS No.: 4411
C.P. No.: 2924
UDIN: F004411B000402811

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L51109GJ2007PLC050404
2	Registration Date	30/03/2007
3	Name of the Company	PRIME FRESH LIMITED
4	Category / Sub-Category of the Company	Company limited by shares
5	Address of the Registered office and contact details	102, Sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad-380015. Ph No: 079-40320244 E-mail: cs@primefreshlimited.com; Website: www.primefreshlimited.com;
6	Whether listed company	Yes (BSE SME Platform)
7	Name, Address and Contact details of Registrar and Transfer Agent	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059 Maharashtra Board No. : 022 62638200 Fax No: 022 62638299 E-mail: ipo@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.N.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company (approx)
1	Fruits and vegetables n.e.c	9961121	93.27
2	C & F & Manpower Supply Services	9983116	3.25
3	Packing Service	9985400	3.42
4	Storage & Warehousing Services	9967290	0.06

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name And Address of The Company	CIN/GLN	Holding/Subsidiary/ Associate
1	Florens Farming Private Limited	U01100GJ2016PTC094879	Subsidiary
2	Florens Fresh Supply Solutions Private Limited	U15490GJ2018PTC102125	Subsidiary

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1312800	--	1312800	37.58	1328800	--	1328800	38.04	(0.46)
b) Central Govt / State Govt(s)	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	186000	--	186000	5.32	195000	--	195000	5.58	(0.26)
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Others (Specify)	--	--	--	--	--	--	--	--	--
i) Group Companies	192000	--	192000	5.50	198000	--	198000	5.67	(0.17)
ii) Trusts	--	--	--	--	--	--	--	--	--
f) Directors & their Relatives	342520	--	342520	9.81	349520	--	349520	10.01	(0.20)
Sub-total (A) (1):-	2033320	--	2033320	58.21	2071320	--	2071320	59.30	(1.09)
(2) Foreign									
a) NRIs-Individuals	--	--	--	--	--	--	--	--	--
b) Other-Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks/FI	--	--	--	--	--	--	--	--	--
e) Any Other...	--	--	--	--	--	--	--	--	--
Sub-total (A) (2):-	--	--	--	--	--	--	--	--	--
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	2033320	--	2033320	58.21	2071320	--	2071320	59.30	(1.09)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs--	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
j) Foreign Portfolio Investor	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	--	--	--	--	--	--	--	--	--
2. Non-Institutions									
a) Bodies Corp.	171000	--	171000	4.90	347000	--	347000	9.93	(5.04)
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	231800	20800	252600	7.23	267775	20800	288575	8.26	1.03

i) Category-wise Share Holding (Contd.....)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	592720	26200	618920	17.72	551720	26200	577920	16.55	(1.17)
c) Any Others (specify)	--	--	--	--	--	--	--	--	--
i) HUF	177160	--	177160	5.07	182160	--	182160	5.22	0.14
j) Trusts									
ii) Clearing Member	198000	--	198000	5.67	2025	--	2025	0.06	5.61
iii) Non Resident Indians (NRI)	--	--	--	--	--	--	--	--	--
iv) Non Resident Indians (REPAT)	33000	--	33000	0.94	24000	--	24000	0.69	(0.26)
v) Non Resident Indians (NON REPAT)	---	--	---	---	--	--	--	--	---
vi) Directors Relatives	--	--	--	--	--	--	--	--	--
vii) Market Maker	---	--	---	--	--	--	--	--	---
viii) Employee	--	--	--	--	--	--	--	--	--
ix) Overseas Bodies Corporate	--	--	--	--	--	--	--	--	--
x) Unclaimed Suspense Account	--	--	--	--	--	--	--	--	--
d) Qualified Foreign Investor	9000	--	9000	0.26	--	--	--	--	(0.26)
Sub-total (B)(2):-	1412680	47000	1459680	41.79	1374680	47000	1421680	40.70	1.09
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1412680	47000	1459680	41.79	1374680	47000	1421680	40.70	1.09
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	3446000	47000	3493000	100.00	3446000	47000	3493000	100	--

ii. Shareholding of Promoter:

S. N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	Jinen Ghelani	1,87,800	5.38	----	1,89,800	5.43	----	0.05
2	Hiren Ghelani	11,25,000	32.21	---	11,39,000	32.61	---	0.40
3	Hardik Ghelani	2,19,600	6.29	---	2,19,600	6.29	---	----
4	Neha Ghelani	38,200	1.09	----	38,200	1.09	----	----
5	Chandrakant Chunilal Ghelani	35,000	1.00	---	35,000	1.00	---	----
6	NH Time Investments Research Private Limited	1,86,000	5.32	-----	1,95,000	5.58	-----	0.26
7	Prosperity Securities Private Limited	1,92,000	5.50	----	1,98,000	5.67	----	0.17
8	Manisha Hardik Ghelani	10,000	0.29	----	10,000	0.29	----	----
9	Ameesha Karia	39,720	1.13	----	46,720	1.34	----	0.21
	Total	20,33,320	58.21	-----	20,71,320	59.30	-----	1.09

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

S. N.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No of Shares	% of Total Shares of the Company
1	Jinen Ghelani				
	At the beginning of the year	1,87,800	5.38	1,87,800	5.38
	Change during the year	2,000	0.05	2,000	0.05
	At the end of the year	1,89,800	5.43	1,89,800	5.43
2	Hiren Ghelani				
	At the beginning of the year	11,25,000	32.21	11,25,000	32.21
	Change during the year	14,000	0.40	14,000	0.40
	At the end of the year	11,39,000	32.61	11,39,000	32.61
3	Hardik Ghelani				
	At the beginning of the year	2,19,600	6.29	2,19,600	6.29
	Change during the year	—	—	—	—
	At the end of the year	2,19,600	6.29	2,19,600	6.29
4	Neha Ghelani				
	At the beginning of the year	38,200	1.09	38,200	1.09
	Change during the year	—	—	—	—
	At the end of the year	38,200	1.09	38,200	1.09
5	Chandrakant Chunilal Ghelani				
	At the beginning of the year	35,000	1.00	35,000	1.00
	Change during the year	—	—	—	—
	At the end of the year	35,000	1.00	35,000	1.00
6	NH Time Investments Research Private Limited				
	At the beginning of the year	1,86,000	5.32	1,86,000	5.32
	Change during the year	9,000	0.26	9,000	0.26
	At the end of the year	1,95,000	5.58	1,95,000	5.58
7	Prosperity Securities Private Limited				
	At the beginning of the year	1,92,000	5.50	1,92,000	5.50
	Change during the year	6,000	0.17	6,000	0.17
	At the end of the year	1,98,000	5.67	1,98,000	5.67
8	Manisha Hardik Ghelani				
	At the beginning of the year	10,000	0.29	10,000	0.29
	Change during the year	—	—	—	—
	At the end of the year	10,000	0.29	10,000	0.29
9	Ameesha Jitendra Karia				
	At the beginning of the year	39,720	1.13	39,720	1.13
	Change during the year	7,000	0.21	7,000	0.21
	At the end of the year	46,720	1.34	46,720	1.34

iv.) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs):

S. N.	Name & Type of Transaction	Shareholding at the beginning of the year-2019		Transactions during the year		Cumulative Shareholding at the end of the year-2020	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO.OF SHARES	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	ANS PVT LIMITED	186000	5.32			186000	5.32
	Sell			05 April, 2019	(8000)	178000	5.10
	Sell			12 April, 2019	(2000)	176000	5.04
	Buy			03 May, 2019	2000	178000	5.10
	Buy			10 May, 2019	1000	179000	5.12
	Buy			24 May, 2019	2000	181000	5.18
	Sell			28 June, 2019	(106000)	75000	2.15
	Buy			05 July, 2019	15000	90000	2.58
	Sell			26 July, 2019	(7000)	83000	2.38
	Sell			02 August, 2019	(14000)	69000	1.98
	Sell			09 August, 2019	(1000)	68000	1.95
	Buy			23 August, 2019	1000	69000	1.98
	Sell			30 August, 2019	(26650)	42350	1.21
	Buy			13 September, 2019	1000	43350	1.24
	Sell			27 September, 2019	(40000)	3350	0.10
	Sell			30 September, 2019	(3325)	25	0.00
	Buy			08 November, 2019	17000	17025	0.49
	Buy			15 November, 2019	4000	21025	0.60
	Sell			22 November, 2019	(21000)	25	0.00
	Buy			29 November, 2019	17000	17025	0.494
	Sell			06 December, 2019	(16000)	1025	0.03
	Sell			13 December, 2019	(1000)	25	0.00
	Buy			13 March, 2020	1000	1025	0.03
	Buy			20 March 2020	1000	2025	0.06
	Sell			27 March 2020	(2000)	25	0.00
	At the end of the year					25	0.00
2	Jayantilal Kantilal Patel	106000	3.03			106000	3.03
	At the end of the year					106000	3.03
3	SWETSAM STOCK HOLDING PRIVATE LIMITED	0	0.00			0	0.00
	Buy			28 June ,2019	106000	106000	3.03
	Sell			02 August,2019	(3000)	103000	2.95
	Sell			09 August, 2019	(2000)	101000	2.89
	Buy			22 November, 2019	17000	118000	3.38
	Sell			29 November, 2019	(19000)	99000	2.83
	Buy			06 December, 2019	6000	105000	3.01
	Sell			13 December, 2019	(4000)	101000	2.89
	Buy			20 March, 2020	1000	102000	2.92
	At the end of the Year					102000	2.92

iv.) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs): (Contd.....)

S. N.	Name & Type of Transaction	Shareholding at the beginning of the year-2019		Transactions during the year		Cumulative Shareholding at the end of the year-2020	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO.OF SHARES	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
4	PRATHAMA TRADING LIMITED	85000	2.43			85000	2.43
	At the end of the year					85000	2.43
5	KAUSHAL ASHOKKUMAR PATEL	39000	1.12			39000	1.12
	Buy			05 April, 2019	2000	41000	1.17
	Sell			12 April, 2019	(1000)	40000	1.15
	Sell			10 May, 2019	(2000)	38000	1.09
	Buy			17 May, 2019	4000	42000	1.20
	Buy			24 May, 2019	3000	45000	1.29
	Sell			31 May, 2019	(2000)	43000	1.23
	Buy			02 August, 2019	1000	44000	1.26
	Buy			23 August, 2019	2000	46000	1.32
	Buy			30 August, 2019	14650	60650	1.74
	Sell			06 September, 2019	(1000)	59650	1.71
	Buy			13 September, 2019	1000	60650	1.74
	Buy			20 September, 2019	4000	64650	1.85
	Buy			27 September 2019	1000	65650	1.88
	Buy			30 September, 2019	3350	69000	1.98
	Sell			04 October, 2019	(2000)	67000	1.92
	Buy			11 October, 2019	2000	69000	1.98
	Buy			01 November, 2019	1000	70000	2.00
	Buy			08 November, 2019	5000	75000	2.15
	Sell			15 November, 2019	(6000)	69000	1.98
	Buy			22 November, 2019	1000	70000	2.00
	Buy			06 December, 2019	1000	71000	2.03
	Sell			13 December, 2019	(1000)	70000	2.00
	At the end of the year					70000	2.00
6	KAJOL BHATIA	67000	1.92			67000	1.92
	Buy			05 April, 2019	8000	75000	2.15
	Sell			24 May, 2019	(4000)	71000	2.03
	Sell			30 August, 2019	(2000)	69000	1.98
	Sell			06 September, 2019	(3000)	66000	1.89
	At the end of the year					66000	1.89
7	RINKUBEN SUNNYBHAI CHOKSI	52000	1.49			52000	1.49
	Buy			07 June, 2019	1000	53000	1.52
	Sell			18 October, 2019	(5000)	48000	1.37
	At the end of the year					48000	1.37

iv.) Shareholding Pattern of top ten Shareholders: (other than Directors, Promoters and Holders of GDRs and ADRs): (Contd.....)

S. N.	Name & Type of Transaction	Shareholding at the beginning of the year-2019		Transactions during the year		Cumulative Shareholding at the end of the year-2020	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO.OF SHARES	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
8	RUJIT KISHOR KUTMUTIA	69000	1.98			69000	1.98
	At the end of the year					69000	1.98
9	ULLAS GIRISHBHAI SHAH	46000	1.32			46000	1.32
	Sell			13 September, 2019	(2000)	44000	1.26
	At the end of the year					44000	1.26
10	OVERSKUD MULTI ASSET MANAGEMENT PRIVATE LIMITED	42000	1.20			42000	1.20
	Buy			21 June, 2019	1000	43000	1.23
	Buy			13 March, 2020	1000	44000	1.26
	Buy			20 March, 2020	2000	46000	1.32
	At the end of the year					46000	1.32
11	ANISHA RAMIT	42720	1.22			42720	1.22
	Sell			02 August, 2019	(9000)	33720	0.97
	Sell			27 September, 2019	(1000)	32720	0.94
	At the end of the year					32720	0.94
11	RAKESH VIJAY	44000	1.26			44000	1.26
	At the end of the year					44000	1.26
12	Ajay Kumar Agarwal	40000	1.15			40000	1.15
	Buy			31 January, 2020	3000	43000	1.23
	Sell			07 February, 2020	(3000)	40000	1.15
	At the end of the year					40000	1.15

v.) Shareholding of Directors and Key Managerial Personnel:

S. N.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No of Shares	% of Total Shares of the Company
1	Jinen Ghelani				
	At the beginning of the year	1,87,800	5.38	1,87,800	5.38
	At the end of the year	1,89,800	5.43	1,89,800	5.43
2	Hiren Chandrakant Ghelani				
	At the beginning of the year	11,25,000	32.21	11,25,000	32.21
	At the end of the year	11,39,000	32.61	11,39,000	32.61
3	Neha Ghelani				
	At the beginning of the year	38,200	1.09	38,200	1.09
	At the end of the year	38,200	1.09	38,200	1.09
4	Sameer Rajguru				
	At the beginning of the year	16,000	0.46	16,000	0.46
	At the end of the year	16,000	0.46	16,000	0.46
5	Brijesh Misra				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
6	Ravi Menon				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
7	Mihir Manek				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
8	Umesh Patel				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
9	Mayur Thakkar				
	At the beginning of the Year	-	-	-	-
	At the end of the Year	-	-	-	-
10	Riya Doshi				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	26,34,252	2,13,55, 830	Nil	2,39,90,082
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	26,34,252	2,13,55, 830	Nil	2,39,90,082
Change in Indebtedness during the financial year				
Addition	1,67,72,476	Nil	Nil	1,67,72,476
Reduction	NIL	29,36,287	Nil	29,36,287
Net Change	1,67,72,476	29,36,287	Nil	1,38,36,189
Indebtedness at the end of the financial year				
i) Principal Amount	1,94,06,728	1,84,19,543	Nil	3,78,26,271
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	1,94,06,728	1,84,19,543	Nil	3,78,26,271

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Section 118 of Companies Act, 2013	According to Authority The Minutes of BM dated 29.06.2017 & 24.08.2017 did not reflect the fair and correct summary of the proceedings there at as company has not mentioned complaint of Ms. Dimple Khetan regarding transfer of Shares	25,000/-	ROC	Yes, Share transfer matter is related to Seller and Buyers. No Directors are interested or had benefits in transaction. Moreover to it at the time of Complain she(complainant) was not Shareholder therefore Chairman has used power as mentioned in Sub Section 5 & 6 of Section 118 of the Co. Act 2013
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Section 118 of Companies Act 2013	According to Authority, The Minutes of BM dated 29.06.2017 & 24.08.2017 did not reflect the fair and correct summary of the proceedings there at as company has not mentioned complaint of Ms. Dimple Khetan regarding transfer of Shares	20,000/-	ROC	Yes, Share transfer matter is related to Seller and Buyers. No Directors are interested or had benefits in transaction. Moreover to it at the time of Complain she (complainant) was not Shareholder therefore Chairman has used power as mentioned in Sub Section 5 & 6 of Section 118 of the Co. Act 2013
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. N.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (in Rs.)
		Jinen Ghelani	Neha Ghelani	Hiren Ghelani	
1	Gross Salary (per annum)				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,20,000	-	8,90,400	16,10,400
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961				
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- As % of profit				
	- Other	-	-	-	-
5	Other	-	-	-	-
	Total (A)	7,20,000	-	8,90,400	16,10,400

B. REMUNERATION TO OTHER DIRECTORS:

S. N.	Particulars of Remuneration	Name of Directors					Total Amount (in Rs.)
		Mr.Brijesh Misra	Mr.Mihir Manek	Mr.Ravi Menon	Mr.Umesh Patel	Mr.Mayur Thakkar	
1	Independent Directors						
	Fee for attending board / committee meetings	1000/-	3000/-	3000/-	1000/-	Nil	8000/-
	Commission	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1)	1000/-	3000/-	3000/-	1000/-	Nil	8000/-
2	Other Non-Executive Directors						
	Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	3000/-	3000/-
	Commission	Nil	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil	3000/-	3000/-
	Total (B)=(1+2)	1000/-	3000/-	3000/-	1000/-	3000/-	11000/-
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as Per the Act	---	---	---	---		---

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

S. N.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (in Rs.)
		Jinen Ghelani Chief Financial Officer	Riya Doshi Company Secretary	
1	Gross Salary (per annum)			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,20,000	3,024,00	10,22,400
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961			
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- As % of profit			
	- Other	-	-	-
5	Other	-	-	-
	Total (A)	7,20,000	3,024,00	10,22,400

ANNEXURE- 'D'

Detail pertaining to remuneration as required under Section 197[12] of the Companies Act, 2013 read with Rule 5[1] of the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014.

1. The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the FY 2019-20:

Name of the Director/ KMP	Remuneration to the Director / KMP for the FY 2019-20	Percentage Increase / Decrease in Remuneration in FY 2019-20	Ratio of each director to the median remuneration of the employee	Comparison of Remuneration of the KMP against the performance of the company
Mr. Jinen Ghelani, Managing Director	7,20,000	50%	7.12	The Profit Before Tax of Rs.217.85 Lakh for FY 2019-20 is higher compared to previous year Profit Before Tax of Rs. 172.92 Lakh.
Mr. Hiren Ghelani, Whole-time Director	8,90,400	----	8.82	
Mrs. Neha Ghelani, Whole-time Director	—	(100%)	—	
Mrs. Riya Doshi, Company Secretary	3,02,400	---	2.99	

2. The median remuneration of employees of the Company during the financial year was Rs. 1,00,872/-
3. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, in the financial year: There is no increase in remuneration of Managing Director, Whole-time Director, Chief Financial Officer and Company Secretary.
4. The percentage Increase in the median remuneration of employees in the financial year is 3.56%
5. The number of permanent employees on the rolls of company was 229 as on 31st March, 2020.
6. The average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was 7-8%.
7. There was no employee receiving remuneration higher than the highest paid Director during the financial year.
8. The Company affirms remuneration is as per the Remuneration Policy of the Company.

Note: The median was calculated on the Basis of annualized gross salary of the each employee at the end of the year.

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 arm's length transactions under third proviso thereto.

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

Sr.No.	Particulars	Amount
1	Name(s) of the related party and nature of relationship	NOT APPLICABLE
2	Nature of contracts/arrangements/transactions	
3	Duration of the contracts / arrangements/transactions	
4	Salient terms of the contracts or arrangements or transactions including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions	
6	Date(s) of approval by the Board	
7	Amount paid as advances, if any:	
8	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr.No.	Particulars	Amount
1	Name(s) of the related party and nature of relationship	NOT APPLICABLE
2	Nature of contracts/arrangements/transactions	
3	Duration of the contracts / arrangements/transactions	
4	Salient terms of the contracts or arrangements or transactions including the value, if any	
5	Date(s) of approval by the Board	
6	Amount paid as advances, if any:	

**By Order of the Board of Directors
For Prime Fresh Limited
(Formerly Known as Prime Customer Services Limited)**

Date : 30th June, 2020
Place : Ahmedabad

**Jinen Ghelani
Managing Director & CFO
(DIN: 01872929)**

INDEPENDENT AUDITOR'S REPORT

To The Members of
Prime Fresh Limited
Formerly Known as Prime Customer Services Limited

Report on the Audit of the Standalone Financial Statements**Opinion:**

We have audited the accompanying standalone financial statements of Prime Fresh Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. (Hereinafter referred to as "the Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006 as amended, ("AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the Profit and its cash flows for the year ended on that date.

Basis for Opinion:

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other 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 on the standalone financial statements.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

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

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. We have been provided the aforesaid reports and based on the work we have performed, we did not observe any material misstatement of this other information and accordingly, we have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements:

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements:

1. As required by 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 paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended;
 - e. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 of the act, as amended in our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has no pending litigations which has any impact on the financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Registration Number: 112633W

O. P. Bhandari
Partner
Membership Number: 34409
UDIN : 20034409AAAABA9253

Place : Ahmedabad
Date : 30th June, 2020

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Prime Fresh Limited of even date)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Company have been physically verified by the Management during the period and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
- (c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. As explained to us, physical verification of the inventories have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on such physical verification.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. According to information and explanations given to us, the company has complied with provisions of section 185 and 186 of the companies Act, 2013 in respect of loans, investments, guarantees and security. The Company has given loan of Rs. 10.55 lacs during the year to its wholly owned subsidiary company on which Company has not charged any interest.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including provident fund, employees' state insurance, income-tax, GST, sales tax, service tax, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.
- (b) According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, GST, cess and other material statutory dues were outstanding, at the period end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues outstanding of Income Tax, Wealth Tax, GST, Sales Tax or Cess on account of any dispute as at the end of the period.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted during the period in repayment of dues to its financial institutions, bankers and government. The Company did not have any outstanding debentures during the period.
- ix. According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments. The Company has taken term loan of Rs.75 lacs during the year.
- x. 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.
- xi. According to information and explanation given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the companies Act.
- xii. According to information and explanation given to us, the company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, reporting under Clause 3(xii) of the Order is not applicable to the Company.

- xiii. According to the information and explanations given to us, all transaction with the related parties are in compliance with section 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examinations of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period under review. During the year, Company had issued 5,99,888 Convertible warrants which will be Convertible in to 5,99,888 Equity share on a Preferential basis in accordance with provisions specified under chapter V of SEBI (ICDR) Regulation, 2018.
- xv. According to the information and explanations given to us and the records of the Company examined by us, the company has not entered into any non-cash transactions with directors or persons connected to him.
- xvi. According to information and explanations given to us, the company is not required to be registered under sections 45-IA of the Reserve Bank of India Act, 1934.

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Registration Number: 112633W

O. P. Bhandari
Partner
Membership Number: 34409
UDIN : 20034409AAAABA9253

Place : Ahmedabad
Date : 30th June, 2020

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Prime Fresh Limited of even date)

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

We have audited the internal financial controls over financial reporting of Prime Fresh Limited ("the Company") as of March 31, 2020 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act") .

Auditor's Responsibility:

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting:

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

Limitations of Internal Financial Controls Over Financial Reporting:

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

Opinion:

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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, O. P. Bhandari & Co.
Chartered Accountants
Firm Registration Number: 112633W

O. P. Bhandari
Partner
Membership Number: 34409
UDIN : 20034409AAAABA9253

Place : Ahmedabad
Date : 30th June, 2020

Balance Sheet as at 31st March, 2020

(Amount in Rs.)

Sr. No.	Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
A.	EQUITY AND LIABILITIES			
1	SHAREHOLDER'S FUND			
	(a) Share capital	1	34,930,000	34,930,000
	(b) Reserve and surplus	2	69,096,717	52,844,789
	(c) Money received against share warrants		16,200,176	-
2	NON-CURRENT LIABILITIES			
	(a) Long-Term Borrowings	3	8,605,007	15,351,467
	(b) Deferred Tax Liabilities (Net)	4	-	4,708
3	CURRENT LIABILITIES			
	(a) Short-Term Borrowings	5	19,406,728	2,634,252
	(b) Trade Payables	6	62,915,536	33,801,817
	(c) Other Current Liabilities	7	11,011,021	7,117,622
	(d) Short-Term Provisions	8	4,360,849	5,173,845
	TOTAL ASSETS		226,526,034	151,858,500
B.	ASSETS			
1	NON CURRENT ASSETS			
	(a) Property Plant and Equipments	9	4,468,413	5,459,067
	(b) Capital Work-in-Progress		125,000	87,700
	(c) Non-Current Investments	10	2,216,480	2,216,480
	(d) Long Term Loans and Advances	11	2,173,800	2,094,800
	(e) Deferred Tax Assets (Net)	4	57,497	-
2	CURRENT ASSETS			
	(a) Inventories	12	35,903,560	18,208,060
	(b) Trade Receivables	13	135,668,837	96,285,017
	(c) Cash and Cash Equivalents	14	3,466,482	5,555,515
	(d) Short-Term Loans and Advances	15	42,445,965	21,951,861
	TOTAL EQUITY AND LIABILITIES		226,526,034	151,858,500

See accompanying notes to the financial statements. 1-25

As per our report of even date

For, O. P. Bhandari & Co.

Chartered Accountants
Firm Regn. No.112633W

O.P. Bhandari

Partner

M.No.: 34409

UDIN : 20034409AAAABA9253

Place : Ahmedabad

Date : 30th June, 2020

For and on behalf of the Board of Directors

Jinen Ghelani

Managing Director & CFO

DIN : 01872929

Neha Ghelani

Director

DIN : 00197285

Riya Doshi

Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2020

(Amount in Rs.)

Sr. Particulars No.	Note No.	For the Year ended March 31, 2020	For the Year ended March 31, 2019
I. Revenue from operations	16	472,431,283	431,776,070
II. Other income	17	104,930	46,930
III. Total Income (I + II)		<u>472,536,213</u>	<u>431,823,000</u>
Expenses :			
(a) Purchase of stock-in-trade	18	378,624,453	322,537,545
(b) Changes in inventories of stock-in-trade	19	(17,695,500)	7,625,780
(c) Employee benefits expenses	20	48,505,487	52,324,571
(d) Finance costs	21	5,788,117	3,455,840
(e) Depreciation and amortization expenses	9	1,068,612	1,321,436
(f) Other expenses	22	34,460,037	27,265,496
IV. Total Expenses		<u>450,751,206</u>	<u>414,530,668</u>
V. Profit Before Tax (III-IV)		21,785,007	17,292,332
VI. Tax Expense:			
(a) Current tax		5,595,284	4,848,141
(b) Deferred tax		(62,205)	(179,449)
VII. Profit for the Year (V-VI)		<u>16,251,928</u>	<u>12,623,640</u>
Earnings per equity share:			
(1) Basic (in Rs.)		4.65	3.61
(2) Diluted (in Rs.)		4.07	3.61

See accompanying notes to the financial statements.

1-25

As per our report of even date

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regn. No.112633W

O.P. Bhandari
Partner
M.No.: 34409
UDIN : 20034409AAAABA9253

Place : Ahmedabad
Date : 30th June, 2020

For and on behalf of the Board of Directors

Jinen Ghelani
Managing Director & CFO
DIN : 01872929

Neha Ghelani
Director
DIN : 00197285

Riya Doshi
Company Secretary

Statement of Cash flows for the year ended 31st March, 2020

(Amount in Rs.)

Sr. Particulars No.	For the Year ended March 31, 2020	For the Year ended March 31, 2019
CASHFLOW FROM OPERATING ACTIVITIES:		
Net profit before tax from continuing operations	21,785,007	17,292,332
Add/Less : Adjustments		
Loss/(Profit) on sale of fixed asset	-	275,732
Depreciation and amortization Expense	1,068,612	1,321,436
Finance cost	4,745,462	2,762,227
Interest income	-	-
Operating profit before working capital changes	27,599,081	21,651,727
Movements in working capital :		
Increase/ (decrease) in trade payables	29,113,720	4,434,026
Increase/ (decrease) in other current liabilities	3,893,399	5,325,745
Decrease / (increase) in trade receivables	(39,383,820)	(31,305,830)
Decrease / (increase) in inventories	(17,695,500)	7,625,780
Decrease / (increase) in loans & advances	(20,573,104)	10,634,723
Decrease / (increase) in provisions	(22,500)	(30,000)
Cash generated from /(used in) operations	(17,068,724)	18,336,171
Direct taxes paid (net of refunds)	(6,385,780)	(4,021,186)
Net cash flow from/ (used in) operating activities (A)	(23,454,504)	14,314,985
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of fixed assets, including CWIP and capital advances	(115,259)	(317,239)
Proceeds from sale of fixed assets	-	-
Purchase of investments	-	(99,000)
Interest received	-	-
Net cash flow from/ (used in) investing activities (B)	(115,259)	(416,239)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of long-term borrowings	-	-
Proceeds from long-term borrowings	(6,746,460)	15,293,884
Proceeds from short-term borrowings	-	(25,516,829)
Repayment of short-term borrowings	16,772,476	-
Proceeds from share warrants	16,200,176	-
Financial expenses	(4,745,462)	(2,762,227)
Net cash flow from/ (used in) in financing activities (C)	21,480,730	(12,985,172)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(2,089,033)	913,574
Cash and cash equivalents at the beginning of the year	5,555,515	4,641,941
Cash and cash equivalents at the end of the year	3,466,482	5,555,515

See accompanying notes to the financial statements. 1-25

As per our report of even date

For, O. P. Bhandari & Co.

Chartered Accountants

Firm Regn. No.112633W

O.P. Bhandari

Partner

M.No.: 34409

UDIN : 20034409AAAABA9253

Place : Ahmedabad

Date : 30th June, 2020

For and on behalf of the Board of Directors

Jinen Ghelani

Managing Director & CFO

DIN : 01872929

Neha Ghelani

Director

DIN : 00197285

Riya Doshi

Company Secretary

Notes Forming part of Financial Statement for the year ended March 31, 2020

Particulars	As at 31.03.2020		As at 31.03.2019	
	Number	Rs.	Number	Rs.
NOTE : 1 - EQUITY SHARE CAPITAL:				
Authorised				
Equity shares of Rs. 10 each	4,200,000	42,000,000	4,200,000	42,000,000
Total	4,200,000	42,000,000	4,200,000	42,000,000
Issued, subscribed & paid up				
Equity shares of Rs. 10 each	3,493,000	34,930,000	3,493,000	34,930,000
Total	3,493,000	34,930,000	3,493,000	34,930,000

1.1 Reconciliation of number of shares outstanding at the Beginning & at the End of Reporting Period

Particulars	As at 31.03.2020		As at 31.03.2019	
	Equity Shares		Equity Shares	
	Number	Rs.	Number	Rs.
Shares at the beginning of the year	3,493,000	34,930,000	3,493,000	34,930,000
Add: movement during the year	-	-	-	-
Shares out standing at the end of the year	3,493,000	34,930,000	3,493,000	34,930,000

1.2 List of share holders holding more than 5% shares in the Company

Particulars	As at 31.03.2020		As at 31.03.2019	
	Number of Shares held	% of holding	Number of Shares held	% of holding
Equity Shares :-				
Hiren Ghelani	1,125,000	32.21	1,125,000	32.21
Hardik Ghelani	219,600	6.29	219,600	6.29
Jinen Ghelani	189,800	5.43	187,800	5.38
NH Time Investments Research Pvt. Ltd.	195,000	5.58	186,000	5.32
Prosperity Securities Pvt. Ltd.	198,000	5.67	192,000	5.50
ANS Private Limited	25	0.00	186,000	5.32

1.3 Terms/rights attached to the equity shares

The Company has one class of shares referred to as equity shares having a par value of ₹ 10 each. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

1.4 Share capital includes

The company had at its extra ordinary general meeting held on 17th May, 2016 issued 15,21,500/- equity shares as fully paid as bonus shares in the ratio of 1:1 share to the shareholders who were shareholders in the company as on the shareholders' register closure period as per the records of the company by capitalizing amounts from the credit balance of Securities Premium Account and Carried Forward Balances of Surplus of Profit & Loss Statement.

Notes Forming part of Financial Statement for the year ended March 31, 2020

(Amount in Rs.)

Particulars	As At 31.03.2020	As At 31.03.2019
NOTE - 2 - RESERVE AND SURPLUS		
Securities Premium Reserve		
Balance as at the beginning of the year	21,177,054	21,177,054
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
Balance as at the end of the year	21,177,054	21,177,054
Capital Reserve		
Balance as at the beginning of the year	500,000	500,000
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
Balance as at the end of the year	500,000	500,000
Subsidy Reserve-Ripening Chambers		
Balance as at the beginning of the year	4,788,000	4,788,000
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
Balance as at the end of the year	4,788,000	4,788,000
Profit & Loss Statement Surplus		
Balance as at the beginning of the year	26,379,735	13,756,095
Add: Profit/(Loss) during the year	16,251,928	12,623,640
Balance as at the end of the year	42,631,663	26,379,735
Total	69,096,717	52,844,789

NOTE - 3 - NON-CURRENT BORROWINGS

Unsecured Loans

From Directors/Shareholders	-	6,185,278
Tata Capital Financial Services Limited	-	169,025
Magma Fincorp Limited	797,188	1,845,243
IDFC First Bank Limited	1,573,959	3,013,013
ICICI Bank	664,190	1,537,434
Bajaj Finance	2,237,272	-
Indusind Bank	1,872,604	-
ECL Finance Limited	1,459,794	2,601,474
Total	8,605,007	15,351,467

Vehicle loan is secured against vehicles.

(Also Refer to Note No. 7 for current maturities of long term debts)

NOTE - 4 - DEFERRED TAX LIABILITIES (NET)

Deferred tax liabilities on account of :

Depreciation	(57,497)	4,708
Total	(57,497)	4,708

Notes Forming part of Financial Statement for the year ended March 31, 2020

(Amount in Rs.)

Particulars	As At 31.03.2020	As At 31.03.2019
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NOTE - 5 - SHORT TERM BORROWINGS

Secured loan repayable on demand

- Cash credit from Axis banks	19,406,728	2,634,252
Total	19,406,728	2,634,252

- Secured by Hypothecation of all chargeable stock and books debts of the company as primary security.

Collateral Security:

- Secured by Equitable Mortgage of Residential Flat at D/31, Amaltas Apartment, B/H. Fun Republic, Ahmedabad -380015.
- Secured by Equitable Mortgage of Commercial office No. 102, Snaskar-2 Complex Nr Ketav Petrol Pump Ambawadi, Ahmedabad-380015.
- Secured by Flat No 406, 4th Floor, Block G Venus Parkland Nr. Vejalpur Police Choki, Vejalpur, Ahmedabad-380051.
- Secured by Equitable Mortgage of Plot No. F-1, Palace Compound, Nr. Raj Mahal , Dhrangadhra, Dist. Surendranagar.
- Outstanding balances of working capital secured by personal guarantees of the directors of the company.
- Working capital loans repayable on demand & interest is payable @ 9.95%.

NOTE - 6 - TRADE PAYABLES

Trade payables

1. Sundry creditors for goods	57,055,346	28,526,425
2. Sundry creditors for expenses and others	5,860,190	5,275,392
Total	62,915,536	33,801,817

NOTE - 7 - OTHER CURRENT LIABILITIES

(a) Current maturities of long term debts	9,814,536	6,004,363
(b) Current maturities of finance lease	-	57,583
(c) Advance from customers	49,533	-
(d) Unpaid dividend	600	600
(e) Other payables*	1,146,352	1,055,076
Total	11,011,021	7,117,622

*Other payables include unpaid expenses, statutory liabilities etc.

NOTE - 8 - SHORT TERM PROVISIONS

Income tax provisions	4,167,099	4,957,595
Provision for employee benefits	193,750	216,250
Total	4,360,849	5,173,845

Notes Forming part of Financial Statement for the year ended March 31, 2020

NOTE - 9. PROPERTY, PLANT & EQUIPMENTS

Sr. No.	Particulars	Deemed Cost/Gross Carrying Amount				Accumulated Depreciation			Net Carrying amount	
		As at April 1 2019	Additions during the year	Disposal/ Adjustment during the year	As at March 31, 2020	As at April 1, 2019	Depreciation for the year	Disposal /reversal	As at March 31, 2020	As at March 31, 2019
1	Furniture & Fixtures	957,988	-	-	957,988	746,017	50,374	-	161,597	211,971
2	Electrical Fitting	585,785	-	-	585,785	492,279	20,555	-	72,951	93,506
3	Plant & Machineries	14,018,862	-	-	14,018,862	10,038,637	699,188	-	3,281,037	3,980,225
4	Air Condition Machine	177,330	-	-	177,330	124,440	9,356	-	43,534	52,890
5	Dead Stock	43,320	-	-	43,320	37,627	1,224	-	4,469	5,693
6	Software	94,155	-	-	94,155	79,213	5,428	-	9,514	14,942
7	Crates/Pallets/Trolleys	1,920,910	-	-	1,920,910	1,336,124	103,113	-	481,673	584,786
8	Vehicles	1,221,782	-	-	1,221,782	883,650	104,618	-	233,514	338,132
9	Computer	523,115	28,572	-	551,687	446,461	26,463	-	78,763	76,654
10	Office Equipments	633,136	49,387	-	682,523	563,665	42,670	-	76,188	69,471
11	Weighing Scale	120,331	-	-	120,331	89,534	5,623	-	25,173	30,797
TOTAL		20,296,714	77,959	-	20,374,673	14,837,646	1,068,612	-	4,468,413	5,459,067

Sr. No.	Particulars	Deemed Cost/Gross Carrying Amount				Accumulated Depreciation			Net Carrying amount	
		As at April 1 2018	Additions during the year	Disposal/ Adjustment during the year	As at March 31, 2019	As at April 1, 2018	Depreciation for the year	Disposal /reversal	As at March 31, 2019	As at March 31, 2018
1	Furniture & Fixtures	892,988	65,000	-	957,988	700,133	45,884	-	211,971	192,855
2	Electrical Fitting	585,785	-	-	585,785	462,291	29,988	-	93,506	123,494
3	Plant & Machineries	14,018,862	-	-	14,018,862	9,190,411	848,226	-	3,980,225	4,828,451
4	Cold Storage/ Warehouse	844,997	-	844,997	-	569,265	-	569,265	-	275,732
5	Air Condition Machine	177,330	-	-	177,330	113,070	11,370	-	52,890	64,260
6	Dead Stock	43,320	-	-	43,320	36,068	1,559	-	5,693	7,252
7	Software	94,155	-	-	94,155	69,183	10,030	-	14,942	24,972
8	Crates/Pallets/Trolleys	1,920,910	-	-	1,920,910	1,210,900	125,224	-	584,786	710,010
9	Vehicles	1,221,782	-	-	1,221,782	731,587	152,063	-	338,132	490,195
10	Computer	458,073	65,042	-	523,115	394,180	52,281	-	76,654	63,893
11	Office Equipments	533,639	99,497	-	633,136	525,736	37,929	-	69,471	7,903
12	Weighing Scale	120,331	-	-	120,331	82,652	6,882	-	30,797	37,679
TOTAL		20,912,172	229,539	844,997	20,296,714	14,085,475	1,321,436	569,265	5,459,067	6,826,696

Notes Forming part of Financial Statement for the year ended March 31, 2020

(Amount in Rs.)

Particulars	As At 31.03.2020	As At 31.03.2019
NOTE - 10. NON-CURRENT INVESTMENTS		
Investments - quoted at cost	1,604,717	1,604,717
(Details of market value is not available)		
Gold (at cost)	13,763	13,763
Investments in subsidiary in fully paid equity instrument -unquoted-at cost		
49900 Equity Shares of Rs.10/- each in Florens Farming Pvt. Ltd.	499,000	499,000
9900 Equity Shares of Rs.10/- each in Florens Fresh Supply Solutions Private Limited	99,000	99,000
Total	2,216,480	2,216,480
Aggregate amount of unquoted investments	2,202,717	2,202,717
Total	2,202,717	2,202,717
NOTE- 11. LONG TERM LOANS AND ADVANCES		
Unsecured , considered good		
Deposits	2,173,800	2,094,800
Total	2,173,800	2,094,800
NOTE- 12. INVENTORIES		
(at cost or NRV , whichever is lower)		
Stock-in-hand (fruits, vegetables etc.)	35,903,560	18,208,060
Total	35,903,560	18,208,060
NOTE- 13. TRADE RECEIVABLES		
Unsecured , considered good		
(a) Debtors outstanding for a period exceeding six months	32,912,014	20,369,623
(b) Other debtors	102,756,823	75,915,394
Total	135,668,837	96,285,017
NOTE- 14. CASH & CASH EQUIVALENTS		
a. Cash on hand	3,029,724	3,128,666
b. Balances with Banks		
- In current accounts	436,158	2,426,249
- Dividend Account	600	600
Total	3,466,482	5,555,515
NOTE- 15. SHORT TERM LOANS AND ADVANCES		
Unsecured and considered goods		
- Taxes and duties recoverable	87,809	2,217,879
- Trade advances		
Advance to Farmers & Suppliers-For Purchases	38,283,673	18,885,559
Advances for Expenses/Sundry Debit Balances	2,365,648	303,358
Other Advances	1,708,835	545,065
Total	42,445,965	21,951,861

Notes Forming part of Financial Statement for the year ended March 31, 2020

(Amount in Rs.)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
NOTE- 16. REVENUE FROM OPERATION		
Sale of products		
Domestic Sales	403,885,930	370,245,068
Export Sales	10,096,088	-
Service Charges Incomes		
Handling charges-fruits & vegetable	26,905,292	26,530,319
C & F charges & manpower supply charges	15,354,604	17,124,380
Packing service charges	16,161,729	16,756,703
Storage & warehousing services	27,640	1,119,600
Other operating revenues		
Export incentives	-	-
Total	472,431,283	431,776,070
NOTE- 17 OTHER INCOME		
Interest income	-	-
Other Miscellaneous Income	104,930	46,930
Profit on sale of fixed assets	-	-
Total	104,930	46,930
NOTE- 18. PURCHASE OF STOCK-IN-TRADE		
Vegetables/fruits & others	378,624,453	322,537,545
Total	378,624,453	322,537,545
NOTE- 19. INCREASE OR DECREASE IN STOCK-IN-TRADE		
Inventories (closing)		
Trading goods	35,903,560	18,208,060
	35,903,560	18,208,060
Inventories (opening)		
Trading goods	18,208,060	25,833,840
	18,208,060	25,833,840
(Increase)/decrease in stock	(17,695,500)	7,625,780
NOTE- 20. EMPLOYEES BENEFITS EXPENSES		
Salary, wages & labour charges	32,984,890	35,676,476
Directors remuneration	1,610,400	1,608,900
Contribution to P F, ESI and other fund	2,389,677	2,515,737
Bonus & exgratia	1,370,880	1,715,277
Employee gratuity expenses	108,398	194,165
Other allowances & expenses	9,504,536	10,157,817
Staff welfare expenses	536,706	456,199
Total	48,505,487	52,324,571
NOTE- 21. FINANCE COST		
Interest expenses	4,745,462	2,762,227
Other borrowing costs	1,042,655	693,613
Total	5,788,117	3,455,840

Notes Forming part of Financial Statement for the year ended March 31, 2020

(Amount in Rs.)		
Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
NOTE- 22. OTHER EXPENSES		
Trading & service charges expenses		
Power & fuel	-	472,259
Ripening expenses	1,075,152	247,228
Loading/unloading, freight & transportation expenses	11,591,889	7,445,459
Wastage disposal & dump cleaning charges	-	265,150
Crates charges	131,850	251,300
Packing material	7,396,673	6,824,437
	20,195,564	15,505,833
Administrative and other expenses		
Postage, telephone , internet & web charges	145,654	205,840
Repair & maintenacne - P & M	233,071	119,771
Travelling,conveyance & vehical expenses	2,851,021	2,481,785
Office expense	1,117,694	728,060
Legal & professional charges	2,651,117	1,665,855
Insurance	164,287	259,349
Security expenses	7,150	94,530
Rent, rates & taxes	1,061,810	1,176,389
Auditor's remuneration	155,000	155,000
Office electricity	90,263	82,820
Other expense	1,690,025	1,551,040
Sitting fees	22,000	27,000
Kasar/discount/sundry balances written off	39,691	171,484
Bad debt	1,423,629	1,546,509
	11,652,412	10,265,432
Selling & distribution expenses		
Advertisenment expenses	-	9,640
Commission expenses	26,500	-
Business promotion expenses	721,361	1,134,859
Export expenses	1,860,287	74,000
Exchange loss	3,913	-
Loss on disposal of fixed assets	-	275,732
	2,612,061	1,494,231
Total	34,460,037	27,265,496

NOTE NO. 23: SIGNIFICANT ACCOUNTING POLICIES:

a) Accounting Conventions :

The Financial Statements of the Company are prepared under the historical cost convention on accrual basis of accounting and in accordance with the mandatory accounting standards issued by the Institute of Chartered Accountants of India and referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and generally accepted accounting principles in India except AS-15 "Employee Benefits" relating to provision for leave encashment and bonus which are accounted as per Note No. 23(h) below. The accounting policies not referred to otherwise have been consistently applied by the Company during the year.

b) Use of Estimates :

The preparation of financial statements in accordance with the GAAP requires management to make estimates and assumptions that may affect the reported amount of assets and liabilities, classification of assets and liabilities into non-current and current and disclosures relating to contingent liabilities as at the date of financial statements and the reported amounts of income and expenses during the reporting period. Although the financial statements have been prepared based on the management's best knowledge of current events and procedures/actions, the actual results may differ on the final outcome of the matter/transaction to which the estimates relates.

c) Property Plant and Equipments :

Property Plant and Equipments are stated at cost of acquisition/construction (less Accumulated Depreciation, if any). The cost of Property Plant and Equipments comprises of their purchase price, including freight, duties, taxes or levies and directly attributable cost of bringing the assets to their working conditions for their intended use

d) Intangible Assets :

The Intangible Assets of Accounting Software has been recognized at their cost of acquisition. On the basis of the availability of this asset for its intended use, relevant contractual agreements and technological changes that may affect the usefulness of these assets, the useful lives of these assets have been assumed to be of five years from the date of their acquisition.

e) Depreciation :

The Depreciation on Tangible Fixed Assets is provided on written down value method (WDV) for the period of acquisition/construction i.e. from the period from which such assets were available for their intended use on pro-rata basis on the basis of useful life of each of the fixed assets as per Schedule II of the Companies Act, 2013 and in the manner specified in Schedule II of the Companies Act, 2013.

The intangible assets have been depreciated on pro-rata basis over period of their estimated useful lives on straight line basis i.e. @ 20.00%.

f) Inventories :

The company trades in fruits, vegetables and other perishable items which are purchased from the market as well as farmers. At times the trading inventories are stored/located at various locations including with farmers, traders, warehouse, cold storage etc. The fruits, vegetables and other perishable items due their nature, storage facilities and other affecting factors are subject to environmental and other effects and hence the quality and quantity of such items may change from time to time. The valuation of inventories of fruits, vegetables and other perishable items have been carried out by the management of the company keeping view all such factors and after physically verifying the stock located at various locations have valued inventories at cost or market value whichever is lower based on the assessment of physical conditions of various items by the management as to their quality and quantity. The items of packing materials have been valued at cost or market value whichever is lower.

g) Retirement Benefit :

The Company's contribution to Provident Fund and ESIC etc. is charged to the Statement of Profit & Loss. The company has not made provision for gratuity in respect of employee as it is charged to Profit and Loss account on cash basis. No provisions for leave encashment, bonus and other terminal employee benefits as may be applicable to the company have been made and are/ will be accounted for as and when paid.

h) Provisions, Contingent Liabilities and Contingent Assets :

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of the Company's resources embodying economic benefits and a reliable estimate can be made of the amount of the obligation. A disclosure of contingent liabilities is made when there is a possible obligation that may, but probably will not, require an outflow of resources. As a measure of prudence, the contingent assets are not recognized.

i) Revenue Recognition :

All income and expenses are accounted on accrual basis. The Company recognised sale of Goods when it had

transferred the property in Goods to the buyer for a price or all significant risks and rewards of ownership had been transferred to the buyer and no significant uncertainty existed as to the amount of consideration that would be derived from such sale. The recognition event is usually the dispatch of goods to the buyer such that the Company retains no effective control over the goods dispatched. Income from service charges of manpower supply services, handling charges, packing services, storage and warehousing and other services are accounted on completion of services for the respective client as evidenced by the issue of invoices for the respective service to that client and are accounted as per the date on invoice. Income from investments, where appropriate, is taken into revenue in full on declaration or accrual and tax deducted at source thereon is treated as advance tax.

j) Investments :

All investments are classified as long term investments as they are intended to be held for more than one year from the date when they were acquired. All investments are, initially recognized at cost. The investments are carried at cost of acquisition.

k) Borrowing Costs :

The borrowing costs are debited to the Statement of Profit and Loss of the current year as they are incurred.

l) Taxes on Income :

Tax expense comprises of current tax and deferred tax. Provision for current tax is made on the estimated taxable income and at the rate applicable to the relevant assessment year under the Income tax Act, 1961. Deferred income taxes are recognized for future consequences attributable to timing differences between financial determination of income and determination as of income as per applicable tax laws.

m) The computation of earning per share as per AS-20 "Earning Per Share" is as under:

Particulars	31.03.2020 (Rs.)	31.03.2019 (Rs.)
Net Profit After Tax for the period (A)	162,51,928	126,23,640
Weighted Average Number of Shares (B)	34,93,000	34,93,000
Face Value per Equity Shares	10	10
Basic Earnings per Share (C) = (A/B)	4.65	3.61
Diluted Earnings per Share	4.07	3.61

n) Related Party Disclosures :

As per AS-18 "Related Party Disclosures" issued by the ICAI, the disclosure of transactions with related parties as defined in the accounting standard has been given as under:

A. List of Related Parties:

Name of Related Party	Relationship
Jinen Ghelani	Key management personnel
Hiren Ghelani	Key management personnel
Neha Ghelani	Key management personnel
Chadrakant Ghelani	Relatives of KMP
Hardik Ghelani	Relatives of KMP
Ameesha Karia	Relatives of KMP
Florens Fresh Supply Solutions Private Limited	Wholly Owned Subsidiary
Florens Farming Private Limited	Wholly Owned Subsidiary
Key Management Personnel	Relatives of Key Management Personnel
Jinen Ghelani	Chadrakant Ghelani
Hiren Ghelani	Hardik Ghelani
Neha Ghelani	Ameesha Karia
Sameer Rajguru	

B. Transaction with Related Parties (Other than Relating to Share Call Money Received/Share Capital/Share Premium Amount Received and Credited to Share Call Money/Share Capital/Share Premium Accounts)

Nature of Transaction	Name of the Party	For the period ended 31.03.2020 (Rs.)	For the period ended 31.03.2019 (Rs.)
Managerial Remuneration	Jinen Ghelani	7,20,000	3,60,000
	Neha Ghelani	-	3,60,000
	Hiren Ghelani	8,90,400	8,90,400
Payment Towards Expenses / Purchase	Ameesha Karia-Salary	4,22,400	3,52,000
	Hiren Ghelani-Rent	1,78,980	1,78,980
	Florens Fresh Supply Solutions Pvt.Ltd.	5,00,000	-
	Florens Farming Pvt. Ltd.	6780114	-
Loan from Director (Net) - Received/(Repaid)	Hiren Ghelani	(46,84,960)	21,84,960
	Jinen Ghelani	(15,00,318)	15,00,318
Trade Advances/Loan to Associates Outstanding Balances (Net)	Florens Fresh Supply Solutions Pvt. Ltd	4,00,000	-
	Florens Farming Pvt. Ltd.	44,65,458	-
	Jinen Ghelani	58,300 (Cr.)	15,29,618 (Cr.)
	Neha Ghelani	-	29,300 (Cr.)
	Hiren Ghelani	14,915(Dr.)	47,58,460(Cr.)
	Ameesha Karia	-	34,500(Cr.)
	Florens Fresh Supply Solutions Pvt. Ltd	38,07,309	
	Florens Farming Pvt. Ltd.	84,98,533	

o) Foreign Currency Transactions :

The transactions in foreign currency have been recorded using the rate of exchange prevailing on the date of transactions.

p) Impairment of Assets :

The management of the company has as at 31st March, 2020 has assessed the recoverable value of its fixed assets and is of the view that the plant along with other fixed assets were available for production and business purposes and the entire fixed assets have recoverable value on overall basis which is greater than their carrying amount as at the balance sheet date and hence no provision for impairment of assets was required to be made for the year ended 31st March, 2020.

NOTE No. 24:

All the monies amounting to Rs.2.70 crores received pursuant to the SME-IPO of the company which was listed on BSE-SME Platform on 31.03.2017, has been utilized for the purposes it was raised for and had been duly reported in the last audited financial statement and to BSE.

NOTE NO. 25: ADDITIONAL INFORMATION:

- As informed by the management, the company has initiated the process of obtaining confirmations from suppliers as to their status as Micro, Small or Medium Enterprise registered under the applicable category as per the provisions of the Micro, Small and Medium Enterprises (Development) Act, 2006 (MSMED Act, 2006). In absence of the relevant information as to the status of the suppliers, the balance due to Micro, Small and Medium Enterprises and interest due to them if any as per the provision of the Micro, Small and Medium Enterprises (Development) Act, 2006 (MSMED Act, 2006) could not be disclosed or provided.
- In the opinion of the Board of Directors, Current assets, loans and advances have a value on realisation in the ordinary course of business equal to the amount at which they are stated in the balance sheet.

3. The classification of all items of asset and liabilities into non-current and current has been made by the management of the company based on conditions, terms of transactions and other relevant factors at the relevant time as envisaged by the management. In view of the management of the company all assets that are ordinarily realizable in the ordinary course of business have been classified as current assets though there may not have been any realization from such items during the year and may have been outstanding since long. Likewise, all liabilities that are to be settled within one year or in the normal course of business are classified as current liabilities though they may not have been settled during the year since last year.
4. The balances of debtors, creditors, advances to farmers, loans and advances and other assets and liabilities are subject to confirmation and subsequent reconciliations.
5. The books of account have been audited on the basis of such records and documentary evidences as were available with the management and produced before the auditors. Where such documentary evidences have not been made available to the auditors, the auditors have relied upon the entries as authenticated by the management of the company and information and explanations provided to the auditors by the management.
6. **Foreign Currency Transactions :**
 VALUE OF IMPORTS ON C.I.F. BASIS : NIL (Previous Year: NIL)
 EXPENDITURE IN FOREIGN CURRENCY : NIL (Previous Year: NIL)
 VALUE OF EXPORTS ON F.O.B. BASIS : 100, 96,088 (Previous Year: Rs. NIL)
7. The company trades in various items of fruits and vegetables and other perishables purchased from the market in bulk and make the sales as per the requirement of the customers. In the opinion of the management of the company due to the perishable nature of items and number of items involved it is not feasible for the company to maintain quantitative records of goods traded by the company during the year.
8. Paise are rounded up to the nearest of rupee. The previous year groupings have been regrouped and rearranged by the company.

See accompanying notes to the financial statements.

1-25

As per our report of even date

For, O. P. Bhandari & Co.

Chartered Accountants

Firm Regn. No.112633W

O.P. Bhandari

Partner

M.No.: 34409

UDIN : 20034409AAAABA9253

Place : Ahmedabad

Date : 30th June, 2020

For and on behalf of the Board of Directors

Jinen Ghelani

Managing Director & CFO

DIN : 01872929

Neha Ghelani

Director

DIN : 00197285

Riya Doshi

Company Secretary

INDEPENDENT AUDITOR'S REPORT

To The Members of
Prime Fresh Limited
Formerly Known as Prime Customer Services Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Prime Fresh Limited (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2020, the consolidated Statement of Profit and Loss and the consolidated Statement of Cash Flows for the year ended on that date, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006 as amended, ("AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, the consolidated Profit and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other 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 on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

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

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. We have been provided the aforesaid reports and based on the work we have performed, we did not observe any material misstatement of this other information and accordingly, we have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements:

The Holding 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 consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and

completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Consolidated Financial Statements:

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid consolidated financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended;
 - e. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors of Group Companies is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting;
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 of the act, as amended in our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group has no pending litigations which has any impact on the consolidated financial position in its consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group;

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Registration Number: 112633W

O. P. Bhandari
Partner
Membership Number: 34409
UDIN : 20034409AAAABB2721

Place : Ahmedabad
Date : 30th June, 2020

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Prime Fresh Limited of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of Prime Fresh Limited (hereinafter referred to as "the Holding Company") as of March 31, 2020

Management's Responsibility for Internal Financial Controls:

The respective Board of Directors of the Holding company and its subsidiary company, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the

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

Auditor's Responsibility:

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting:

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

Limitations of Internal Financial Controls Over Financial Reporting:

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

Opinion:

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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, O. P. Bhandari & Co.
Chartered Accountants
Firm Registration Number: 112633W

O. P. Bhandari
Partner
Membership Number: 34409
UDIN : 20034409AAAABB2721

Place : Ahmedabad
Date : 30th June, 2020

Consolidated Balance Sheet as at 31st March, 2020

(Amount in Rs.)

Sr. No.	Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
A.	EQUITY AND LIABILITIES:			
1	SHAREHOLDER'S FUND			
	(a) Share capital	1	34,930,000	34,930,000
	(b) Reserve and surplus	2	69,359,590	52,804,358
	(c) Money received against share warrants		16,200,176	-
	(c) Minority Interest		88,542	3,150
2	NON-CURRENT LIABILITIES			
	(a) Long-Term Borrowings	3	8,605,007	15,351,467
	(b) Deferred Tax Liabilities (Net)	4	-	4,708
3	CURRENT LIABILITIES			
	(a) Short-Term Borrowings	5	25,312,702	2,634,252
	(b) Trade Payables	6	87,076,314	38,358,487
	(c) Other Current Liabilities	7	11,795,767	7,679,438
	(d) Short-Term Provisions	8	4,460,849	5,227,782
	TOTAL ASSETS		257,828,947	156,993,642
B.	ASSETS:			
1	NON CURRENT ASSETS			
	(a) Property Plant and Equipments	9	4,468,413	5,459,067
	(b) Capital Work-in-Progress		125,000	87,700
	(c) Non-Current Investments	10	1,618,480	1,618,480
	(d) Long Term Loans and Advances	11	2,173,800	2,094,800
	(e) Deferred Tax Assets (Net)	4	57,497	-
2	CURRENT ASSETS			
	(a) Inventories	12	48,113,873	19,326,368
	(b) Trade Receivables	13	159,333,797	99,078,017
	(c) Cash and Cash Equivalents	14	3,645,140	7,377,349
	(d) Short-Term Loans and Advances	15	38,292,947	21,951,861
	TOTAL EQUITY AND LIABILITIES		257,828,947	156,993,642

See accompanying notes to the financial statements. 1-25

As per our report of even date

For, **O. P. Bhandari & Co.**

Chartered Accountants
Firm Regn. No.112633W

O.P. Bhandari

Partner

M.No. 34409

UDIN : 20034409AAAABB2721

Place : Ahmedabad

Date : 30th June, 2020

For and on behalf of the Board of Directors

Jinen Ghelani

Managing Director & CFO

DIN : 01872929

Neha Ghelani

Director

DIN : 00197285

Riya Doshi

Company Secretary

Consolidated Statement of Profit and Loss for the year ended 31st March, 2020

(Amount in Rs.)

Sr. No.	Particulars	Note No.	For the Year ended March 31, 2020	For the Year ended March 31, 2019
I.	Revenue from operations	16	499,661,429	441,465,192
II.	Other income	17	104,930	56,706
III.	Total Income (I + II)		499,766,359	441,521,898
Expenses:				
(a)	Purchase of stock-in-trade	18	414,998,686	332,578,266
(b)	Changes in inventories of stock-in-trade	19	(28,787,505)	6,507,472
(c)	Employee benefits expenses	20	49,562,460	52,533,671
(d)	Finance costs	21	5,788,117	3,455,840
(e)	Depreciation and amortization expenses	9	1,068,612	1,321,436
(f)	Other expenses	22	34,862,286	27,692,905
IV.	Total Expenses		477,492,656	424,089,590
V.	Profit Before Tax (III-IV)		22,273,703	17,432,308
VI.	Tax Expense:			
(a)	Current tax		5,695,284	4,902,078
(b)	Deferred tax		(62,205)	(179,449)
VII.	Profit for the Year (V-VI)		16,640,624	12,709,679
VIII.	Minority interest in profit		85,392	1,400
	Profit for the Year after Minority Interest		16,555,232	12,708,279
Earnings per equity share:				
(1)	Basic (in Rs.)		4.74	3.64
(2)	Diluted (in Rs.)		4.15	3.64

See accompanying notes to the financial statements.

1-25

As per our report of even date

For, **O. P. Bhandari & Co.**
Chartered Accountants
Firm Regn. No.112633W

O.P. Bhandari
Partner
M.No. 34409
UDIN : 20034409AAAABB2721

Place : Ahmedabad
Date : 30th June, 2020

For and on behalf of the Board of Directors

Jinen Ghelani
Managing Director & CFO
DIN : 01872929

Neha Ghelani
Director
DIN : 00197285

Riya Doshi
Company Secretary

Consolidated Statement of Cash flows for the year ended 31st March, 2020

(Amount in Rs.)

Sr. Particulars No.	For the Year ended March 31, 2020	For the Year ended March 31, 2019
CASHFLOW FROM OPERATING ACTIVITIES:		
Net profit before tax from continuing operations	22,273,703	17,432,308
Add/Less : Adjustments		
Loss/(Profit) on sale of fixed asset	-	275,732
Depreciation and amortization Expense	1,068,612	1,321,436
Finance cost	4,745,462	2,762,227
Interest income	-	-
Operating profit before working capital changes	28,087,777	21,791,703
Movements in working capital :		
Increase/ (decrease) in trade payables	48,717,828	8,990,696
Increase/ (decrease) in other current liabilities	4,116,329	5,840,791
Decrease / (increase) in trade receivables	(60,255,780)	(34,098,830)
Decrease / (increase) in inventories	(28,787,505)	6,507,472
Decrease / (increase) in loans & advances	(16,420,086)	10,634,723
Decrease / (increase) in provisions	(22,500)	(30,000)
Cash generated from /(used in) operations	(24,563,937)	19,636,555
Direct taxes paid (net of refunds)	(6,439,717)	(4,020,186)
Net cash flow from/ (used in) operating activities (A)	(31,003,654)	15,616,369
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets, including CWIP and capital advances	(115,259)	(317,239)
Proceeds from sale of fixed assets	-	-
Purchase of investments	-	-
Interest received	-	-
Net cash flow from/ (used in) investing activities (B)	(115,259)	(317,239)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of long-term borrowings	-	-
Proceeds from long-term borrowings	(6,746,460)	15,293,884
Proceeds from short-term borrowings	-	(25,516,829)
Repayment of short-term borrowings	22,678,450	-
Proceeds from share warrants	16,200,176	-
Financial expenses	(4,745,462)	(2,762,227)
Net cash flow from/ (used in) in financing activities (C)	27,386,704	(12,985,172)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(3,732,209)	2,313,958
Cash and cash equivalents at the beginning of the year	7,377,349	5,063,391
Cash and cash equivalents at the end of the year	3,645,140	7,377,349

See accompanying notes to the financial statements. 1-25

As per our report of even date

For, O. P. Bhandari & Co.

Chartered Accountants
Firm Regn. No.112633W

O.P. Bhandari

Partner
M.No. 34409
UDIN : 20034409AAAABB2721

Place : Ahmedabad
Date : 30th June, 2020

For and on behalf of the Board of Directors

Jinen Ghelani
Managing Director & CFO
DIN : 01872929

Neha Ghelani
Director
DIN : 00197285

Riya Doshi
Company Secretary

Notes to the Consolidated Financial Statements for the year ended 31st March, 2020

1. Equity share capital

Particulars	As at 31.03.2020		As at 31.03.2019	
	Number	Rs.	Number	Rs.
Authorised				
Equity shares of Rs. 10 each	4,200,000	42,000,000	4,200,000	42,000,000
Total	4,200,000	42,000,000	4,200,000	42,000,000
Issued, subscribed & paid up				
Equity shares of ' 10 each	3,493,000	34,930,000	3,493,000	34,930,000
Total	3,493,000	34,930,000	3,493,000	34,930,000

1.1 Reconciliation of number of shares outstanding at the Beginning & at the End of Reporting Period

Particulars	As at 31.03.2020		As at 31.03.2019	
	Equity Shares		Equity Shares	
	Number	Rs.	Number	Rs.
Shares at the beginning of the year	3,493,000	34,930,000	3,493,000	34,930,000
Add: movement during the year	-	-	-	-
Shares out standing at the end of the year	3,493,000	34,930,000	3,493,000	34,930,000

1.2 List of share holders holding more than 5% shares in the Company

Name of shareholder	As at 31.03.2020		As at 31.03.2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares :-				
Hiren Ghelani	1,139,000	32.61	1,125,000	32.21
Hardik Ghelani	219,600	6.29	219,600	6.29
Jinen Ghelani	189,800	5.43	187,800	5.38
NH Time Investments Research Pvt. Ltd.	195,000	5.58	186,000	5.32
Prosperity Securities Pvt. Ltd.	198,000	5.67	192,000	5.50
ANS Private Limited	25	0.00	186,000	5.32

1.3 Terms/rights attached to the equity shares

The Company has one class of shares referred to as equity shares having a par value of ' 10 each. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Comany after distribution of all preferential amounts, in proprtion to their shareholding.

1.4 Share capital includes

the company had at its extra ordinary general meeting held on 17th May, 2016 issued 15,21,500/- equity shares as fully paid as bonus shares in the ratio of 1:1 share to the shareholders who were shareholders in the company as on the shareholders' register closure period as per the records of the company by capitalizing amounts from the credit balance of Securities Premium Account and Carried Forward Balances of Surplus of Profit & Loss Statement.

Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2020

(Amount in Rs.)

Particulars	As At 31.03.2020	As At 31.03.2019
NOTE - 2 - RESERVE AND SURPLUS		
Securities Premium Reserve		
Balance as at the beginning of the year	21,177,054	21,177,054
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
Balance as at the end of the year	21,177,054	21,177,054
Capital Reserve		
Balance as at the beginning of the year	500,000	500,000
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
Balance as at the end of the year	500,000	500,000
Subsidy Reserve-Ripening Chambers		
Balance as at the beginning of the year	4,788,000	4,788,000
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
Balance as at the end of the year	4,788,000	4,788,000
Profit & Loss Statement Surplus		
Balance as at the beginning of the year	26,339,304	13,631,025
Add: Profit/(Loss) during the year	16,555,232	12,708,279
Balance as at the end of the year	42,894,536	26,339,304
Total	69,359,590	52,804,358

NOTE - 3 - NON-CURRENT BORROWINGS

Unsecured Loans

From Directors/Shareholders	-	6,185,278
Tata Capital Financial Services Limited	-	169,025
Magma Fincorp Limited	797,188	1,845,243
IDFC First Bank Limited	1,573,959	3,013,013
ICICI Bank	664,190	1,537,434
Bajaj Finance	2,237,272	-
Indusind Bank	1,872,604	-
ECL Finance Limited	1,459,794	2,601,474
Total	8,605,007	15,351,467

Vehicle loan is secured against vehicles.

(Also Refer to Note No. 7 for current maturities of long term debts)

NOTE - 4 - DEFERRED TAX LIABILITIES (NET)

Deferred tax liabilities on account of :

Depreciation	(57,497)	4,708
Total	(57,497)	4,708

Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2020

(Amount in Rs.)

Particulars	As At 31.03.2020	As At 31.03.2019
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NOTE - 5 - SHORT TERM BORROWINGS

Secured loan repayable on demand

- Cash credit from Axis banks	19,406,728	2,634,252
- Bank Balance (Temporary OD)	5,905,974	-
Total	25,312,702	2,634,252

- Secured by Hypothecation of all chargeable stock and books debts of the company as primary security.

Collateral Security:

- Secured by Equitable Mortgage of Residential Flat at D/31, Amaltas Apartment, B/H. Fun Republic, Ahmedabad -380015.
- Secured by Equitable Mortgage of Commercial office No. 102, Snaskar-2 Complex Nr Ketav Petrol Pump Ambawadi, Ahmedabad-380015.
- Secured by Flat No 406, 4th Floor, Block G Venus Parkland Nr. Vejalpur Police Choki, Vejalpur, Ahmedabad-380051.
- Secured by Equitable Mortgage of Plot No. F-1, Palace Compound, Nr. Raj Mahal , Dhrangadhra, Dist. Surendranagar.
- Outstanding balances of working capital secured by personal guarantees of the directors of the company.
- Working capital loans repayable on demand & interest is payable @ 9.95%.

NOTE - 6 - TRADE PAYABLES

Trade payables

1. Sundry creditors for goods	81,216,124	33,083,095
2. Sundry creditors for expenses and others	5,860,190	5,275,392
Total	87,076,314	38,358,487

NOTE - 7 - OTHER CURRENT LIABILITIES

(a) Current maturities of long term debts	9,814,536	6,004,363
(b) Current maturities of finance lease	-	57,583
(c) Advance from customers	49,533	-
(d) Unpaid dividend	600	600
(e) Other payables *	1,931,098	1,616,892
Total	11,795,767	7,679,438

* Other payables include unpaid expenses, statutory liabilities etc.

NOTE - 8 - SHORT TERM PROVISIONS

Income tax provisions	4,267,099	5,011,532
Provision for employee benefits	193,750	216,250
Total	4,460,849	5,227,782

Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2020

NOTE - 9. PROPERTY, PLANT & EQUIPMENTS

(Amount in Rs.)

Sr. Particulars No.	Deemed Cost/Gross Carrying Amount				Accumulated Depreciation			Net Carrying amount	
	As at April 1 2019	Additions during the year	Disposal/ Adjustment during the year	As at March 31, 2020	As at April 1, 2019	Depreciation for the year	Disposal /reversal	As at March 31, 2020	As at March 31, 2019
1 Furniture & Fixtures	957,988	-	-	957,988	746,017	50,374	-	161,597	211,971
2 Electrical Fitting	585,785	-	-	585,785	492,279	20,555	-	72,951	93,506
3 Plant & Machineries	14,018,862	-	-	14,018,862	10,038,637	699,188	-	3,281,037	3,980,225
4 Air Condition Machine	177,330	-	-	177,330	124,440	9,356	-	43,534	52,890
5 Dead Stock	43,320	-	-	43,320	37,627	1,224	-	4,469	5,693
6 Software	94,155	-	-	94,155	79,213	5,428	-	9,514	14,942
7 Crates/Pallets/Trolleys	1,920,910	-	-	1,920,910	1,336,124	103,113	-	481,673	584,786
8 Vehicles	1,221,782	-	-	1,221,782	883,650	104,618	-	233,514	338,132
9 Computer	523,115	28,572	-	551,687	446,461	26,463	-	78,763	76,654
10 Office Equipments	633,136	49,387	-	682,523	563,665	42,670	-	76,188	69,471
11 Weighing Scale	120,331	-	-	120,331	89,534	5,623	-	25,173	30,797
TOTAL	20,296,714	77,959	-	20,374,673	14,837,646	1,068,612	-	4,468,413	5,459,067

Sr. Particulars No.	Deemed Cost/Gross Carrying Amount				Accumulated Depreciation			Net Carrying amount	
	As at April 1 2018	Additions during the year	Disposal/ Adjustment during the year	As at March 31, 2019	As at April 1, 2018	Depreciation for the year	Disposal /reversal	As at March 31, 2019	As at March 31, 2018
1 Furniture & Fixtures	892,988	65,000	-	957,988	700,133	45,884	-	211,971	192,855
2 Electrical Fitting	585,785	-	-	585,785	462,291	29,988	-	93,506	123,494
3 Plant & Machineries	14,018,862	-	-	14,018,862	9,190,411	848,226	-	3,980,225	4,828,451
4 Cold Storage/ Warehouse	844,997	-	844,997	-	569,265	-	569,265	-	275,732
5 Air Condition Machine	177,330	-	-	177,330	113,070	11,370	-	52,890	64,260
6 Dead Stock	43,320	-	-	43,320	36,068	1,559	-	5,693	7,252
7 Software	94,155	-	-	94,155	69,183	10,030	-	14,942	24,972
8 Crates/Pallets/Trolleys	1,920,910	-	-	1,920,910	1,210,900	125,224	-	584,786	710,010
9 Vehicles	1,221,782	-	-	1,221,782	731,587	152,063	-	338,132	490,195
10 Computer	458,073	65,042	-	523,115	394,180	52,281	-	76,654	63,893
11 Office Equipments	533,639	99,497	-	633,136	525,736	37,929	-	69,471	7,903
12 Weighing Scale	120,331	-	-	120,331	82,652	6,882	-	30,797	37,679
TOTAL	20,912,172	229,539	844,997	20,296,714	14,085,475	1,321,436	569,265	5,459,067	6,826,696

Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2020

(Amount in Rs.)

Particulars	As At 31.03.2020	As At 31.03.2019
NOTE - 10. NON-CURRENT INVESTMENTS		
Investments - quoted at cost	1,604,717	1,604,717
(Details of market value is not available)		
Gold (at cost)	13,763	13,763
Total	1,618,480	1,618,480
Aggregate amount of unquoted investments	1,604,717	1,604,717
Total	1,604,717	1,604,717
NOTE- 11. LONG TERM LOANS AND ADVANCES		
Unsecured, considered good		
Deposits	2,173,800	2,094,800
Total	2,173,800	2,094,800
NOTE- 12. INVENTORIES		
(at cost or NRV, whichever is lower)		
Stock-in-hand (fruits, vegetables etc.)	48,113,873	19,326,368
Total	48,113,873	19,326,368
NOTE- 13. TRADE RECEIVABLES		
Unsecured , considered good		
(a) Debtors outstanding for a period exceeding six months	32,912,014	20,369,623
(b) Other debtors	126,421,783	78,708,394
Total	159,333,797	99,078,017
NOTE- 14. CASH & CASH EQUIVALENTS		
a. Cash on hand	3,208,382	3,128,666
b. Balances with Banks		
- In current accounts	436,158	4,248,083
- Unpaid dividend	600	600
Total	3,645,140	7,377,349
NOTE- 15. SHORT TERM LOANS AND ADVANCES		
Unsecured and considered goods		
- Taxes and duties recoverable	92,249	2,217,879
- Trade advances		
Advance to Farmers & Suppliers-For Purchases	35,114,673	18,885,559
Advances for Expenses/Sundry Debit Balances	2,365,648	303,358
Other Advances	720,377	545,065
Total	38,292,947	21,951,861

Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2020

(Amount in Rs.)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
NOTE- 16. REVENUE FROM OPERATION		
Sale of products		
Domestic Sales	431,116,076	379,934,190
Export Sales	10,096,088	-
Service Charges Incomes		
Handling charges-fruits & vegetable	26,905,292	26,530,319
C & F charges & manpower supply charges	15,354,604	17,124,380
Packing service charges	16,161,729	16,756,703
Storage & warehousing services	27,640	1,119,600
Other operating revenues		
Export incentives	-	-
Total	499,661,429	441,465,192
NOTE - 17. OTHER INCOME		
Interest Income	-	9,776
Other Miscellaneous Income	104,930	46,930
Profit on sale of fixed assets	-	-
Total	104,930	56,706
NOTE - 18. PURCHASE OF STOCK-IN-TRADE		
Vegetables/fruits & others	414,998,686	332,578,266
Total	414,998,686	332,578,266
NOTE - 19. INCREASE OR DECREASE IN STOCK-IN-TRADE		
Inventories (closing)		
Trading goods	48,113,873	19,326,368
	48,113,873	19,326,368
Inventories (opening)		
Trading goods	19,326,368	25,833,840
	19,326,368	25,833,840
(Increase)/decrease in stock	(28,787,505)	6,507,472
NOTE - 20. EMPLOYEES BENEFITS EXPENSES		
Salary, wages & labour charges	33,801,863	35,760,126
Directors remuneration	1,850,400	1,728,900
Contribution to P F, ESI and other fund	2,389,677	2,515,737
Bonus & exgratia	1,370,880	1,715,277
Employee gratuity expenses	108,398	194,165
Other allowances & expenses	9,504,536	10,157,817
Staff welfare expenses	536,706	461,649
Total	49,562,460	52,533,671
NOTE - 21. FINANCE COST		
Interest expenses	4,745,462	2,762,227
Other borrowing costs	1,042,655	693,613
Total	5,788,117	3,455,840

Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2020

(Amount in Rs.)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
NOTE - 22. OTHER EXPENSES		
Trading & service charges expenses		
Power & fuel	-	472,259
Ripening expenses	1,075,152	247,228
Loading/unloading, freight & transportation expenses	11,591,889	7,556,259
Wastage disposal & dump cleaning charges	-	265,150
Crates charges	131,850	251,300
Packing material	7,396,673	6,824,437
	20,195,564	15,616,633
Administrative and other expenses		
Postage, telephone , internet & web charges	145,654	222,840
Repair & maintenacne - P & M	233,071	119,771
Travelling, conveyance & vehical expenses	2,882,251	2,535,431
Office expense	1,117,694	728,060
Legal & professional charges	2,748,517	1,747,655
Insurance	164,287	259,349
Security expenses	7,150	94,530
Rent, rates & taxes	1,201,810	1,212,389
Auditor's remuneration	182,700	184,500
Office electricity	90,263	82,820
Other expense	1,795,944	1,634,703
Sitting fees	22,000	27,000
Kasar/discount/sundry balances written off	39,691	171,484
Bad debt	1,423,629	1,546,509
	12,054,661	10,567,041
Selling & distribution expenses		
Advertisenment expenses	-	9,640
Commission expenses	26,500	15,000
Business promotion expenses	721,361	1,134,859
Export expenses	1,860,287	74,000
Exchange loss	3,913	-
Loss on disposal of fixed assets	-	275,732
	2,612,061	1,509,231
Total	34,862,286	27,692,905

NOTE NO. 23: SIGNIFICANT ACCOUNTING POLICIES:

a) Accounting Conventions :

The Financial Statements of the Company are prepared under the historical cost convention on accrual basis of accounting and in accordance with the mandatory accounting standards issued by the Institute of Chartered Accountants of India and referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and generally accepted accounting principles in India except AS-15 "Employee Benefits" relating to provision for leave encashment and bonus which are accounted as per Note No. 23(h) below. The accounting policies not referred to otherwise have been consistently applied by the Company during the year.

b) Basis of Consolidation :

The Consolidated Financial Statement (CFS) relates to Prime Fresh Limited (Formerly Known as Prime Customer Services Limited) and its wholly owned subsidiary Florens Farming Private Limited and Florens Fresh Supply Solutions Private Limited. The CFS have been prepaid on following basis :

- i. The financial statement of parent company and its subsidiary company have been consolidated on a line by line basis by adding together the book values of the items like assets, liabilities, income and expenses.
- ii. CFS are prepaid after fully eliminating intra group balances, inter group transactions and unrealized profits from the intra group transactions.
- iii. The consolidated financial statements are prepared to the extent possible using uniform accounting policies for like transactions and other events in similar circumstances and are presented to extent possible, in the same manner as the Company's separate financial statements.

c) Use of Estimates :

The preparation of financial statements in accordance with the GAAP requires management to make estimates and assumptions that may affect the reported amount of assets and liabilities, classification of assets and liabilities into non-current and current and disclosures relating to contingent liabilities as at the date of financial statements and the reported amounts of income and expenses during the reporting period. Although the financial statements have been prepared based on the management's best knowledge of current events and procedures/actions, the actual results may differ on the final outcome of the matter/transaction to which the estimates relates.

d) Property Plant and Equipments :

Property Plant and Equipments are stated at cost of acquisition/construction (less Accumulated Depreciation, if any). The cost of Property Plant and Equipments comprises of their purchase price, including freight, duties, taxes or levies and directly attributable cost of bringing the assets to their working conditions for their intended use

e) Intangible Assets :

The Intangible Assets of Accounting Software has been recognized at their cost of acquisition. On the basis of the availability of this asset for its intended use, relevant contractual agreements and technological changes that may affect the usefulness of these assets, the useful lives of these assets have been assumed to be of five years from the date of their acquisition.

f) Depreciation :

The Depreciation on Tangible Fixed Assets is provided on written down value method (WDV) for the period of acquisition/construction i.e. from the period from which such assets were available for their intended use on pro-rata basis on the basis of useful life of each of the fixed assets as per Schedule II of the Companies Act, 2013 and in the manner specified in Schedule II of the Companies Act, 2013.

The intangible assets have been depreciated on pro-rata basis over period of their estimated useful lives on straight line basis i.e. @ 20.00%.

g) Inventories :

The company trades in fruits, vegetables and other perishable items which are purchased from the market as well as farmers. At times the trading inventories are stored/located at various locations including with farmers, traders, warehouse, cold storage etc. The fruits, vegetables and other perishable items due their nature, storage facilities and other affecting factors are subject to environmental and other effects and hence the quality and quantity of such items may change from time to time. The valuation of inventories of fruits, vegetables and other perishable items have been carried out by the management of the company keeping view all such factors and after physically verifying the stock located at various locations have valued inventories at cost or market value whichever is lower based on the assessment of physical conditions of various items by the management as to their quality and quantity. The items of packing materials have been valued at cost or market value whichever is lower.

h) Retirement Benefit :

The Company's contribution to Provident Fund and ESIC etc. is charged to the Statement of Profit & Loss. The company has not made provision for gratuity in respect of employee as it is charged to Profit and Loss account on cash basis. No provisions for leave encashment, bonus and other terminal employee benefits as may be applicable to the company have been made and are/ will be accounted for as and when paid.

i) Provisions, Contingent Liabilities and Contingent Assets :

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of the Company's resources embodying economic benefits and a reliable estimate can be made of the amount of the obligation. A disclosure of contingent liabilities is made when there is a possible obligation that may, but probably will not, require an outflow of resources. As a measure of prudence, the contingent assets are not recognized.

j) Revenue Recognition :

All income and expenses are accounted on accrual basis. The Company recognised sale of Goods when it had transferred the property in Goods to the buyer for a price or all significant risks and rewards of ownership had been transferred to the buyer and no significant uncertainty existed as to the amount of consideration that would be derived from such sale. The recognition event is usually the dispatch of goods to the buyer such that the Company retains no effective control over the goods dispatched. Income from service charges of manpower supply services, handling charges, packing services, storage and warehousing and other services are accounted on completion of services for the respective client as evidenced by the issue of invoices for the respective service to that client and are accounted as per the date on invoice. Income from investments, where appropriate, is taken into revenue in full on declaration or accrual and tax deducted at source thereon is treated as advance tax.

k) Investments :

All investments are classified as long term investments as they are intended to be held for more than one year from the date when they were acquired. All investments are, initially recognized at cost. The investments are carried at cost of acquisition.

l) Borrowing Costs :

The borrowing costs are debited to the Statement of Profit and Loss of the current year as they are incurred.

m) Taxes on Income :

Tax expense comprises of current tax and deferred tax. Provision for current tax is made on the estimated taxable income and at the rate applicable to the relevant assessment year under the Income tax Act, 1961. Deferred income taxes are recognized for future consequences attributable to timing differences between financial determination of income and determination as of income as per applicable tax laws.

n) The computation of earning per share as per AS-20 "Earning Per Share" is as under:

Particulars	31.03.2020 (Rs.)	31.03.2019 (Rs.)
Net Profit After Tax for the period (A)	16,555,232	12,709,679
Weighted Average Number of Shares (B)	34,93,000	34,93,000
Face Value per Equity Shares	10	10
Basic Earnings per Share (C) = (A/B)	4.74	3.64
Diluted Earnings per Share	4.15	3.64

o) Related Party Disclosures :

As per AS-18 "Related Party Disclosures" issued by the ICAI, the disclosure of transactions with related parties as defined in the accounting standard has been given as under:

A. List of Related Parties

Name of Related Party	Relationship
Jinen Ghelani	Key management personnel
Hiren Ghelani	Key management personnel
Neha Ghelani	Key management personnel
Chadrakant Ghelani	Relatives of KMP
Hardik Ghelani	Relatives of KMP
Ameesha Karia	Relatives of KMP
Florens Fresh Supply Solutions Private Limited	Wholly Owned Subsidiary
Florens Farming Private Limited	Wholly Owned Subsidiary

Key Management Personnel	Relatives of Key Management Personnel
Jinen Ghelani	Chadrakant Ghelani
Hiren Ghelani	Hardik Ghelani
Neha Ghelani	Ameesha Karia
Sameer Rajguru	

B. Transaction with Related Parties (Other than Relating to Share Call Money Received/Share Capital/Share Premium Amount Received and Credited to Share Call Money/Share Capital/Share Premium Accounts)

Nature of Transaction	Name of the Party	For the period ended 31.03.2020 (Rs.)	For the period ended 31.03.2019 (Rs.)
Managerial Remuneration	Jinen Ghelani	7,20,000	3,60,000
	Neha Ghelani	-	3,60,000
	Hiren Ghelani	8,90,400	8,90,400
Payment Towards Expenses / Purchase	Ameesha Karia-Salary	4,22,400	3,52,000
	Hiren Ghelani-Rent	1,78,980	1,78,980
	Florens Fresh Supply Solutions Pvt. Ltd.	5,00,000	-
	Florens Farming Pvt. Ltd.	6780114	-
Loan from Director (Net)-Received/ (Repaid)	Hiren Ghelani	(46,84,960)	21,84,960
	Jinen Ghelani	(15,00,318)	15,00,318
Trade Advances/Loan to Associates	Florens Fresh Supply Solutions Pvt. Ltd	4,00,000	-
	Florens Farming Pvt. Ltd.	44,65,458	-
Outstanding Balances (Net)	Jinen Ghelani	58,300 (Cr.)	15,29,618 (Cr.)
	Neha Ghelani	-	29,300 (Cr.)
	Hiren Ghelani	14,915(Dr.)	47,58,460(Cr.)
	Ameesha Ghelani-	-	34,500(Cr.)
	Florens Fresh Supply Solutions Pvt. Ltd	38,07,309	
	Florens Farming Pvt. Ltd.	84,98,533	

p) Foreign Currency Transactions :

The transactions in foreign currency have been recorded using the rate of exchange prevailing on the date of transactions.

q) Impairment of Assets :

The management of the company has as at 31st March, 2020 has assessed the recoverable value of its fixed assets and is of the view that the plant along with other fixed assets were available for production and business purposes and the entire fixed assets have recoverable value on overall basis which is greater than their carrying amount as at the balance sheet date and hence no provision for impairment of assets was required to be made for the year ended 31st March, 2020.

NOTE No. 24 :

All the monies amounting to Rs.2.70 lacs received pursuant to the SME-IPO of the company which was listed on BSE-SME Platform on 31.03.2017, has been utilized for the purposes it was raised for and had been duly reported in the last audited financial statement and to BSE.

NOTE NO. 25: ADDITIONAL INFORMATION

- As informed by the management, the company has initiated the process of obtaining confirmations from suppliers as to their status as Micro, Small or Medium Enterprise registered under the applicable category as per the

provisions of the Micro, Small and Medium Enterprises (Development) Act, 2006 (MSMED Act, 2006). In absence of the relevant information as to the status of the suppliers, the balance due to Micro, Small and Medium Enterprises and interest due to them if any as per the provision of the Micro, Small and Medium Enterprises (Development) Act, 2006 (MSMED Act, 2006) could not be disclosed or provided.

2. In the opinion of the Board of Directors, Current assets, loans and advances have a value on realisation in the ordinary course of business equal to the amount at which they are stated in the balance sheet.
3. The classification of all items of asset and liabilities into non-current and current has been made by the management of the company based on conditions, terms of transactions and other relevant factors at the relevant time as envisaged by the management. In view of the management of the company all assets that are ordinarily realizable in the ordinary course of business have been classified as current assets though there may not have been any realization from such items during the year and may have been outstanding since long. Likewise, all liabilities that are to be settled within one year or in the normal course of business are classified as current liabilities though they may not have been settled during the year since last year.
4. The balances of debtors, creditors, advances to farmers, loans and advances and other assets and liabilities are subject to confirmation and subsequent reconciliations.
5. The books of account have been audited on the basis of such records and documentary evidences as were available with the management and produced before the auditors. Where such documentary evidences have not been made available to the auditors, the auditors have relied upon the entries as authenticated by the management of the company and information and explanations provided to the auditors by the management.
6. Foreign Currency Transactions :
 VALUE OF IMPORTS ON C.I.F. BASIS : NIL (Previous Year: NIL)
 EXPENDITURE IN FOREIGN CURRENCY : NIL (Previous Year: NIL)
 VALUE OF EXPORTS ON F.O.B. BASIS : 100,96,088 (Previous Year: Rs. NIL)
7. The company trades in various items of fruits and vegetables and other perishables purchased from the market in bulk and make the sales as per the requirement of the customers. In the opinion of the management of the company due to the perishable nature of items and number of items involved it is not feasible for the company to maintain quantitative records of goods traded by the company during the year.
8. Paise are rounded up to the nearest of rupee. The previous year groupings have been regrouped and rearranged by the company.

See accompanying notes to the financial statements.

1-25

As per our report of even date

For, O. P. Bhandari & Co.
Chartered Accountants
Firm Regn. No.112633W

O.P. Bhandari
Partner
M.No. 34409
UDIN : 20034409AAAABB2721

Place : Ahmedabad
Date : 30th June, 2020

For and on behalf of the Board of Directors

Jinen Ghelani
Managing Director & CFO
DIN : 01872929

Neha Ghelani
Director
DIN : 00197285

Riya Doshi
Company Secretary

Financial Snapshots of Last 10 Years											Rs. in Lakhs
PARTICULARS	FY 2020	FY 2019	FY 2018	FY 2017	FY 2016	FY 2015	FY 2014	FY 2013	FY 2012	FY 2011	FY 2010
Operating Income	4724.3	4317.7	3611.6	2,386.8	2,103.5	1,959.5	1,746.2	1,068.7	747.3	399.0	147.4
Operating Profit before Depreciation, Financial Cost & Taxes	285.4	220.6	174.4	94.6	101.4	69.1	60.6	65.6	26.8	16.3	8.3
Financial Cost	57.9	34.5	19.1	29.9	31.4	29.6	22.9	19.4	5.6	1.2	0.3
Profit Before Depreciation and Taxes	227.5	186.1	155.3	64.6	70.0	39.5	37.7	46.1	21.2	15.1	8.0
Depreciation	10.7	13.2	16.4	19.9	31.8	29.7	24.8	16.5	2.8	2.2	1.8
Other Income	1.04	0.4	0.8	2.6	1.2	2.4	1.5	0.3	-	0.1	0.3
Profit Before Tax	217.9	172.9	139.7	47.3	39.3	12.2	14.4	29.9	18.4	13.0	6.5
Taxation	55.3	46.6	39.6	14.9	12.2	3.9	4.5	24.2	5.7	4.0	2.8
Profit After Tax	162.5	126.2	100.0	32.4	27.1	8.3	9.9	5.7	12.7	8.9	3.7
Equity	349.3	349.3	349.3	349.3	152.2	91.6	54.7	59.5	63.2	45.6	44.6
Reserves	690.9	528.4	402.2	302.2	218.5	155.2	139.3	114.3	52.5	30.8	21.9
Networth	1040.2	877.7	751.5	651.5	370.7	246.8	194.0	173.8	115.7	76.4	66.4
Fixed Assets	203.7	202.9	209.1	213.0	206.3	200.7	195.8	193.3	34.5	20.1	12.7

Our extensive Fresh F&V products and packaging – B2B, B2C & Exports



Journey–BirdEye

Year-2007	- Started with a small warehouse for Fruits & Vegetables in the year 2007. - Initiated idea of Fruits & Vegetables reaching at the consumer door steps with designer Vans in April 2007. - Started our first 3PL facility for Fruits & Vegetables in Ahmedabad in September 2007 For Aditya Birla Retail. - Started with trading and Value Added Services of Fruits & Vegetables in the same year of September 2007.
Year-2008	- Started with our second facility of 3PL services for Fruits & Vegetables and Dairy Frozen Category for Reliance Retail in December 2008. - Started providing Training, HR Management and Manpower placement services to the corporate clients in June 2008.
Year-2009	- Started services of hygienic packed food to the corporate in Ahmedabad in April 2009. - Started our bulk trading of fruits in APMC Ahmedabad September 2009.
Year-2010	- Started providing skilled manpower to the corporate in February 2010. - Started our first 3 PL services for Intas Pharma in the packaging industry in the Pharmaceutical sector in July 2010.
Year-2011	- Started our 4th 3PL facility in Fruits & Vegetables and Dairy & Frozen category for Aditya Birla Retail in April 2011 in Mumbai. - Started our 5th 3 PL facility for F&V for Reliance retail in May 2011 in Pune. - Started our first warehousing facility for Pharmaceutical industry in May 2011 for Intas Pharma in Ahmedabad. - Started our first warehousing facility for FMCG industry for Waghbakri Tea in December 2011 in Ahmedabad.
Year-2012	- Introduced first refrigerated mobile van for Fruits & Vegetables in Ahmedabad in February 2012. - Established our first wholesale Fruits & Vegetables Shop facility in Ahmedabad in May 2012. - Established our first ripening chamber cum cold storage facility at Ahmedabad in August 2012. - Started our collection centre facility for F&V at Pratij in November 2012.
Year-2013	- Started our 6th 3 PL facility for F&V For Subji India in July 2012 and 2nd in Pune. - Started supply of F&V to food processor.
Year-2014	- Tie-up with APMC Ahmedabad in Sep 2014 for their Retail based Potato and Onion distribution project. - Added more clients Like Corona and 20 Cubes in Manpower (pay rolling) category for Ahmedabad.
Year-2015	- Started Corporate Tie-up for procurement with Reliance Jamnagar for Mango, for Pomegranate with INI farms and for Imported fruits with Mahindra and PC Foods Pvt. Ltd (Nasik). - Started operation for BISLERI India Pvt. Ltd. as a C&F at four location of Gujarat (Ahmedabad, Surat, Baroda and Rajkot). - Started Export to UAE from May 2015 for products like Mango, Onion, Potato and other fruits and vegetables. - Planning to start Lease Farming and Contract farming.
Year-2016	- Started Corporate tie-up for Operation with Reliance Retail Market, Pune. - Filed Draft Red Herring Prospectus (DRHP) for listing of SME IPO at BSE Platform. - Registered at Corporate Journal for Business Profile. - Registered more agreements for supply of F & V at Jalana, Maharashtra. - Started Collection Centre for Pomegranate at APMC, Lakhani, Dist. Disa. - Incorporation of Wholly owned Subsidiary Company of PCSL as Florens Farming Private Limited. - Planning for Export Business of F&V.

Journey–BirdEye

Year-2017	• Successfully got listed on BSE SME Platform. • Started Collection Centre for Mango at Valsad. • Entered into Farming through a Joint Project with Farmer from September, 2017.
Year-2018	• Company successfully enhanced its Farmer network to 15000 across Maharashtra, Gujarat and Rajasthan. • Penetrated into new geographies through supplying to Exporters, Modern Trade and food processing companies. • Entered into Pomegranates farming. • Entered into Bakery business and started manufacturing of bakery products for Reliance. • Sourcing of Pomegranates from multiple locations in Rajasthan directly from farmers. • Associated with Havmor for providing 3PL services. • Deemed exports of Onion in FY18 of ₹ 3,01,93,202/-. • Activated many new clients for Fruits supply like Future group, Big Basket, HAS juice, Metro-cash and carry, Capricon Food and few more. • Established several new relationships in Maharashtra across 19 districts for Fruits and Vegetables procurement. • Successfully scaled up Maharashtra operations through regular activities and transactions at Nashik and Mumbai. • SMERA upgraded ratings to MSE-1 : This upgrade is the highest rating reflecting solid Financials, Management and business performance.
Year-2019	• SMERA ASSIGNED THE Highest rating to PCSL " MSME 1", CRISIL assigned the rating BB+ Stable • PCSL now is ISO rated company • Started Collection Centers to procure Pomegranate & Onions from nearby farming belts at Indapur and Sangola in Maharashtra and Padaru in Rajasthan. • Tapped new export destination i.e. Netherlands for mangoes • Added more customers in the North East region • Geared up the brand building exercise for "Prime Fresh" through corporate selling at Office Complex of Aditya Birla, WeWork and being a part of exclusive Mango exhibition "Aamrotsav" held at Kandivali, Mumbai etc. • Constant efforts on expanding the farmer network and their education through seminars and farmer gatherings. • On boarded marquee clients like Future Group, Big Basket, HAS juice, Metro (Cash & Carry) and Capricon Food • Established association & collaboration with various pack-house in Gujarat and Maharashtra • Accelerated collaboration with many new age AgriTechstartups. • Strengthened the B2C business aggregating to an orbit of 40000+ customers across Ahmedabad, Other parts of Gujarat & Mumbai for Direct to home and Direct to office model. • New initiatives to deepening the efforts across multiple districts in Maharashtra for procurement of grapes and orange being the new categories • Developed internal mobile application for Field workforce team aiming at better reporting practices, improved productivity with accuracy. • Ramping up of Nashik operations for Grapes and Tomatoes • Established Collection center for Grapes at Tasgaon-Sangli, Maharashtra • Added new client Vasant Masala in Service segment of the business - Gujarat
Year-2020	• Availed various certifications to export F&V to Europe • Started exports of Grapes to Netherlands • Expansion in B2C operations of packed fruits and vegetables in Ahmedabad, Mumbai, Navi Mumbai, Thane and Pune to support the fight/war against COVID-19 • Company got approval from MCA , ROC and BSE for the name change request from " Prime Customer Services Limited" to "Prime Fresh Limited" which reflects our accurate business profile of dealing in Fresh Produce • Supplied Papaya 161 mt and tomato 250 mt for processing industry at Nashik, Maharashtra.

BusinessModel



BUSINESS MODEL



Prime Fresh Limited

Regd. & Admin. Office : 102, Sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad-380015.
Mumbai Office : 448, APMC Masala Market, Sector-19, Market-1, Phase-2, Vashi, Naw Mumbai-400073.

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🐦 @PrimeFresh_Ltd

CIN: L51109GJ2007PLC050404
APEDA Reg No.: 173779
FSSAI LICENSE: 10013021000815
SMERA DNS: 86-003-2121
ISO No.: 19IQCF67 Service related
ISO No.: 19IQCG58 Trading related
IEC: 0814002218