

**PRIME** <sup>TM</sup>  
**Fresh**

*We deliver fresh*

**14<sup>th</sup>**  
**Annual Report**  
**2020 - 2021**

# Prime Fresh Limited

(Formerly known as Prime Customer Services Limited)

CIN : L51109GJ2007PLC050404



## Press Conference - Launching of Ecommerce initiative for B2C Services of F&V -: Mumbai & Ahmedabad



## Packing & Branding initiatives for Modern trade, e-commerce and other retailers.





**Orange Harvesting In Full Swing 2020 with all possible safety gears**



**Oranges sorting & Grading Operations at Amravati 2020**



**Indian Oranges Branding & B2C initiatives by Team Prime Fresh: Mumbai**



**Street side selling initiatives for Mangoes Season 2021**



**Mango Branding Initiatives season 2021**

**Farmers Awareness drive during Launch and inauguration of Oranges Collections center near Amravati Season 2020**



**Pomegranate picking, sorting, grading & packing processes in Shrigonda by PFL Team (MH) 2021**



# Digital Initiatives by Prime Fresh

## A digital Periodical: An Initiative by Prime Fresh "Healthy Food for Wealthy Mind" - Chapter: "Fruits for Diabetics"

PRIME Fresh www.primofresh.in

PRIME FRESH BULLETIN

### LET'S GET BACK TO FRESH FRUITS

Fruit juices aren't much better than aerated or soft drinks. Stop pretending otherwise! 'Soda/Aerated drinks' remains a big public health threat. We might think fruit juice is inherently healthier than aerated drinks/sodas because it comes from fruit. But that's not always the case. When it comes to choosing between sodas and juices in the beverage aisle, the juice industry has long benefited from a health halo.



We know that juice comes from fruit, while soda is artificial. In particular, the sugars in juice seem more "natural" than high fructose corn syrup – the main sweetener in so many sodas. "Fruit drinks" refer to processed juices with added sugars. The sugar in fruit juice is more concentrated than it is in "whole fruits". When we drink fruit juice, we get a mega dose of sugar the same way you do when you drink soda. Juices have some nutritional value when the sugars are not added. But we don't drink all that much of natural fruit juice as it's too expensive and drink juice drinks with added sugars.

These juices drinks like bottled fruit juices are basically sugar water

with artificial flavors and little nutritional benefit. Fruit juices contain more sugar and less vitamins than the actual whole fibrous fruits. There are sometimes added color and flavors to make it better in taste and appearance, which loses the nutritional value of fruit during processing. Therefore, of all, whole fresh fruits should be consumed in maximum proportion for the actual benefit. Although it is not suggested to avoid fruit juice entirely. Juices, like any other source of liquid sugars and added flavors are best consumed in small amounts. Real fruit juices are nutritionally superior to sodas and can be part of a diet but in little amount and whole fresh fruits in large amount.



February 12, 2021  
Issue # 001

## Prime Fresh Bulletin

A Digital Periodical



### Fruits For Diabetics

Many of us heard that diabetic patients should not eat fruits. Is it right?

Let's know what medical science reveals. When diabetes runs out of sufficient insulin then we bring up Diabetes mellitus, commonly known as Diabetes. India is a home to approximately 62 million diabetics and the count goes on....

Medical science has proved that fruits have carbohydrates and natural sugar – Fructose, which can raise our blood sugar level. It also says that fruits are full of essential vitamins, minerals and phytochemicals that our body needs always.

Fruits can lower or prevent our risk of cardiac disease, cancer and stroke as well. For diabetic patients, most important factor is the Glycemic Index (GI). GI is the determinant which food or fruits can affect our blood sugar level and how much.

Control! Diabetic patients can enjoy fresh fruits daily – that has low Glycemic Index. Our weather nature has provided rich and enough resources to live a healthy life, we need to learn the sensible usage of these natural resources in our daily life.

**Tips for diabetics:**

- Eat fruits with low Glycemic Index
- Never eat fruits with more seeds, have between lunch & evening refreshments
- Consume fresh & seasonal fruits
- Wash raw fruits only, not processed or canned fruits
- Consult physician for personalized diet chart & fruits quantity

Diabetes can eat the fruits mentioned below in a balanced way of daily meals








## Webinar 2021 – Organised for our associates, farmers and stakeholders for financial guidance and nutritional, logistics & storage information.


on.pdf - Adobe Acrobat Reader DC (32-bit)

Initiatives for Food ...



## Benefits of proper preservation

Storing fresh fruits and vegetables properly is very important. Safe storage can keep from getting sick from a food borne illness. Fresh fruits and vegetables shelf life can be extended and reduce wastage.



**Founders' Vision and Message: "Built & Sustained To Outperform"**

Dear Stakeholders,

I'm exhilarated to welcome you to the 14th Annual General Meeting (AGM) of our company "Prime Fresh Limited". It's my honour once again to have the opportunity to deliver my speech in front of you all on the achievements of our company.

I appreciate our associates and stakeholders for being with us diligently and not escaping from performing your roles/duties even when the entire world as well humanity had been fighting against the dreadful Covid-19 pandemic.

World economy got shattered along with our Indian fiscal deficits. India witnessed a sharp drop in GDP due to massive lockdowns to save the lives at stake. Prime Fresh Ltd (Formerly PCSL) farsightedly chose the fruits & vegetables industry more than a decade ago in order to organize the sector, processes, people for a healthier and sustainable growth as long as our humanity can exist on this planet.

From the year of survival to the year of growth & expansion, yet another persistent year of continued growth where the Prime Fresh family came together to get closer to the society at large and accelerated its business operations to new altitude. Despite the after effects of COVID-19 pandemic and the second wave of infections, we have emerged stronger than ever.

Though the notorious virus is resurgent in our country and we may get the heat of 3rd wave this year or next, still our economy is bouncing back gradually by dint of every individual's dedicated efforts & sheer will force to grow.

We know suffering is still be endured in myriad places by millions of people each day due to pandemic, natural calamities, job-loss etc. Our hearts too beat for them. This year we have reasons for optimism which we didn't have a year ago. During our last AGM, world didn't have the vaccine for Covid-19, world had no clue how to fight and bring this pandemic to an end, nor world knew if at all any vaccine would save the humanity.

Our speculations, decade-old expertise and the socio-economic transformation over the last few years have projected a vivid inclination of the Agro Product industry and this trajectory is poised for a tremendous growth in the organized segment whereon your company has been functioning for over 14 years. Being one of the largest producers of agricultural commodities, India is soaring high as an emerging global leader. Moreover, India has got the sharp-edge in domestic technological innovations R&D and manufacturing of gadgets/instruments that propel Indian agriculture and allied businesses by leaps and bounds.

Government of India has been striving to promote innovations and entrepreneurial ventures in agriculture by providing various supports to organized players like us in order to achieve an exponential growth in the Agri-economy of the nation. The landmark decision to amend the APMC law has opened numerous growth possibilities. Other initiatives like Kisan rail, Mega Food Parks, credit facilities to farmers are pushing the agriculture sector on a path of growth.

Prime Fresh Limited is committed to its valuable consumers for bringing nutritious and hygienic fresh produces directly from farm to their dining table. To make our consumers shopping hassle-free & safe, we launched our e-commerce portal this year. They can avoid being exposed to markets and order from the comfort of home to get their fruits & vegetables delivered at doorsteps in a fresh & hygienic manner. Enduring the trend, we are continuously evolving and adapting the current business environment to become the end-to-end Fruit and vegetable supply Chain Company in accordance with our vision.

Our continued backing to farmers has provided us their valuable support and we are able to scale up our business operations to new levels. We have been successful in increasing our farmer network to more than 35000 farmers across India. Our market reach has also been boosted by the efforts of our Sales team and we have a presence in 60 Agriculture markets across the country while collaborating with 1000 trade partners. We have collaborated with Agritech startups and big retailers with huge reach which brings us closer to our goal. Our team is right blend of experienced professionals and enthusiastic young members.

All the efforts are reflected in our FY21 financials as the revenue has increased 25% compared to last Fiscal year FY20, It clearly demonstrates our business and market expansion, which we want to carry forward in the upcoming year.

Before I conclude, all of your relentless participations and guidance are highly commendable in the making of Prime Fresh Limited. On behalf of the PFL family, I do heartily convey our thanks to you all for being an integral part of our extensive journey for our business dynamics, sustainability and societal contributions.

Your inspirations ignite us in building happiness and growth amongst people.

**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
Gaurav R Meena	Independent Director
Mayur Thakkar	Non-Executive Director

**FINANCE COMMITTEE:**

Jinen Ghelani	Chairman
Neha Ghelani	Member
Brijesh Misra	Member

**CHIEF FINANCIAL OFFICER:**

Jinen Ghelani

**AUDIT COMMITTEE:**

Umesh Patel	Chairman
Hiren Ghelani	Member
Brijesh Misra	Member

**COMPLIANCE OFFICER:**

Riya Doshi  
Company Secretary

**STATUTORY AUDITORS:**

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

**STAKEHOLDER RELATIONSHIP COMMITTEE:**

Brijesh Misra	Chairman
Ravi Menon	Member
Umesh Patel	Member

**SECRETARIAL AUDITOR:**

Paliwal & Co.  
Practicing Company Secretaries  
401, Haash Complex, Nagri Hospital Road,  
Nr. Ellise Bridge Police Line,  
Ahmedabad-380006, Gujarat, India.

**NOMINATION & REMUNERATION COMMITTEE:**

Ravi Menon	Chairman
Umesh Patel	Member
Brijesh Misra	Member

**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 14th Annual General Meeting of the company will be held on Monday, 20th day of September, 2021 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, 2021, the Statement of Profit and Loss and the Cash flow statement [including consolidated financial statements] for the financial year ended on March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hiren Ghelani (DIN: 02212587) who retires by rotation and being eligible, offers herself for re-appointment
3. **Reappointment of Statutory Auditor of the company and fix their remuneration for second term of five Years.**

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

**"RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act"), M/s. O. P. Bhandari & Co., Chartered Accountants, Firm Registration No. 112633W be and they are hereby appointed as the statutory auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of this (14th) annual general meeting until the conclusion of the 18th annual general meeting of the Company i.e. 2021-22, 2022-23, 2023-24, 2024-25, 2025-26, on such remuneration as may be mutually determined between the Auditors and Board of Directors of the Company.

**SPECIAL BUSINESS:**

4. **To Consider the recommendation of appointment of Mr. Gurmeetsingh Bhamrah (DIN: 02527135) as Non-Executive Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per recommendation received from Nomination and Remuneration Committee and Board of directors of the Company, the Consent of the Members be and are hereby accorded to appoint Mr. Gurmeetsingh Bhamrah (DIN: 02527135), as a Non-Executive director w.e.f. 20th September, 2021 on terms and conditions as set out in Explanatory Statement and whose office shall be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

**"RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized severally to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

5. **To Consider the recommendation of appointment of Mr. Shekhar Mennon (DIN:02262964) as Non-Executive Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and as per recommendation received from Nomination and Remuneration Committee and Board of directors of the Company, the Consent of the Members be and are hereby accorded to appoint Mr. Shekhar Mennon (DIN: 02262964), as an Independent director (Independent Non-Executive Director) w.e.f. 20th September, 2021 to hold office for a term of five consecutive years with effect from 20th September, 2021 to 19th September, 2026 on terms and conditions as set out in Explanatory Statement and whose office shall not be liable to retire by rotation.

**"RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized severally to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."



**6. To Approve Related Party Transaction**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014, in terms of Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Rule, 2015 (including any statutory modifications or enactment thereof for the time being in force), and also pursuant to the consent of Audit Committee and the board of director vide resolution passed in the meeting, approval of the members be and is hereby accorded for entering into related party transactions for period of 2021-22 financial year with effect from April 01, 2021 to March 31, 2022, which were in the ordinary course of business and at arm’s length basis and up to the maximum amounts per annum as appended below:

**Particulars of Proposed Transactions for the purpose of approval u/s 188 of the Companies Act, 2013 Maximum value of contract / transaction (April 01, 2021 to March 31, 2022) (Per annum)**

<b>Name of the Related Parties</b>	<b>Nature of Transaction</b>	<b>Amount of Transaction</b>
Florens Fresh Supply Solutions Private Limited	Purchase / Sale / Services of Goods or Material or for the purpose of Job Work of Goods or any movable or immovable property or for the purpose of any leasing or hire purchase of any movable or immovable property.	Value of transactions with /all related entity in one financial year shall not exceed Rs. 15 Crore and such transactions shall be at arm’s length in Ordinary Course of Business.
Florens Farming Private Limited		

**“RESOLVED FURTHER THAT** for the purpose of giving to this Resolution, any one of the Director or Company Secretary of the Company be and is hereby authorized to do such act, deeds, matters, and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regards as the Board in its absolute discretion may deem necessary or desirable, and its decision shall be final and binding.”

**7. ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PROMOTER AND NON PROMOTER INVESTOR:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), the rules and regulations issued by the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable including the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such permissions, consents, sanctions and approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, from time to time in one or more tranches, 39,03,000 (Thirty Nine Lakhs Three Thousand Only) Convertible Warrants (“Warrants”) on a preferential basis to non-promoter persons / entity (“Warrant Holder”), with a right to Warrant Holder to apply for and get allotted one equity share of face value of Rs.10/- (Rupees Ten Only) each (the “Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants, at a price of Rs.56.14 each (Rupees Fifty Six and Fourteen Paise Only) which is arrived in accordance with SEBI ICDR Regulations, 2018 aggregating to Rs.21,91,14,420 (Rupees Twenty One Crore Ninety One Lakhs Fourteen Thousands Four Hundred and Twenty Only) ,on preferential allotment basis in such manner and on such other terms and conditions, as may be approved by the Board.”

**Details of Allottees:**
**Non Promoter Investors**

Issue of 39,03,000 (Thirty Nine Lakhs Three Thousand) Warrants at a price of Rs. 56.14 (Rupees Fifty Six and Fourteen Paise Only) convertible into Equity Shares of Rs.10/- each, aggregating to Rs.21,91,14,420 (Rupees

Twenty One Crore Ninety One Lakhs Fourteen Thousands Four Hundred and Twenty Only) as per details mentioned below:

Sr. No.	Name	No. of convertible Equity warrants	Amount @56.14 per warrant (in Rs.)
1	Gurmeetsingh Amritpal Bhamrah	32,08,800 (Thirty Two Lakhs Eight Thousand Eight Hundred)	18,01,42,032 (Rupees Eighteen Crores One Lakhs Forty Two Thousand and Thirty Two only)
2	Ashit Amrit Patel	41,400 (Forty One Thousand Four Hundred)	23,24,196 (Rupees Twenty Three Lakhs Twenty Four Thousand One Hundred Ninety Six only)
3	Nipa Anil Haria	51,000 (Fifty One Thousand)	28,63,140 (Rupees Twenty Eight Lakhs Sixty Three Thousand One Hundred Forty Only)
4	Shashikant Parkar	25,500 (Twenty Five Thousand Five Hundred)	14,31,570 (Rupees Fourteen Lakh Thirty One Thousand Five Hundred Seventy Only)
5	Navjot Kaur Sonu Vasan	90,000 (Ninety Thousand)	50,52,600 (Rupees Fifty Lakhs Fifty Two Thousand Six Hundred Only)
6	Shaila Parkar	25,500 (Twenty Five Thousand Five Hundred)	14,31,570 (Rupees Fourteen Lakh Thirty One Thousand Five Hundred Seventy Only)
7	Ranikaur Ratansingh Arora	60,000 (Sixty Thousand)	33,68,400 (Rupees Thirty Three Lakhs Sixty Eight Thousand Four Hundred Only)
8	Padmaja Suresh Ambekar	51,000 (Fifty One Thousand)	28,63,140 (Rupees Twenty Eight Lakhs Sixty Three Thousand One Hundred Forty Only)
9	Sona Singh Kulwat Singh	3,49,800 (Three Lakh Forty Nine Thousand Eight Hundred)	1,96,37,772 (Rupees One Crore Ninety Six Lakhs Thirty Seven Hundred Seven Hundred Seventy Two Only)

**“RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the minimum issue price for the issue of warrants/equity shares arising on conversion of warrants is 21st August, 2021, which is 30 (Thirty) days prior to the date of Annual General Meeting i.e. 20th September, 2021 but in accordance with the provision of Chapter VII of the SEBI ICDR Regulation, Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date i.e. 20th August, 2021. Therefore 20th August, 2021 will be consider as Relevant Date.

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of Rs. 10 each to the Warrant holders.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- (iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (iv) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company;
- (v) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

- (vi) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.
- (vii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrant to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

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

Date : 16.08.2021  
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 massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM. The 14th Annual General Meeting ("AGM") of the Company is being conducted on 20th September, 2021 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 14th AGM shall be the Registered Office of the Company
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website [www.primefreshlimited.com](http://www.primefreshlimited.com); websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com); and on the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com);
4. The Members can join the EGM/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 18, 2021 through email (mentioning their name, demat account number/folio number, contact details etc.) on [cs@primefreshlimited.com](mailto: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 Tuesday, 14th September, 2021 to Monday, 20th September, 2021 (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 (Except Sundays and Public Holidays) between 11.00 a.m. to 01.00 p.m. up to the date of 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](http://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 14th 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 Friday, September 17 , 2021 and ends at 5.00 p.m. on Sunday, September 19, 2021. 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 13, 2021 ('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 Paliwal, proprietor of Paliwal & Co. (Formerly known as Alpesh Dhandhlya & Associates), Practicing Company Secretaries, 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 22, 2021. 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](http://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](mailto:cs@primefreshlimited.com);
18. Mr. Hiren Ghelani (DIN: 02212587) 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](mailto: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 14th Annual General Meeting of the Company is Monday, 13th September, 2021.
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. 13th September, 2021 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 Friday, 17th September, 2021 at 09:00 A.M. and ends on Sunday, 19th September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 13th September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th September, 2021.

**How do I vote electronically using NSDL e-Voting system?**

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <b>https://eservices.nsd.com/</b> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <b>https://eservices.nsd.com</b>. Select “<b>Register Online for IDeAS</b>” Portal or click at <b>https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</b></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <b>https://www.evoting.nsd.com/</b> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <b>https://web.cdslindia.com/myeasi/home/login</b> or <b>www.cdslindia.com</b> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <b>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</b></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <b>www.cdslindia.com</b> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login,

demat mode) login through their depository participants	you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

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

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

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. Password details for shareholders other than Individual shareholders 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - 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.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [welcme2pcs@gmail.com](mailto:welcme2pcs@gmail.com); with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to **(Name of SARITA MOTE)** at [evoting@nsdl.co.in](mailto: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](mailto:cs@primefreshlimited.com);



2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **cs@primefreshlimited.com**; If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of 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.
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 **cs@primefreshlimited.com**. 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 : 16.08.2021  
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

**ITEM No 3**

M/s. O. P. Bhandari & Co., Chartered Accountants (ICAI Firm Registration No. 112633W ) were appointed as Statutory Auditors of the Company by the Members at the Annual General Meeting held on 30th September, 2016 to hold office as Statutory Auditor of the company to hold office for period of Five (5) Years.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s. O. P. Bhandari & Co. Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 18th Annual General Meeting to be held in the year 2026 at such remuneration and reimbursement out of pocket expense, if any, as recommended by the Audit Committee and mutually agreed to between the Board of Directors and Statutory Auditor of the Company.

M/s. O. P. Bhandari & Co., statutory auditors have conducted the statutory audit of the company from FY 2016-17 to FY 2020-21 and their performance was found to be satisfactory. Before recommending their re-appointment, the Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. O. P. Bhandari & Co. to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. O. P. Bhandari & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Ordinary Resolutions set out in Item no. 3 of the notice for the approval of members.

**ITEM No: 4**

On the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company had recommended the appointment of Mr. GURMEETSINGH BHAMRAH (DIN: 02527135) as Non-Executive Director of the company. Mr. GURMEETSINGH BHAMRAH submitted a Consent letter to act as Non-Executive Director of the Company under Section 152 of the Companies Act, subject to the approval of the members.

Mr. GURMEETSINGH BHAMRAH, aged 49 years having 10 years' experience in founding numerous Sports companies in domestic and international marketplaces. He has vast experience in directing and managing the policies and operations of the companies in such way to achieve financial and Market expansion Goal.

Mr. GURMEETSINGH BHAMRAH holds by himself 327000 Shares in the Company.

In the opinion of the Board, Mr. GURMEETSINGH BHAMRAH fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 as Non-Executive Director of the Company. Draft Copy of the letter for appointment of Mr. Gurmeetsingh Bhamrah as Non- Executive 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 (9:00 am to 5:00 pm) on any working day.

Mr. Gurmeetsingh Bhamrah will be getting the sitting fees for attending the meetings of Board and its committees as per the limits prescribed under the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Gurmeetsingh Bhamrah as Non-Executive Director. He would bring his immense experience to the Company in the areas of Policymaking, Administration and Regulatory framework.

Mr. Gurmeetsingh Bhamrah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise. Other details as set out under Regulation 36(3) of SEBI (LODR), Regulations, 2015 are given in the annexure-1 attached to this notice.

Accordingly, based on recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 3 of the Notice of the Postal Ballot for the approval by the members.

**ITEM: 5**

On the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company had recommended the appointment of Mr. Shekhar Mennon (DIN: 02262964 as an Independent Non-Executive Director of the company to hold the office up to 5 years. Mr. Shekhar Mennon submitted a declarations that as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 20th September, 2021 to 19th September, 2026, subject to the approval of the members.

Mr. Shekhar Mennon, An IP & Media Lawyer, based at P & M Head-office in Mumbai having experience of more than 25 years with comprehensive exposure in legal, business and strategic functions from Entertainment industry, Copyright Societies and Broadcasting organizations. He is a pragmatic attorney who methodically advises clients in cross-border Intellectual property transactions , negotiating complex new media contracts, sponsorship deals, financing, corporate taxation / compliances whether it be addressing the value gap, implementing blockchain, entering innovative new markets or navigating changes to copyright legislations. He regularly acts for major record labels, artists, performers, directors, production houses, music publishers, digital companies and OTT platforms. He brings forth considerable familiarity on the subject from one of the largest media houses – News Television India (presently STAR India), where he held the position as Company Secretary & Sr. Legal Counsel and being the Board member in holding and subsidiary companies till 2001. Presently an Advocate practicing at Bombay High Court as well as in Supreme Court of India from 2002.

Mr. Shekhar Mennon does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Shekhar Mennon has given declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, Mr. Shekhar Mennon fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Draft Copy of the letter for appointment of Mr. Shekhar Mennon as an Independent Non- Executive 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 (9:00 am to 5:00 pm) on any working day.

Mr. Shekhar Mennon will be getting the sitting fees for attending the meetings of Board and its committees as per the limits prescribed under the Companies Act, 2013. He will not be entitled for any other remuneration. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Shekhar Mennon as an Independent Non-Executive Director for a term of five consecutive years. He would bring his immense experience to the Company in the areas of Policymaking, Administration and Regulatory framework.

Mr. Shekhar Mennon, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise. Other details as set out under Regulation 36(3) of SEBI (LODR), Regulations, 2015 are given in the annexure-1 attached to this notice.

Accordingly, based on recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 4 of the Notice of the Annual General meeting for the approval by the members.

**ITEM: 6**

As per the provision of Section 188 (1) of the Companies Act, 2013 “Related party Transactions” requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board of and its Power) Rules, 2015. As per the provision the approval of the shareholders in the General Meetings is required by way of passing resolution. Provisions of section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on arm's length basis.

All the transactions entered and proposed to be entered by the Company with M/s. Florens Fresh Supply Solutions Private Limited and M/s. Florens Farming Private Limited are in the ordinary course of business and are at arm's length basis.

In terms of Regulation 23 of LODR Regulation, all material related party transactions shall require approval of the shareholders through passing resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not, notwithstanding such transactions have been done at arm's length basis and normal course of business.

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent (10%) of the annual turnover of the listed entity as per the last audited financial statements of the listed entity.

Accordingly, the Board of Directors of the company requires the member's approval by way of passing Resolution as set out in this Notice.

Mr. Jinen Ghelani, Managing Director & CFO; Mr. Hiren Ghelani, Whole Time Director; and their relatives or related entities are, in any way, concerned or interested in the resolution as set out in this Notice.

**ITEM No.: 7**

As per Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Act"), the rules and regulations issued by the Securities and Exchange Board of India ("SEBI"), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of shareholders of the Company by way of special resolution is required for allotment of warrants on preferential basis to non-promoters.

The allotment of the Warrants is subject to the Promoters and others not having sold any Equity Shares of the Company during the 6 (six) months preceding the 'relevant date', The non-promoters and others has represented that they have not sold any equity shares of the Company during the 6 (six) months preceding the relevant date.

The relevant disclosures as required in terms of the Act and SEBI ICDR Regulations are as under:

**a) Object(s) of the issue through preferential issue:**

The object of raising the equity share capital by issuing Warrants to the Non-Promoters and Others is to i) augment the funding needs of the Company for Business growth and ii) working capital requirements. It is therefore proposed to offer 39,03,000 (Thirty Nine Lakhs Three Thousand) warrants of Rs. 56.14 (Rupees Fifty Six and Fourteen Paise Only) each to Non-Promoters on a preferential basis.

**b) Proposal of the Promoters / Directors / Key management Persons of the Company to subscribe to the preferential issue:**

No promoter group entity, Director or key managerial personnel of the Company propose to subscribe to the offer except to the extent of their applications for Warrants allotted to them.

**c) Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern before and after the preferential issue offer would be as under:

Sr. No.	Particulars	Pre-Issue Shareholding		Post-Issue Shareholding*	
		No. of Shares	Percentage to total shareholding	No. of Shares	Percentage to total shareholding
<b>A.</b>	<b>Promoter &amp; Promoter Group Shareholding</b>				
	Individual	6012708	50.83	6012708	38.22
	Body Corporate	1179000	9.97	1179000	7.49
	<b>Total (A)</b>	<b>7191708</b>	<b>60.80</b>	<b>7191708</b>	<b>45.71</b>
<b>B.</b>	<b>Non Promoter Shareholding</b>				
	<b>1 Institutional</b>				
	Mutual Funds				
	Banks/FI				
	Central Govt/State Govt(s)				
	Venture Capital Funds				
	Insurance Companies				
	FII's				
	Foreign Venture Capital Funds				
	Foreign Portfolio Investor				
	<b>2. Non-institutions</b>				
	Bodies Corp.	498000	4.21	498000	3.17
	Individuals-				
	Individual shareholders holding nominal share capital up to Rs. 2 Lakhs	1100400	9.30	1444800	9.18

Sr. No.	Particulars	Pre-Issue Shareholding		Post-Issue Shareholding*	
		No. of Shares	Percentage to total shareholding	No. of Shares	Percentage to total shareholding
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	1775160	15.00	5333760	33.90
	Any Other (specify)- Hindu Undivided Family	429480	3.63	429480	2.73
	Clearing Member	330000	2.79	330000	2.10
	Non Resident Indians ( Non REPAT)	498000	4.21	498000	3.17
	Foreign Portfolio Investor	9000	0.08	9000	0.06
	<b>Total (B)</b>	<b>4640040</b>	<b>39.22</b>	<b>8543040</b>	<b>54.29</b>
	<b>Total (A) + (B)</b>	<b>11828748</b>	<b>100</b>	<b>15734748</b>	<b>100</b>

\*Assuming exercise by the Proposed Allottees for conversion of all the warrants.

**d) The time within which the preferential allotment shall be completed**

As required under the SEBI ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

**e) The identity of the natural person(s) who are the ultimate beneficial owner(s) of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s), the percentage of post-preferential issued capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential issue:**

Sr. No.	Name of the Proposed Allottees and Category	Pre-issue Shareholding and % age	No. of Equity Shares proposed to be allotted	Post-issue shareholding and % age*	Name of the ultimate Beneficiaries/ Owners
1	Gurmeetsingh Amritpal Bhamrah- Non Promoter Group	3,27,000- 2.76%	32,08,800 (Thirty Two Lakhs Eight Thousand Eight Hundred)	35,35,800- 22.48%	Gurmeetsingh Amritpal Bhamrah
2	Ashit Amrit Patel- Non Promoter Group	1,11,000- 0.94%	41,400 (Forty One Thousand Four Hundred)	1,52,400- 0.97%	Ashit Amrit Patel
3	Nipa Anil Haria- Non Promoter Group	9,000 – 0.08%	51,000 (Fifty One Thousands)	60,000- 0.38%	Nipa Anil Haria
4	Shashikant Parkar- Non Promoter Group	3,000- 0.03%	25,500 (Twenty Five Thousands Five Hundred)	28500- 0.18%	Shashikant Parkar
5	Navjot Kaur Sonu Vasan- Non Promoter Group	3,000- 0.03%	90,000 (Ninety Lakh)	93,000- 0.59%	Navjot Kaur Sonu Vasan
6	Shaila Parkar- Non Promoter Group	0	25,500 (Fifty Thousand Five Hundred)	25,500 - 0.16%	Shaila Parkar
7	Ranikaur Ratansingh Arora- Non Promoter Group	0	60,000 (Sixty Thousand) 0.39%	60,000-	Ranikaur Ratansingh Arora
8	Padmaja Suresh Ambekar- Non Promoter Group	0	51,000 (Fifty One Thousand)	51,000- 0.34%	Padmaja Suresh Ambekar
9	Sona Singh Kulwat Singh- Non Promoter Group	0	3,49,800 (Three Lakhs Forty Nine Thousand Eight Hundred)	3,49,800- 2.30%	Sona Singh Kulwat Singh

\*Assuming full exercise of Warrants by the proposed allottees.

The proposed preferential allotment will not result in any change in management control of the Company.

**f) Pricing of the Preferential Issue:**

The pricing of the Equity Shares to be allotted on conversion of Warrants to the entities belonging to the Non-Promoters and other on preferential basis shall not be lower than the price determined in accordance with the Chapter V of SEBI (ICDR) Regulations.

The Company is listed on BSE Limited and the equity shares of the Company are frequently traded in accordance with the SEBI (ICDR) Regulation. The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following:

- a. The average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the stock exchange, during the 26 (twenty six) weeks preceding the Relevant date (i.e. Rs. 52.43/-) ; or
- b. The Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the stock exchange, during the 2 (two weeks) preceding the Relevant date (i.e. Rs. 56.14/-) .

Accordingly, Price per convertible warrant is Rs. 56.14/- (Rupees Fifty Six and Fourteen Paise Only) is in accordance with the above provisions. The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulation. The price shall be determined on the basis of the quotes available on the Stock Exchange during the preceding twenty six weeks prior to the relevant date.

The issuer hereby declares that the issuer, promoters, or directors, have not been or are not identified as wilful defaulters by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

**g) Relevant Date:**

The relevant date for the purpose of pricing shall be Saturday, 21st August, 2021 being the date 30(thirty) days prior to the date on which meeting of the shareholders is going to be held to approve the proposed preferential issue, in accordance with the SEBI (ICDR) Regulations 2018 but in accordance with the provision of Chapter VII of the SEBI ICDR Regulation, Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date i.e. 20th August, 2021. Therefore 20th August, 2021 will be consider as Relevant Date.

**h) Auditor's Certificate:**

A copy of the certificate of the Company's Statutory Auditor certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations will be available for inspection at the Registered Office of the Company during working hours, on all working days except Sunday and National Holiday till the date of AGM i.e. 20th September, 2021.

**i) Lock-in Period**

The securities issued and allotted on a preferential basis to the Non-promoter hereunder will be subject to lock-in as specified under Chapter VII of the SEBI (ICDR) Regulations.

**j) Undertaking by the Company:**

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so. The Company undertakes that if the amount payable on account of the re-computation of price, if any, is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees

The Board of Directors at its meeting held on Monday, 16th August, 2021 has approved the issue and allotment of Warrants on preferential basis in the manner stated above subject to approval of the members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution in item No.7.

The Board recommends the Resolution set out at Item No.7 for your approval.

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

Date : 16.08.2021  
Place : Ahmedabad

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

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

**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, 4, 5**

<b>Name of Director</b>	<b>Hiren Ghelani</b>	<b>GURMEETSINGH BHAMRAH</b>	<b>SHEKHAR MENNON</b>
Date of birth/ age	11.11.1979	09.11.1971	25.08.1963
Qualification	M. Com	Doctor of Philosophy (PHD H.C)	Advocate
Expertise in Specific Functional Area and Experience	22 Years	10 Years	25 Years
Date of First Appointment on the Board	01.05.2011	NA	NA
Terms and Conditions of appointment/reappointment	Appointment as Whole Time Director whose term of office is liable to retire by Rotation	Appointment as Non-Executive Director whose term of office is liable to retire by Rotation	Appointment as Independent Director whose term of office is not liable to retire by Rotation
Remuneration sought to be paid	NIL	NIL	NIL
Details of Last drawn remuneration	10,18,000	NA	NA
Directorship held in other Companies	3	11	0
Chairmanship held in committees of Board of Director	0	0	0
Membership held in Committees of Board of Director	Audit Committee- Prime Fresh Limited	0	0
Shareholding in the Company	4025889	3,27,000	0
Relationship with other Director & KMP of the Company	-Brother of Jinen Ghelani and not related to any other Director and KMP	NIL	NIL
No. of Board Meeting attended during the F.Y. 2020-21	4	NA	NA

### 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, 2021.

**FINANCIAL PERFORMANCE:**

The highlights of the financial results for the financial year 2020-21 are as follows : (In RS)

PARTICULARS	YEAR ENDED 31.03.2021	YEAR ENDED 31.03.2020
Revenue From Operations	58,55,13,699	47,24,31,283
Other Income	8,81,187	1,04,930
<b>Total Revenue</b>	<b>58,63,94,886</b>	<b>47,25,36,213</b>
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	4,07,55,285	2,86,41,736
Less: Financial expenses	78,99,347	57,88,117
Less: Depreciation & Preliminary Expenses	9,05,205	10,68,612
<b>Profit Before Taxation</b>	<b>3,19,50,733</b>	<b>2,17,85,007</b>
Less: Provision for current tax	91,75,932	55,95,284
Add / (Less) : Deferred tax	(37,999)	(62,205)
<b>Profit After Taxation</b>	<b>2,28,12,800</b>	<b>1,62,51,928</b>
Less: Proposed Dividend	NIL	NIL
Less: Tax on Dividend	NIL	NIL
Add/(Less): Surplus Brought Forward from previous year	4,26,31,663	2,63,79,735
Transfer to reserves	Nil	Nil
<b>Balance carried over to Balance Sheet</b>	<b>6,54,44,463</b>	<b>4,26,31,663</b>

**REVIEW OF OPERATIONS:**

The Company has reported income from operation during the year is Rs. 58,55,13,699/- as compared to the previous year's income from operation of Rs. 47,24,31,283/-. The Company has earned net profit before tax of Rs. 3,19,50,733 as against previous year's net profit before tax of Rs. 2,17,85,007.

**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 Nine 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 2020-21, there were NINE (9) meetings of the board held on 30th June, 2020, 28th July, 2020, 21st October, 2020, 12th November, 2020, 2nd December, 2020, 2nd January, 2021, 13th January, 2021, 25th January, 2021 and 26th March, 2021.

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				
<b>Whole-time Director</b>						
Mr. Jinen Ghelani	9	9	Yes	-	-	-
Mr. Hiren Ghelani	9	4	Yes	-	-	-
Mrs. Neha Ghelani	9	9	Yes	-	-	-
<b>Independent Director</b>						
Mr. Brijesh Misra	9	8	Yes	-	-	-
Mr. Gaurav R Meena	0	0	No	-	-	-
Mr. Ravi Menon	9	5	Yes	-	-	-
Mr. Umesh Patel	9	7	Yes	-	-	-
<b>Non-Executive Director</b>						
Mr. Mayur Thakkar	9	4	Yes			

\*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 2020-21, Five (5) meetings of the Audit Committee were held on 30th June, 2020, 21st October, 2020, 12th November, 2020, 25th January, 2021 and 26th March, 2021. 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. Umesh Patel	Chairman	5	4
2	Mr. Brijesh Misra	Member	5	4
3	Mr. Hiren Ghelani	Member	5	3

**Nomination and Remuneration Committee:**

During the financial year 2020-21, there were Three (3) 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	3	2
2	Mr. Brijesh Misra	Member	3	3
3	Mr. Umesh Patel	Member	3	2

**Stakeholders Relationship Committee:**

During the financial year 2020-21, 4(Four) Stakeholders Relationship Committee were held on 30th June, 2020, 21st October, 2021, 25th January, 2021 and 26th March, 2021. 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	3
2	Mr. Ravi Menon	Member	4	3
3	Mr. Umesh Patel	Member	4	3

**Finance Committee**

During the financial Year 2020-21, 4(Four) Finance Committee were held on 15th September, 2020, 3rd November, 2020, 25th January, 2021 and 26th March, 2021. 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. Jinen Ghelani	Chairman	4	4
2	Mrs. Neha Ghelani	Member	4	4
3	Mr. Brijesh Misra	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. 2020-21.

1. Mr. Mihir Manek (DIN: 07254045) Independent Director resigned from the Company on 30th June, 2020.
2. Mr. Gaurav R Meena (DIN: 07678312) appointed as an Independent Director of the Company w.e.f 1st May, 2021.

**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, Mr. Hiren Ghelani (DIN: 02212587) will retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment. The board recommends his 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 14th Annual General Meeting.

### **5. Changes in other Key Managerial Personnel**

There is no change in other Key Managerial Personnel.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- a) In the preparation of the annual accounts for the year ended 31st March, 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) 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;
- c) 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;
- d) They have prepared the annual accounts on a going concern basis;
- e) 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
- f) 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 FY2021-22.

### **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](http://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 SNDK & ASSOCIATES LLP, Chartered Accountants (Firm Registration No. W100060) has been appointed as Internal Auditor of the Company for the F.Y. 2021-22 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. Paliwal & Co, (Formerly Known as Alpesh Dhandhlya & Associates) Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company for the financial year ended 31st March, 2021. 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](http://www.primefreshlimited.com);

**NOMINATION AND REMUNERATION POLICY:**

The Nomination and Remuneration policy posted on the website of the Company [www.primefreshlimited.com](http://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. 2020-2021, 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 Framing of Charges is also not done yet. The Complainant has not been able to provide any concrete evidence or any meaningful document (even after 4 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 Central & state License
2. APEDA Recognition
3. IEC: Import Export Code

**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.

**OTHER REGULATORY REQUIREMENT:**

The Company has been complied with all regulatory requirements of central government and state government and no order has been passed by the regulatory authority which has impact the going concern status & company's performance in future.

**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, 2021 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 and section 454 of the Companies Act 2013 which was not accepted by the Promoters and KMP 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 : 16.08.2021  
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
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	2,31,061	11,41,285
6	Total assets	1,56,27,780	2,94,31,904
7	Total Liabilities	1,48,96,719	2,81,90,619
8	Investments	-	-
9	Turnover	1,79,07,699	7,51,40,910
10	Profit before taxation	4,33,942	9,73,989
11	Provision for taxation	1,25,000	2,60,000
12	Profit after taxation	3,08,942	7,13,989
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 : 16/06/2021

**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**

Economic activity across the world posted a strong recovery in Q3:2020, following a record plunge in Q2 amidst widespread lockdowns. The economic activity remains below the pre-pandemic levels even as GDP contractions ease across major economies. The global economy gradually regained momentum of recovery gathered in Q3:2020, which had encountered headwinds in Q4 as most of the countries had to reimpose lockdowns in the wake of second/third wave of infections. However, the mass vaccination drives are underway in several countries which will boost the economic recovery.

On the domestic front, the rebound from the COVID-19 induced slump has been sharper than anticipated. Real GDP growth turned positive in Q3:2020-21. Going forward, rural demand is likely to remain resilient on good prospects for the agriculture sector. Urban demand and demand for contact-intensive services is also expected to strengthen with the spread of vaccination. While the domestic financial conditions are expected to remain supportive in view of the guidance from RBI that systemic liquidity would continue to remain comfortable over the ensuing year, the risks of spill overs from volatility in global financial markets remain elevated. The fiscal stimulus under Atma Nirbhar 2.0 and 3.0 schemes and increased capital outlays and the investment-enhancing proposals in the Union Budget 2021-22 will likely accelerate public investment and crowd-in private investment.

The Indian government has recommended states to suspend some provisions of the agricultural produce marketing committees (APMCs) Acts to encourage direct marketing by farmers of crops rather than going to rural Mandis. This provides an immense opportunity to the F&V players like Prime Fresh Limited to procure fresh produce directly from the farmers. Initiatives like Kisan rail are going to benefit the Horticulture sector. There is a rising awareness among consumers about the importance of hygienically packed Fruits and vegetables with minimal human touch in the value chain. This can provide a massive boost to the organized sector where your company is emerging as a leading player.

**BUSINESS AND FINANCIAL REVIEW**

During the year FY 2020-21, your company went from strength to strength in both the procurement aspect as well as increasing the consumer base. We have successfully ramped up the sourcing operations across 50 districts in various states. Your company has made inroads into new territories like Karnataka and Kerala as there is a large market opportunity in Southern India. Company has added new product categories, built networking in global markets, added new buyers in organized segments. In addition to this, our ecommerce portal primefresh.in went live to cater to B2C segment in Mumbai and Ahmedabad and it will further be scaled to other major cities in the country.

All the hard work and relentless efforts are clearly visible in our strong financial performance despite the challenges posed by the lockdowns. On a consolidated basis, your company's net sales for FY 21 have grown by 31.2% YoY to Rs 65.60 Cr. The Profit after Tax (PAT) has also shown a strong jump of 43.9% YoY to Rs. 2.38 Cr. On a standalone basis, your company's net sales for FY21 have grown by 24% to Rs. 58.63 Cr and PAT has shown a strong jump of 40.7% YoY to Rs. 2.28 Cr.

**STRONG SOURCING NETWORK**

Your Company has progressively built a massive sourcing network that gives it a long-lasting competitive advantage over its peers and provide an excellent bouquet of products & services to its customers. Our outreach and sourcing network includes top F&V producing regions in India:

Our core experience and knowledge lie in the fresh produce category namely, Mangoes, Pomegranate, Apple, Tomatoes, Onion, Orange, Grapes, Imported Fruits and Mix Vegetables and further enhancing the bouquet by adding Banana, Chilli, Lemon.

To augment our procurement bandwidth, we work with 35,000+ Farmers, 60+ Agriculture Markets and 1000+ Traders & Consolidators across 50 districts in Gujarat, Maharashtra, Rajasthan, Andhra Pradesh and Karnataka

We have magnificently established long standing relationships with prestigious national enterprises & retail giants since last 14 years to ensure that they get reliable, consistent, ethical and smooth supply of Fruits & Vegetables.

Your Company is an integral part of the country's agriculture value chain structure.

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

Production of horticulture crops in India is estimated at record ~320 Million Metric Tonnes (MMT). India ranks second in global production of Fruits & Vegetables and a leading exporter of Mangoes and Bananas.

Exports of agricultural products increased by 28.36 per cent to USD 29.81 billion in 2020-21 as compared to USD 23.23 billion in 2019-20. India's share in the Fruits & Vegetables global market is still only 1%, but there is increasing

acceptance of horticulture produce from the country. This has occurred due to concurrent developments in the areas of state-of-the-art cold chain infrastructure and quality assurance measures.

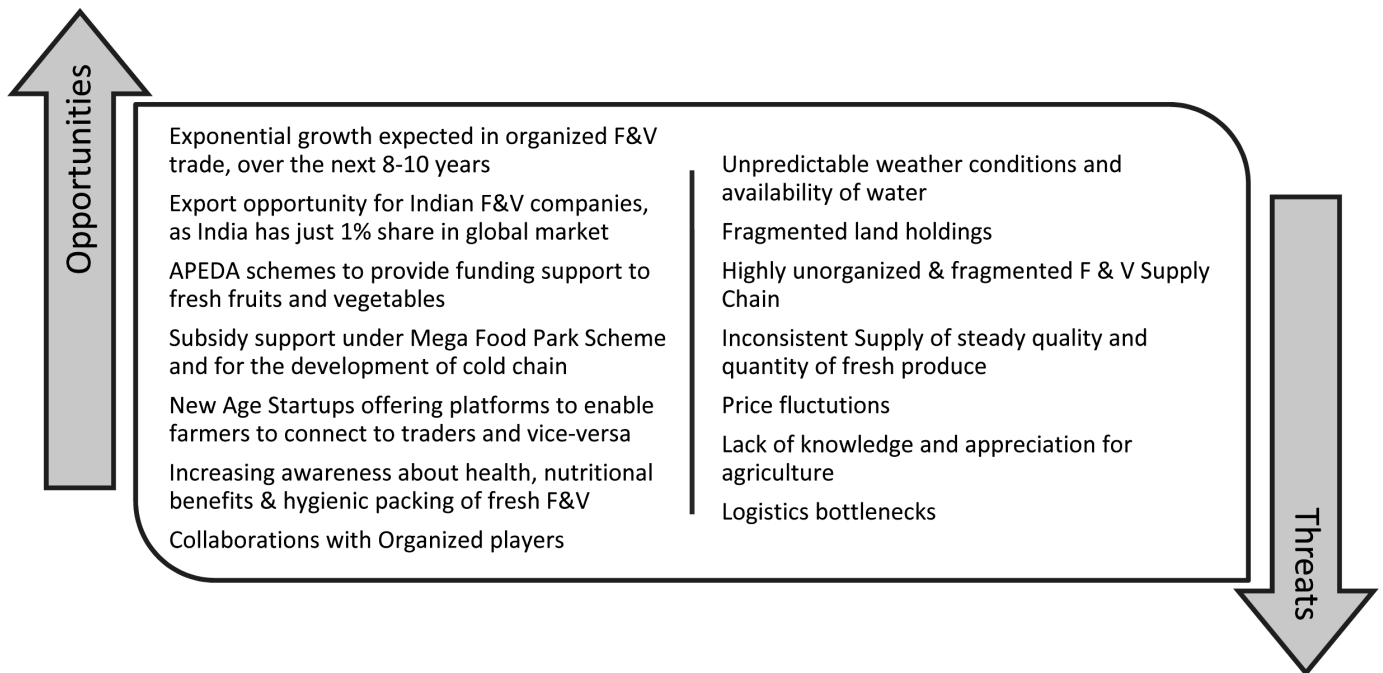
**UNION BUDGET 2021-22**

1. The Agriculture Ministry has been allocated Rs 1,31,531 crore in 2021-22, a 14% annual increase over 2019-20.
2. The Agriculture Infrastructure Fund will be made available to the Agriculture Produce Market Committees (APMCs) for augmenting their infrastructure facilities.
3. To ensure higher availability of credit for farmers, the government has increased the target for agricultural credit to ₹16.5 lakh crores in FY 2021-22 from ₹15 lakh crores in the previous year.
4. Operations green has been extended to include 22 perishable products to stabilise the supply and the price of agri commodities throughout the country round the year.
5. The integration of an additional 1,000 mandis with the National Agriculture Market (eNAM) to increase transparency and competitiveness
6. Agriculture infrastructure and development cess has been proposed on specified goods to improve agricultural infrastructure to enable higher production and enhanced remuneration for the farmers

**OPPORTUNITIES AND THREATS**

**BUSINESS MODEL –**

Your company's management has strategically steered the business in FY21 to make it ready to enter a high growth phase. We have taken conscious steps to change the business model so as to reduce costs, widen our offerings and get benefits of Operating leverage.



**IMPACT ON STAKEHOLDERS**

**Farmers**

- Sharing knowledge and new innovations to our community of 35,000+ farmers to improve yield and quality.
- Regularly organizing camps for farmers oriented towards enhancing knowledge about best / progressive field cultivation practices, diseases & pest management, harvesting techniques and hygiene procedures which boost productivity.



- Expert guidance programs and best practice awareness for the farmers, improving their quality of life and providing them with fair price.
- Assist farmer to realize 100% value of their produce by providing them sorting & grading facilities and direct / indirect access to the interstate markets.
- Significant factor affecting any business are "Time & Cost". Prime's well thought strategic collection centres takes care of transportations they are built in local proximity of the farms reducing the mishandling of the perishable produce during multiple phases of transition.
- Providing access to multiple markets through dynamic & robust sales channel.

**Modern trade**

- Delivering expected quality and quantity of produce in timely manner round the year.
- Assured delivery of sorted, graded and packed produce across India.
- We make available both seasonal and imported produce from far-off regions, round the year to enable better planning
- One Stop Shop for multiple varieties of the horticulture produce.

**Consumers**

- Ecommerce website for the convenience of consumers in times of lockdown.
- Farm to fork delivery of fresh & hygienic produce sourced directly from farms.
- Bypassing multiple intermediaries in the value chain resulting in better pricing.
- Hygienic and well packed produce rich in taste, aroma & nutrition.
- Online transaction for customer convenience.

We help in generating local employment by hiring sorting, grading, loading & unloading teams locally. In FY 21, we had employed 320+ people on direct payroll. Furthermore, having sourced & supplied more than 14,000+ tones of Fruits and vegetables during FY 21 which resulted in an indirect employment generation to the tune of 15000+ man days.

Your Company has created impact to multiple stakeholders such as Farmers, Mother Earth, Government, Unskilled & Semi Skilled individuals, Transporters, Food Processors and society at large by generating opportunities through various channels including to earn a livelihood.

**OUTLOOK**

Currently, your Company has a very strong presence in Western India with a strong focus on South, North and Eastern regions of the country in core product categories like Pomegranate, Mangoes, Apple, Oranges, Grapes, Imported Fruits, Onion and Tomatoes. The company is consistently expanding and penetrating into new territories in domestic and global markets and venturing into new product categories after sensing a market opportunity. Current focus is on building the right team, boosting ecommerce sales and capitalizing existing relationships with stakeholders. Furthermore, Company's growth & expansion through new Collection Centres and Distribution Centres will support the procurement and Distribution strategies while simultaneously strengthen our brand "PRIMEFRESH" to penetrate deeper with farmers, customers, aggregators, B2B and B2C segment. Innovative packing, consumer packs, use of technology, reach through social media, ecommerce and other online platforms will drive further growth of new categories, geographies, global destinations and multiple avenues of sales expansion.

**KEY GROWTH DRIVERS**

- Entering into new markets and new product categories after careful analysis by Top Management.
- Increasing disposable income is pushing up the per capita consumption of Fruits and vegetables, which presents a tremendous opportunity for your company.
- Ecommerce segment is rapidly expanding in the wake of covid and your company has ventured into this segment to cater to the rising demands of B2C consumers.
- Foraying into exports of Fruits and Vegetables, as over the last few years, your Company has built massive understanding of Global markets and done multiple trial and error consignments for international buyers and few select Indian exporters.
- Enhancing the contribution of Modern Trade in the Revenue
- B2C engine backed by omni channel distribution, social media and corporate tie-ups in select cities. Your company has carved out a very unique and differentiated growth strategy to build this B2C vertical with low risk and low investments.
- Setting up of additional multi-purpose Collection Centres and Distribution Centres to facilitate all the verticals.
- Collaboration, JVs, Strategic tie-ups in Gujarat, Rajasthan, Maharashtra and Southern states with new age start-ups and large companies for business synergies.

Over the last 14 years PFL has built a strong learning curve and management bandwidth to build, own, operate and transfer CCs and DCs for various large retailers.

The above strategy would help improve the margin profile of overall business and better utilize the strong sourcing and operational capabilities built over the last 14 years.

Currently, your company has established a procurement bandwidth of about 1,20,000 tonnes of fresh produce per annum and looks forward to put in efforts to enhance the value for stakeholders.

### **RISKS AND CONCERNS**

Every business has both Risk and Return and they are inseparable. As a responsible management, the Company's principal endeavour is to maximum returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts. Our Senior Management identifies and monitors the risk on regular basis and evolves process and system to control and minimize it. With regular check and evaluation business risk on Regular basis can be forecasted to the maximum extent and thus corrective measures can be taken in time. We continue to see rise in few risks such as high competition, weather volatility, manpower related operational challenges and perishability.

### **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.

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

Smooth Industrial Relations and effective Human Resource Management are the key factors contributing towards success in the industry. As our company is part of the Agriculture, Services and supply chain logistics industry the importance of efficient and motivated human resources helps in achieving complete customer satisfaction. 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. The full time employee strength of the Company, as on 31st March, 2021 was 343.

### **DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS**

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 2020-21 is 12.71% 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) Monetary Policy Report, issued by RBI in April, 2021
- 2) IBEF report on food processing ([www.ibef.org](http://www.ibef.org))
- 3) Horticultural Statistics, Ministry of Agriculture, Govt. of India
- 4) Union Budget and other public domains
- 5) Demand for Grants 2021-22 Analysis: Agriculture and Farmers' Welfare ([www.prsindia.org](http://www.prsindia.org))

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021**

**[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 my 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 during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March 2021** ('Audit Period') 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, 2021 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, 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, 2018 **(Not Applicable to the Company during the Audit Period)**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Uniform Listing Agreement entered into by the Company with Stock Exchanges pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations/qualification that: **NIL**

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- a) The Environment (Protection) Act, 1986;
- b) The Hazardous Wasted (Management, Handling And Transboundary Movement) Rules, 2008;
- c) The Water (Prevention & Control of Pollution) Act, 1974;
- d) The Air (Prevention & Control of Pollution) Act, 1981;
- e) Prevention of Food adulteration Act, 1954;
- f) Food Safety and Standard Act, 2006;

**I further report that** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-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 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 at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**I 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.

**Date: 16.06.2021**  
**Place: Ahmedabad**

**For, Paliwal & Co.**  
**(Formerly Known as**  
**Alpesh Dhandhlya & Associates)**  
**Company Secretaries**

**Alpesh Paliwal**  
**Proprietor**  
**COP: 12119**  
**UCN: I2013GJ1046200**  
**Peer Review Registration Number: 508/2017**  
**UDIN: A032500C000477307**

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.

**Date: 16.06.2021**  
**Place: Ahmedabad**

**For, Paliwal & Co.**  
**(Formerly Known as**  
**Alpesh Dhandhlya & Associates)**  
**Company Secretaries**

**Alpesh Paliwal**  
**Proprietor**  
**COP: 12119**  
**UCN: I2013GJ1046200**  
**Peer Review Registration Number: 508/2017**  
**UDIN: A032500C000477307**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2021

[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	94.43
2	C & F & Manpower Supply Services	9983116	03.22
3	Packing Service	9985400	02.09
4	Storage & Warehousing Services	9967290	00.26

**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	Wholly Owned Subsidiary
2	Florens Fresh Supply Solutions Private Limited	U15490GJ2018PTC102125	Wholly Owned 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	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1328800	--	1328800	38.04	1609726	--	1609726	40.83	2.78
b) Central Govt/ State Govt(s)	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	195000	--	195000	5.58	195000	--	195000	4.95	(0.64)
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Others (Specify)	--	--	--	--	--	--	--	--	--
i) Group Companies	198000	--	198000	5.67	198000	--	198000	5.02	(0.65)
ii) Trusts	--	--	--	--	--	--	--	--	--
f) Directors & their Relatives	349520	--	349520	10.01	349510	--	349520	10.01	(0.00)
<b>Sub-total (A) (1):-</b>	<b>2071320</b>	<b>--</b>	<b>2071320</b>	<b>59.30</b>	<b>2397236</b>	<b>--</b>	<b>2397236</b>	<b>60.80</b>	<b>1.50</b>
<b>(2) Foreign</b>									
a) NRIs-Individuals	--	--	--	--	--	--	--	--	--
b) Other-Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks/FI	--	--	--	--	--	--	--	--	--
e) Any Other...	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) (2):-</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>2071320</b>	<b>--</b>	<b>2071320</b>	<b>59.30</b>	<b>2397236</b>	<b>--</b>	<b>2397236</b>	<b>60.80</b>	<b>1.50</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs--	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
j) Foreign Portfolio Investor	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):-</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	347000	--	347000	9.93	166000	--	166000	4.21	(5.72)
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	267775	20800	288575	8.26	240800	20800	261600	6.63	(1.63)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	551720	26200	577920	16.55	669720	26200	695920	17.65	1.10

**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	
c) Any Others (specify)	--	--	--	--	--	--	--	--	--
i) HUF	182160	--	182160	5.22	143160	--	143160	3.63	(1.58)
j) Trusts									
ii) Clearing Member	2025	--	2025	0.06	110000	--	110000	2.79	2.73
iii) Non Resident Indians (NRI)	--	--	--	--	--	--	--	--	--
iv) Non Resident Indians (REPAT)	24000	--	24000	0.69	3000	--	3000	0.08	(0.61)
v) Non Resident Indians (NON REPAT)	---	--	---	---	166000	--	166000	4.21	4.21
vi) Directors Relatives	--	--	--	--	--	--	--	--	--
vii) Market Maker	---	--	---	--	--	--	--	--	---
viii) Employee	--	--	--	--	--	--	--	--	--
ix) Overseas Bodies Corporate	--	--	--	--	--	--	--	--	--
x) Unclaimed Suspense Account	--	--	--	--	--	--	--	--	--
d) Qualified Foreign Investor	--	--	--	---	--	--	--	--	---
<b>Sub-total (B)(2):-</b>	<b>1374680</b>	<b>47000</b>	<b>1421680</b>	<b>40.70</b>	<b>1498680</b>	<b>47000</b>	<b>1545680</b>	<b>39.20</b>	<b>(1.50)</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>1374680</b>	<b>47000</b>	<b>1421680</b>	<b>40.70</b>	<b>1498680</b>	<b>47000</b>	<b>1545680</b>	<b>39.20</b>	<b>(1.50)</b>
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>3446000</b>	<b>47000</b>	<b>3493000</b>	<b>100.00</b>	<b>3895916</b>	<b>47000</b>	<b>3942916</b>	<b>100</b>	<b>-</b>

**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								
1	Jinen Ghelani	1,89,800	5.43	----	267,763	6.79	----	1.36
2	Hiren Ghelani	11,39,000	32.61	---	13,41,963	34.03	---	1.43
3	Hardik Ghelani	2,19,600	6.29	---	2,08,600	5.29	---	(1.00)
4	Neha Ghelani	38,200	1.09	----	63,195	1.6	----	0.51
5	Chandrakant Chunilal Ghelani	35,000	1.00	---	35,000	0.89	---	(0.11)
6	NH Time Investments Research Private Limited	1,95,000	5.58	-----	1,95,000	4.95	-----	(0.63)
7	Prosperity Securities Private Limited	1,98,000	5.67	----	1,98,000	5.02	----	(0.65)
8	Manisha Hardik Ghelani	10,000	0.29	----	10,000	0.25	----	(0.04)
9	Ameesha Karia	46,720	1.34	----	77,715	1.97	----	0.63
	<b>Total</b>	<b>20,71,320</b>	<b>59.30</b>	<b>-----</b>	<b>23,97,236</b>	<b>60.80</b>	<b>----</b>	<b>1.50</b>



**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	<b>Jinen Ghelani</b>				
	At the beginning of the year	1,89,800	4.81	1,89,800	4.81
	Change during the year	77,963	1.98	77,963	1.98
	At the end of the year	267,763	6.79	267,763	6.79
2	<b>Hiren Ghelani</b>				
	At the beginning of the year	11,39,000	28.89	11,39,000	28.89
	Change during the year	216,963	5.15	216,963	5.15
	At the end of the year	13,41,963	34.03	13,41,963	34.03
3	<b>Hardik Ghelani</b>				
	At the beginning of the year	2,19,600	5.57	2,19,600	5.57
	Change during the year	(11,000)	(0.28)	(11,000)	(0.28)
	At the end of the year	2,08,600	5.29	2,08,600	5.29
4	<b>Neha Ghelani</b>				
	At the beginning of the year	38,200	0.97	38,200	0.97
	Change during the year	24,995	0.51	24,995	0.51
	At the end of the year	63,195	1.60	63,195	1.60
5	<b>Chandrakant Chunilal Ghelani</b>				
	At the beginning of the year	35,000	0.89	35,000	0.89
	Change during the year	–	–	–	–
	At the end of the year	35,000	0.89	35,000	0.89
6	<b>NH Time Investments Research Private Limited</b>				
	At the beginning of the year	1,95,000	4.95	1,95,000	4.95
	Change during the year	–	–	–	–
	At the end of the year	1,95,000	4.95	1,95,000	4.95
7	<b>Prosperity Securities Private Limited</b>				
	At the beginning of the year	1,98,000	5.02	1,98,000	5.08
	Change during the year	–	–	–	–
	At the end of the year	1,98,000	5.02	1,98,000	5.02
8	<b>Manisha Hardik Ghelani</b>				
	At the beginning of the year	10,000	0.25	10,000	0.25
	Change during the year	–	–	–	–
	At the end of the year	10,000	0.25	10,000	0.25
9	<b>Ameesha Jitendra Karia</b>				
	At the beginning of the year	46,720	1.18	46,720	1.18
	Change during the year	30,995	0.79	30,995	0.79
	At the end of the year	77,715	1.97	77,715	1.97

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-2020		Transactions during the year		Cumulative Shareholding at the end of the year-2021	
		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	<b>PRASHANT PRAKASHCHANDRA JOSHI</b>	0	0.00			0	0.00
	Buy			22nd Jan, 2021	91000	91000	2.31
	Buy			29th Jan, 2021	75000	166000	4.21
	At the end of the year					166000	4.21
2	<b>Patel Jayantilal Kantilal HUF</b>	106000	2.69			106000	2.69
	At the end of the Year					106000	2.69
3	<b>SWETSAM STOCK HOLDING PRIVATE LIMITED</b>	102000	2.92			102000	2.92
	Sell			30th Sep, 2020	(1000)	101000	2.56
	Sell			5th Feb, 2021	(23000)	78000	1.98
	Sell			12th Feb, 2021	(1000)	77000	1.95
	Sell			19th Feb, 2021	(16000)	61000	1.55
	Sell			26th Feb, 2021	(43000)	18000	0.46
	Sell			12th Mar, 2021	(2000)	16000	0.41
	Sell			19th Mar, 2021	(3000)	13000	0.33
	Sell			26th Mar, 2021	(13000)	0	0.00
	At the end of the Year					0	0.00
4	<b>PRATHAMA TRADING LIMITED</b>	85000	2.16			85000	2.16
	Sell			8th Jan, 2021	(85000)	0	0.00
	At the end of the year					0	0.00
5	<b>Sonu Surjit Vasan</b>	0	0.00			0	0.00
	Buy			12th Feb, 2021	4000	4000	0.10
	Buy			5th Mar, 2021	40000	44000	1.12
	Buy			31st Mar, 2021	39000	83000	2.11
	At the end of the year					83000	2.11
6	<b>GURMEETSINGH BHAMRAH</b>	0	0.00			0	0.00
	Buy			12th Mar, 2021	24000	24000	0.61
	Buy			19th Mar, 2021	14000	38000	0.96
	Buy			26th Mar, 2021	43000	81000	2.05
	At the end of the Year					81000	2.05

**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-2020		Transactions during the year		Cumulative Shareholding at the end of the year-2021	
		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
7	<b>KAJOL BHATIA</b>	66000	1.67			66000	1.67
	Sell			23rd Oct, 2020	(5000)	61000	1.55
	Buy			30th Oct, 2020	1000	62000	1.57
	Buy			6th Nov, 2020	4000	66000	1.67
	Buy			25th Dec, 2020	2314	68314	1.73
	Buy			31st Dec, 2020	2686	71000	1.80
	Buy			8th Jan, 2021	6098	77098	1.96
	Buy			22nd Jan, 2021	1902	79000	2.00
	At the end of the year					79000	2.00
8	<b>Ashvin S Patil</b>	0	0.00			0	0.00
	Buy			14th Aug, 2020	3000	3000	0.08
	Buy			21st Aug, 2020	1000	4000	0.10
	Buy			25th Sep, 2020	1000	5000	0.13
	Buy			9th Oct, 2020	3000	8000	0.20
	Buy			23rd Oct, 2020	24000	32000	0.81
	Buy			30th Oct, 2020	2000	34000	0.86
	Buy			6th Nov, 2020	13000	47000	1.19
	Buy			13th Nov, 2020	6000	53000	1.34
	Buy			20th Nov, 2020	7000	60000	1.52
	Buy			18th Dec, 2020	7000	67000	1.70
	Buy			31st Dec, 2020	2000	69000	1.75
	Buy			1st Jan, 2021	2000	71000	1.80
	Buy			5th Feb, 2021	3000	74000	1.88
	Buy			5th March, 2021	3000	77000	1.95
At the end of the year					77000	1.95	
9	<b>RUJIT KISHOR KUTMUTIA</b>	69000	1.98			69000	1.98
	Buy			23rd Oct, 2020	1000	70000	1.78
	Buy			30th Oct, 2020	3000	73000	1.85
	Buy			20th Nov, 2020	1000	74000	1.88
	At the end of the year					74000	1.88
10	<b>KAUSHAL ASHOKKUMAR PATEL</b>	70000	1.78			70000	1.78
	Sell			13th Nov, 2020	(4000)	66000	1.67
	Sell			22nd Jan, 2021	(8000)	58000	1.47
	Buy			12th Feb, 2021	1000	59000	1.50
	Buy			26th Feb, 2021	1000	60000	1.52
	At the End of the Year					60000	1.52

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	<b>Jinen Ghelani</b>				
	At the beginning of the year	1,89,800	5.43	1,89,800	5.43
	At the end of the year	2,67,763	6.79	2,67,763	6.79
2	<b>Hiren Chandrakant Ghelani</b>				
	At the beginning of the year	11,39,000	32.61	11,39,000	32.61
	At the end of the year	13,41,963	33.86	13,41,963	33.86
3	<b>Neha Ghelani</b>				
	At the beginning of the year	38,200	1.09	38,200	1.09
	At the end of the year	63,195	1.60	63,195	1.60
4	<b>Brijesh Misra</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
5	<b>Ravi Menon</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
6	<b>Umesh Patel</b>				
	At the beginning of the year	-	-	-	-
	At the end of the year	-	-	-	-
7	<b>Mayur Thakkar</b>				
	At the beginning of the Year	-	-	-	-
	At the end of the Year	-	-	-	-
8	<b>Riya Doshi</b>				
	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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1,94,06,728	86,05,007	Nil	2,80,11,735
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>1,94,06,728</b>	<b>86,05,007</b>	<b>Nil</b>	<b>2,80,11,735</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	Nil	20,13,452	Nil	20,13,453
Reduction	1,54,52,700	Nil	Nil	1,54,52,700
<b>Net Change</b>	<b>1,54,52,700</b>	<b>20,13,452</b>	<b>Nil</b>	<b>(1,34,39,247)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	39,54,027	1,06,18,460	Nil	1,45,72,487
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	<b>39,54,027</b>	<b>1,06,18,460</b>	<b>Nil</b>	<b>1,45,72,487</b>

**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)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
NIL	NIL	NIL	NIL	NIL	NIL
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

\* Company has made disclosure in Last Year Annual Report 2019-20 wherein Company had disclosed the order passed by the ROC and the company had filled Appeal against it to RD. The said matter is still going on. Apart from this, During the Financial Year 2020-21, The Company had not received any Penalties / Punishment/ Compounding of Offences.

**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	8,96,600	95,000	10,18,000	20,09,600
	(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	-	-	-	-
	<b>Total (A)</b>	<b>8,96,600</b>	<b>95,000</b>	<b>10,18,000</b>	<b>20,09,600</b>

**B. REMUNERATION TO OTHER DIRECTORS:**

S. N.	Particulars of Remuneration	Name of Directors				Total Amount (in Rs.)
		Mr.Brijesh Misra	Mr.Ravi Menon	Mr.Umesh Patel	Mr.Mayur Thakkar	
1	<b>Independent Directors</b>					
	Fee for attending board /committee meetings	5000/-	5000/-	5000/-	Nil	15,000/-
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	<b>Total (1)</b>	<b>5000/-</b>	<b>5000/-</b>	<b>5000/-</b>	<b>Nil</b>	<b>15,000/-</b>
2	<b>Other Non-Executive Directors</b>					
	Fee for attending board / committee meetings	Nil	Nil	Nil	5000/-	5000/-
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil	Nil
	<b>Total (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>5000/-</b>	<b>5000/-</b>
	<b>Total (B)=(1+2)</b>	<b>5000/-</b>	<b>5000/-</b>	<b>5000/-</b>	<b>5000/-</b>	<b>20000/-</b>
	<b>Total Managerial Remuneration</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	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	8,96,600	3,39,988	12,36,588
	(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	-	-	-
	<b>Total (A)</b>	<b>8,96,600</b>	<b>3,39,988</b>	<b>12,36,588</b>



**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 2020-21:

Name of the Director/ KMP	Remuneration to the Director / KMP for the FY 2020-21	Percentage Increase / Decrease in Remuneration in FY 2020-21	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	8,96,600	24.53%	8.65	The Profit Before Tax of Rs. 319.51 Lakh for FY 2020-21 is higher compared to previous year Profit Before Tax of Rs. 217.85 Lakh.
Mr. Hiren Ghelani, Whole-time Director	10,18,000	14.33%	9.81	
Mrs. Neha Ghelani, Whole-time Director	95,000	100%	0.92	
Mrs. Riya Doshi, Company Secretary	3,39,988	12.4%	3.28	

2. The median remuneration of employees of the Company during the financial year was Rs. 1,03,740/-
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 24.53% increase in remuneration of Managing Director, 14.33% increase in Whole-time Director and 12.4% Company Secretary.
4. The percentage Increase in the median remuneration of employees in the financial year is 6.50%
5. The number of permanent employees on the rolls of company was 343 as on 31st March, 2021.
6. The average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was 7-10%.
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 : 16.08.2021  
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, 2021, 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, 2021, 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, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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, 2021 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 : 21034409AAAABX7672

Place : Ahmedabad  
Date : 16.06.2021

**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.164.89 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 converted 4,49,916 warrants into Equity share 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 : 21034409AAAABX7672

Place : Ahmedabad  
Date : 16.06.2021

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### **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, 2021 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, 2021, 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.

Place : Ahmedabad

Date : 16.06.2021

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

Chartered Accountants

Firm Registration Number: 112633W

**O. P. Bhandari**

Partner

Membership Number: 34409

UDIN : 21034409AAAAABX7672



**Balance Sheet as at 31st March, 2021**

*(Amount in Rs.)*

Sr. No.	Particulars	Note No.	As at 31.03.2021	As at 31.03.2020
<b>A. EQUITY AND LIABILITIES</b>				
<b>1 SHAREHOLDER'S FUND</b>				
	(a) Share capital	1	39,429,160	34,930,000
	(b) Reserve and surplus	2	140,060,277	69,096,717
	(c) Money received against share warrants		-	16,200,176
<b>2 NON-CURRENT LIABILITIES</b>				
	(a) Long-Term Borrowings	3	13,243,660	8,605,007
	(b) Deferred Tax Liabilities (Net)	4	-	-
<b>3 CURRENT LIABILITIES</b>				
	(a) Short-Term Borrowings	5	1,328,827	19,406,728
	(b) Trade Payables	6	9,423,586	62,915,536
	(c) Other Current Liabilities	7	22,986,048	11,011,021
	(d) Short-Term Provisions	8	11,854,750	4,360,849
<b>TOTAL ASSETS</b>			<b><u>238,326,308</u></b>	<b><u>226,526,034</u></b>
<b>B. ASSETS</b>				
<b>1 NON CURRENT ASSETS</b>				
	(a) Property Plant and Equipments	9	3,791,396	4,468,413
	(b) Capital Work-in-Progress		-	125,000
	(c) Non-Current Investments	10	611,763	2,216,480
	(d) Long Term Loans and Advances	11	1,798,300	2,173,800
	(e) Deferred Tax Assets (Net)	4	95,496	57,497
<b>2 CURRENT ASSETS</b>				
	(a) Inventories	12	15,025,700	35,903,560
	(b) Trade Receivables	13	168,020,229	135,668,837
	(c) Cash and Cash Equivalents	14	6,395,066	3,466,482
	(d) Short-Term Loans and Advances	15	42,588,358	42,445,965
<b>TOTAL EQUITY AND LIABILITIES</b>			<b><u>238,326,308</u></b>	<b><u>226,526,034</u></b>

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 : 21034409AAAAABX7672

Place : Ahmedabad  
Date : 16.06.2021

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, 2021**

(Amount in Rs.)

Sr. Particulars No.	Note No.	For the Year ended March 31, 2021	For the Year ended March 31, 2020
I. Revenue from operations	16	585,513,699	472,431,283
II. Other income	17	881,187	104,930
<b>III. Total Income (I + II)</b>		<b><u>586,394,886</u></b>	<b><u>472,536,213</u></b>
<b>Expenses :</b>			
(a) Purchase of stock-in-trade	18	417,676,572	378,624,453
(b) Changes in inventories of stock-in-trade	19	20,877,860	(17,695,500)
(c) Employee benefits expenses	20	53,609,807	48,505,487
(d) Finance costs	21	7,899,347	5,788,117
(e) Depreciation and amortization expenses	9	905,205	1,068,612
(f) Other expenses	22	53,475,362	34,460,037
<b>IV. Total Expenses</b>		<b><u>554,444,153</u></b>	<b><u>450,751,206</u></b>
<b>V. Profit Before Tax (III-IV)</b>		31,950,733	21,785,007
<b>VI. Tax Expense:</b>			
(a) Current tax		9,175,932	5,595,284
(b) Deferred tax		(37,999)	(62,205)
<b>VII. Profit for the Year (V-VI)</b>		<b><u>22,812,800</u></b>	<b><u>16,251,928</u></b>
Earnings per equity share:			
(1) Basic (in Rs.)		5.79	4.65
(2) Diluted (in Rs.)		5.79	4.07

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 : 21034409AAAABX7672

Place : Ahmedabad  
Date : 16.06.2021

**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, 2021**

(Amount in Rs.)

Sr. Particulars No.	For the Year ended March 31, 2021	For the Year ended March 31, 2020
<b>Cashflow from operating activities</b>		
Net profit before tax from continuing operations	31,950,733	21,785,007
<b>Add/Less : Adjustments</b>		
Loss/(Profit) on disposal of Investments	1,604,717	-
Depreciation and amortization Expense	905,205	1,068,612
Finance cost	7,899,347	4,745,462
Interest income	(694,639)	-
<b>Operating profit before working capital changes</b>	<b>41,665,363</b>	<b>27,599,081</b>
Movements in working capital :		
Increase/ (decrease) in trade payables	(53,491,949)	29,113,720
Increase/ (decrease) in other current liabilities	11,975,027	3,893,399
Decrease / (increase) in trade receivables	(32,351,393)	(39,383,820)
Decrease / (increase) in inventories	20,877,860	(17,695,500)
Decrease / (increase) in loans & advances	233,106	(20,573,104)
Decrease / (increase) in provisions	2,661,000	(22,500)
Cash generated from /(used in) operations	(8,430,986)	(17,068,724)
Direct taxes paid (net of refunds)	(4,343,031)	(6,385,780)
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>(12,774,017)</b>	<b>(23,454,504)</b>
<b>Cash flows from investing activities</b>		
Purchase of fixed assets, including CWIP and capital advances	(103,188)	(115,259)
Proceeds from sale of fixed assets	-	-
Purchase of investments	-	-
Interest received	694,639	-
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>591,451</b>	<b>(115,259)</b>
<b>Cash flows from financing activities</b>		
Repayment of long-term borrowings	-	-
Proceeds from long-term borrowings	4,638,653	(6,746,460)
Proceeds from short-term borrowings	-	-
Repayment of short-term borrowings	(18,077,900)	16,772,476
Proceeds from share warrants	-	16,200,176
Proceeds from share capital	36,449,745	-
Financial expenses	(7,899,347)	(4,745,462)
<b>Net cash flow from/ (used in) in financing activities (C)</b>	<b>15,111,150</b>	<b>21,480,730</b>
Net increase/(decrease) in cash and cash equivalents (A + B + C)	2,928,584	(2,089,033)
Cash and cash equivalents at the beginning of the year	3,466,482	5,555,515
<b>Cash and cash equivalents at the end of the year</b>	<b>6,395,066</b>	<b>3,466,482</b>

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 : 21034409AAAAABX7672

Place : Ahmedabad  
Date : 16.06.2021

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 31.03.2021		As at 31.03.2020	
	Number	Rs.	Number	Rs.
<b>NOTE : 1 - EQUITY SHARE CAPITAL:</b>				
<b>Authorised</b>				
Equity shares of Rs. 10 each	15,000,000	150,000,000	15,000,000	150,000,000
<b>Total</b>	<b>15,000,000</b>	<b>150,000,000</b>	<b>15,000,000</b>	<b>150,000,000</b>
<b>Issued, subscribed &amp; paid up</b>				
Equity shares of Rs. 10 each	3,942,916	39,429,160	3,493,000	34,930,000
<b>Total</b>	<b>3,942,916</b>	<b>39,429,160</b>	<b>3,493,000</b>	<b>34,930,000</b>

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

Particulars	As at 31.03.2021		As at 31.03.2020	
	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	449,916	4,499,160	-	-
<b>Shares out standing at the end of the year</b>	<b>3,942,916</b>	<b>39,429,160</b>	<b>3,493,000</b>	<b>34,930,000</b>

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

Particulars	As at 31.03.2021		As at 31.03.2020	
	Number of Shares held	% of holding	Number of Shares held	% of holding
<b>Equity Shares :-</b>				
Hiren Ghelani	1,341,963	34.03	1,125,000	32.21
Hardik Ghelani	208,600	5.29	219,600	6.29
Jinen Ghelani	267,763	6.79	189,800	5.43
NH Time Investments Research Pvt. Ltd.	195,000	4.95	195,000	5.58
Prosperity Securities Pvt. Ltd.	198,000	5.02	198,000	5.67

**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.

Money received against Share Warrants represents amounts received towards warrants which entitles the warrant holders, the option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10 each. During the year 2019-20, the Company has issued to its Promoter Group Entities 4,49,916 Warrants and Non Promoter Group Entity 1,49,972 warrants at a price of Rs.108.02 each entitling them for subscription of equivalent number of Equity Shares of Rs.10 each (including premium of Rs.98.02 each share) in accordance with Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018. During the financial year, allottees of 4,49,916 warrants have exercised their right to convert the warrants into equity shares by paying balance 75% of the consideration aggregating Rs.3,64,49,944.74/- and consequently 4,49,916 equity shares were issued to them. During the financial year, the Company has issued and allotted 66,000 equity shares of Rs.10 each at a premium of Rs.98.02 each on October 21, 2020, 41,750 equity shares of Rs.10 each at a premium of Rs.98.02 each on December 02, 2020, 2,00,798 equity shares of Rs.10 each at a premium of Rs.98.02 each on January 02, 2021 and 1,41,368 equity shares of Rs.10 each at a premium of Rs.98.02 each on January 25, 2021 to promoter group entities on preferential basis upon conversion of equivalent number of warrants. Further, the Non promoter group entities have shown their inability to exercise their right to convert the balance 1,49,972 warrants which are required to be converted into equity shares on or before January 25, 2021. Accordingly, 1,49,972 warrants stand cancelled and the upfront subscription money aggregating to Rs. 40,49,994/- received on said warrants at the time of their subscription was forfeited. Consequent upon the above allotments and forfeiture of warrants, there were no pending warrants due for conversion as on March 31, 2021.

**Notes Forming part of Financial Statement for the year ended March 31, 2021**

(Amount in Rs.)

Particulars	As At 31.03.2021	As At 31.03.2020
<b>NOTE - 2 - RESERVE AND SURPLUS</b>		
<b>Securities Premium Reserve</b>		
Balance as at the beginning of the year	21,177,054	21,177,054
Less: Deletion during the year	-	-
Add: Additions during the year	44,100,766	-
<b>Balance as at the end of the year</b>	<b>65,277,820</b>	<b>21,177,054</b>
<b>Capital Reserve</b>		
Balance as at the beginning of the year	500,000	500,000
Less: Deletion during the year	-	-
Add: Additions during the year - share warrant forfeited	4,049,994	-
<b>Balance as at the end of the year</b>	<b>4,549,994</b>	<b>500,000</b>
<b>Subsidy Reserve-Ripening Chambers</b>		
Balance as at the beginning of the year	4,788,000	4,788,000
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
<b>Balance as at the end of the year</b>	<b>4,788,000</b>	<b>4,788,000</b>
<b>Profit &amp; Loss Statement Surplus</b>		
Balance as at the beginning of the year	42,631,663	26,379,735
Add: Profit/(Loss) during the year	22,812,800	16,251,928
Balance as at the end of the year	65,444,463	42,631,663
<b>Total</b>	<b>140,060,277</b>	<b>69,096,717</b>

**NOTE - 3 - NON-CURRENT BORROWINGS**

<b>Secured Loan</b>		
Axis Bank Limited	2,625,200	-
<b>Unsecured loans</b>		
Tata Capital Financial Services Limited	1,096,252	-
Aditya Birla Capital	2,561,006	-
Magma Fincorp Limited	312,808	797,188
IDFC First Bank Limited	974,194	1,573,959
ICICI Bank	3,065,475	664,190
Bajaj Finance	1,358,077	2,237,272
Indusing Bank	970,952	1,872,604
ECL Finance Limited	279,696	1,459,794
<b>Total</b>	<b>13,243,660</b>	<b>8,605,007</b>

Secured Loan - Refer Note No. 5 for securities  
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	(95,496)	(57,497)
<b>Total</b>	<b>(95,496)</b>	<b>(57,497)</b>

**Notes Forming part of Financial Statement for the year ended March 31, 2021**

(Amount in Rs.)

Particulars	As At 31.03.2021	As At 31.03.2020
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**NOTE - 5 - SHORT TERM BORROWINGS**

Secured loan repayable on demand

- Cash credit from Axis banks	1,328,827	19,406,728
<b>Total</b>	<b>1,328,827</b>	<b>19,406,728</b>

- 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, Sanskar Complex, Nr. Ketal 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 , Dhangadhra, Dist. Surendranagar
- Outstanding balances of working capital secured by personal guarantees of the directors of the company.
- Working capital loans repayable on demand

**NOTE - 6 - TRADE PAYABLES**

**Trade payables**

1. Sundry creditors for goods	5,440,235	57,055,346
2. Sundry creditors for expenses and others	3,983,351	5,860,190
<b>Total</b>	<b>9,423,586</b>	<b>62,915,536</b>

**NOTE - 7 - OTHER CURRENT LIABILITIES**

(a) Current maturities of long term debts	11,585,914	9,814,536
(b) Current maturities of finance lease		-
(c) Advance from customers	1,695,440	49,533
(d) Unpaid dividend	600	600
(e) Other payables*	9,704,094	1,146,352
<b>Total</b>	<b>22,986,048</b>	<b>11,011,021</b>

\* Other payables include unpaid expenses, statutory liabilities etc.

**NOTE - 8 - SHORT TERM PROVISIONS**

Income tax provisions	9,000,000	4,167,099
Provision for employee benefits	2,854,750	193,750
<b>Total</b>	<b>11,854,750</b>	<b>4,360,849</b>

**Notes Forming part of Financial Statement for the year ended March 31, 2021**

**NOTE - 9. PROPERTY, PLANT & EQUIPMENTS**

(Amount in Rs.)

Sr. No.	Particulars	Deemed Cost/Gross Carrying Amount			Accumulated Depreciation			Net Carrying amount			
		As at April 1 2020	Additions during the year	Disposal/Adjustment during the year	As at March 31, 2021	As at April 1, 2020	Depreciation for the year	Disposal /reversal	As at March 31, 2021	As at March 31, 2020	
1	Furniture & Fixtures	957,988	-	-	957,988	796,391	37,597	-	833,987	124,001	161,597
2	Electrical Fitting	585,785	-	-	585,785	512,834	15,354	-	528,188	57,597	72,951
3	Plant & Machineries	14,018,862	-	-	14,018,862	10,737,825	576,516	-	11,314,341	2,704,521	3,281,037
4	Air Condition Machine	177,330	-	-	177,330	133,796	7,701	-	141,497	35,833	43,534
5	Dead Stock	43,320	-	-	43,320	38,851	962	-	39,813	3,507	4,469
6	Software	94,155	134,000	-	228,155	84,641	12,555	-	97,196	130,959	9,514
7	Crates/Pallets/Trolleys	1,920,910	-	-	1,920,910	1,439,237	84,940	-	1,524,177	396,733	481,673
8	Vehicles	1,221,782	-	-	1,221,782	988,268	72,057	-	1,060,325	161,457	233,514
9	Computer	551,687	94,188	-	645,875	472,924	58,594	-	531,518	114,357	78,763
10	Office Equipments	682,523	-	-	682,523	606,335	34,331	-	640,666	41,857	76,188
11	Weighing Scale	120,331	-	-	120,331	95,158	4,599	-	99,757	20,574	25,173
	<b>TOTAL</b>	<b>20,374,673</b>	<b>228,188</b>	<b>-</b>	<b>20,602,861</b>	<b>15,906,260</b>	<b>905,205</b>	<b>-</b>	<b>16,811,465</b>	<b>3,791,396</b>	<b>4,468,413</b>

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	-	796,391	161,597	211,971
2	Electrical Fitting	585,785	-	-	585,785	492,279	20,555	-	512,834	72,951	93,506
3	Plant & Machineries	14,018,862	-	-	14,018,862	10,038,637	699,188	-	10,737,825	3,281,037	3,980,225
4	Cold Storage/ Warehouse	-	-	-	-	-	-	-	-	-	-
5	Air Condition Machine	177,330	-	-	177,330	124,440	9,356	-	133,796	43,534	52,890
6	Dead Stock	43,320	-	-	43,320	37,627	1,224	-	38,851	4,469	5,693
7	Software	94,155	-	-	94,155	79,213	5,428	-	84,641	9,514	14,942
8	Crates/Pallets/Trolleys	1,920,910	-	-	1,920,910	1,336,124	103,113	-	1,439,237	481,673	584,786
9	Vehicles	1,221,782	-	-	1,221,782	883,650	104,618	-	988,268	233,514	338,132
10	Computer	523,115	28,572	-	551,687	446,461	26,463	-	472,924	78,763	76,654
11	Office Equipments	633,136	49,387	-	682,523	563,665	42,670	-	606,335	76,188	69,471
12	Weighing Scale	120,331	-	-	120,331	89,534	5,623	-	95,158	25,173	30,797
	<b>TOTAL</b>	<b>20,296,714</b>	<b>77,959</b>	<b>-</b>	<b>20,374,673</b>	<b>14,837,646</b>	<b>1,068,612</b>	<b>-</b>	<b>15,906,260</b>	<b>4,468,413</b>	<b>5,459,067</b>

**Notes Forming part of Financial Statement for the year ended March 31, 2021**

(Amount in Rs.)

Particulars	As At 31.03.2021	As At 31.03.2020
<b>NOTE - 10. NON-CURRENT INVESTMENTS</b>		
<b>Investments - quoted at cost</b>	-	1,604,717
(Details of market value is not available)		
Gold (at cost)	13,763	13,763
<b>Investments in subsidiary in fully paid equity instrument -unquoted-at cost</b>		
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
<b>Total</b>	<b>611,763</b>	<b>2,216,480</b>
Aggregate amount of unquoted investments	598,000	2,202,717
<b>Total</b>	<b>598,000</b>	<b>2,202,717</b>
<b>NOTE- 11. LONG TERM LOANS AND ADVANCES</b>		
Unsecured, considered good		
Deposits	1,798,300	2,173,800
<b>Total</b>	<b>1,798,300</b>	<b>2,173,800</b>
<b>NOTE- 12. INVENTORIES</b>		
(at cost or NRV, whichever is lower)		
Stock-in-hand (fruits, vegetables etc.)	15,025,700	35,903,560
<b>Total</b>	<b>15,025,700</b>	<b>35,903,560</b>
<b>NOTE- 13. TRADE RECEIVABLES</b>		
Unsecured , considered good		
(a) Debtors outstanding for a period exceeding six months	32,141,150	32,912,014
(b) Other debtors	135,879,079	102,756,823
<b>Total</b>	<b>168,020,229</b>	<b>135,668,837</b>
<b>NOTE- 14. CASH &amp; CASH EQUIVALENTS</b>		
a. Cash on hand	1,062,274	3,029,72
b. Balances with Banks		
- In current accounts	5,332,192	436,158
- Dividend Account	600	600
<b>Total</b>	<b>6,395,066</b>	<b>3,466,482</b>
<b>NOTE- 15. SHORT TERM LOANS AND ADVANCES</b>		
<b>Unsecured and considered goods</b>		
- Taxes and duties recoverable	2,215,577	87,809
- Trade advances		
Advance to Farmers & Suppliers-For Purchases	25,762,441	38,283,673
Advances for Expenses/Sundry Debit Balances	1,603,698	2,365,648
Other Advances *	13,006,642	1,708,835
(includes loan of Rs.121.58 lacs to wholly owned subsidiary company)		
<b>Total</b>	<b>42,588,358</b>	<b>42,445,965</b>



**Notes Forming part of Financial Statement for the year ended March 31, 2021**

(Amount in Rs.)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>NOTE- 16. REVENUE FROM OPERATION</b>		
<b>Sale of products</b>		
Domestic Sales	533,964,273	403,885,930
Export Sales	-	10,096,088
<b>Service Charges Incomes</b>		
Handling charges-fruits & vegetable	20,482,531	26,905,292
C & F charges & manpower supply charges	18,852,048	15,354,604
Packing service charges	11,573,875	16,161,729
Storage & warehousing services	640,972	27,640
<b>Other operating revenues</b>		
Export incentives	-	-
<b>Total</b>	<b>585,513,699</b>	<b>472,431,283</b>
<b>NOTE- 17 OTHER INCOME</b>		
Interest income	694,639	-
Other Miscellaneous Income	186,548	104,930
Profit on sale of fixed assets	-	-
<b>Total</b>	<b>81,187</b>	<b>104,930</b>
<b>NOTE- 18. PURCHASE OF STOCK-IN-TRADE</b>		
Vegetables/fruits & others	<b>417,676,572</b>	<b>378,624,453</b>
<b>Total</b>	<b>417,676,572</b>	<b>378,624,453</b>
<b>NOTE- 19. INCREASE OR DECREASE IN STOCK-IN-TRADE</b>		
Inventories (closing)		
Trading goods	15,025,700	35,903,560
	<b>15,025,700</b>	<b>35,903,560</b>
Inventories (opening)		
Trading goods	35,903,560	18,208,060
	<b>35,903,560</b>	<b>18,208,060</b>
<b>(Increase)/decrease in stock</b>	<b>20,877,860</b>	<b>(17,695,500)</b>
<b>NOTE- 20. EMPLOYEES BENEFITS EXPENSES</b>		
Salary, wages & labour charges	37,083,065	32,984,890
Directors remuneration	2,052,400	1,610,400
Contribution to P F, ESI and other fund	2,487,721	2,389,677
Bonus & exgratia	1,507,024	1,370,880
Employee gratuity expenses	629,877	108,398
Other allowances & expenses	9,301,998	9,504,536
Staff welfare expenses	547,722	536,706
<b>Total</b>	<b>53,609,807</b>	<b>48,505,487</b>
<b>NOTE- 21. FINANCE COST</b>		
Interest expenses	6,640,955	4,745,462
Other borrowing costs	1,258,392	1,042,655
<b>Total</b>	<b>7,899,347</b>	<b>5,788,117</b>

**Notes Forming part of Financial Statement for the year ended March 31, 2021**

(Amount in Rs.)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>NOTE- 22. OTHER EXPENSES</b>		
<b>Trading &amp; service charges expenses</b>		
Power & fuel	-	-
Ripening expenses	781,915	1,075,152
Loading/unloading, freight & transportation expenses	20,670,184	11,591,889
Labour Charges	577,170	-
Wastage disposal & dump cleaning charges	291,870	-
Crates charges	2,357,852	131,850
Packing material	8,312,845	7,396,673
	<b>32,991,836</b>	<b>20,195,564</b>
<b>Administrative and other expenses</b>		
Postage, telephone , internet & web charges	160,688	145,654
Repair & maintenacne	568,474	233,071
Travelling,conveyance & vehical expenses	2,985,174	2,851,021
Office expense	1,428,966	1,117,694
Legal & professional charges	1,596,296	2,651,117
Insurance	267,566	164,287
Security expenses	8,540	7,150
Rent, rates & taxes	1,490,260	1,061,810
Auditor's remuneration	135,000	155,000
Office electricity	195,248	90,263
Other expense	2,640,670	1,690,025
Sitting fees	91,000	22,000
Kasar/discount/sundry balances written off	402,873	39,691
Donation	1,000	-
Bad debt	5,476,134	1,423,629
	<b>17,447,889</b>	<b>11,652,412</b>
<b>Selling &amp; distribution expenses</b>		
Advertisenment expenses	-	-
Commission expenses	183,175	26,500
Business promotion expenses	1,247,745	721,361
Export expenses	-	1,860,287
Exchange loss	-	3,913
Investment written-off	1,604,717	-
	<b>3,035,637</b>	<b>2,612,061</b>
<b>Total</b>	<b>53,475,362</b>	<b>34,460,037</b>

**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(g) 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 recognised 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 recognises 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 recognised.

**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 recognised 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	31.03.2021 (Rs.)	31.03.2020 (Rs.)
Net Profit After Tax for the period (A)	2,28,12,800	1,62,51,928
Weighted Average Number of Shares (B)	39,42,916	34,93,000
Face Value per Equity Shares	10	10
Basic Earnings per Share (C) = (A/B)	5.79	4.65
Diluted Earnings per Share	5.79	4.07

**n) Related Party Disclosures :**

As per AS-18 "Related Party Disclosures" issued by the ICAI, the disclosure of transactions with relate 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 Company
Farming Private Limited	Wholly Owned subsidiary Company Florens

**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 31.03.2021 (Rs.)	For the period ended 31.03.2020 (Rs.)
Managerial Remuneration	Jinen Ghelani	8,96,600	7,20,000
	Neha Ghelani	95,000	-
	Hiren Ghelani	10,18,000	8,90,400
Payment Towards Expenses / Purchase	Ameesha Karia-Salary	4,18,800	4,22,400
	Hiren Ghelani-Rent	2,39,490	1,78,980
	Florens Fresh Supply Solutions Pvt.Ltd.	4,00,000	5,00,000
	Florens Farming Pvt. Ltd.	2,80,458	6780114
Loan from Director (Net) - Received/(Repaid)	Hiren Ghelani	-	(46,84,960)
	Jinen Ghelani	-	(15,00,318)
Trade Advances/Loan to Associates	Florens Fresh Supply Solutions Pvt. Ltd	97,40,999	4,00,000
	Florens Farming Pvt. Ltd.	13,62,242	44,65,458
Outstanding Balances (Net)	Jinen Ghelani	-	58,300 (Cr.)
	Neha Ghelani	-	-
	Hiren Ghelani	-	14,915(Dr.)
	Ameesha Karia	-	-
	Florens Fresh Supply Solutions Pvt. Ltd	97,40,999	38,07,309
	Florens Farming Pvt. Ltd.	55,47,242	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, 2021 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, 2021.

**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 previous 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 : NIL (Previous Year: ` 1,00,96,088)
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. During the year, Management has decided to write off the investment of Rs. 16, 04,717.
9. Paise are rounded up to the nearest of rupee. The previous year groupings have been regrouped and rearranged by the company.

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See accompanying notes to the financial statements.

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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 : 21034409AAAABX7672

Place : Ahmedabad  
Date : 16.06.2021

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, 2021, 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, 2021, 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, 2021 taken on record by the Board of Directors, none of the directors of Group Companies is disqualified as on March 31, 2021 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, 2021 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 : 21034409AAAABX7672

Place : Ahmedabad  
Date : 16.06.2021

**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, 2021, 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, 2021

**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, 2021, 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 : 21034409AAAABX7672

Place : Ahmedabad  
Date : 16.06.2021

**Consolidated Balance Sheet as at 31st March, 2021**

(Amount in Rs.)

Sr. No.	Particulars	Note No.	As at 31.03.2021	As at 31.03.2020
<b>A. EQUITY AND LIABILITIES:</b>				
<b>1 SHAREHOLDER'S FUND</b>				
	(a) Share capital	1	39,429,160	34,930,000
	(b) Reserve and surplus	2	141,338,326	69,359,590
	(c) Money received against share warrants		-	16,200,176
	(c) Minority Interest		96,300	88,542
<b>2 NON-CURRENT LIABILITIES</b>				
	(a) Long-Term Borrowings	3	13,243,660	8,605,007
	(b) Deferred Tax Liabilities (Net)	4	-	-
<b>3 CURRENT LIABILITIES</b>				
	(a) Short-Term Borrowings	5	15,986,415	25,312,702
	(b) Trade Payables	6	15,475,842	87,076,314
	(c) Other Current Liabilities	7	25,943,025	11,795,767
	(d) Short-Term Provisions	8	12,239,750	4,460,849
<b>TOTAL ASSETS</b>			<b>263,752,478</b>	<b>257,828,947</b>
<b>B. ASSETS:</b>				
<b>1 NON CURRENT ASSETS</b>				
	(a) Property Plant and Equipments	9	3,791,396	4,468,413
	(b) Capital Work-in-Progress		-	125,000
	(c) Non-Current Investments	10	13,763	1,618,480
	(d) Long Term Loans and Advances	11	1,848,300	2,173,800
	(e) Deferred Tax Assets (Net)	4	95,496	57,49
<b>2 CURRENT ASSETS</b>				
	(a) Inventories	12	15,045,363	48,113,873
	(b) Trade Receivables	13	203,493,438	159,333,797
	(c) Cash and Cash Equivalents	14	8,038,533	3,645,140
	(d) Short-Term Loans and Advances	15	31,426,189	38,292,947
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>263,752,478</b>	<b>257,828,947</b>

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 : 21034409AAAABY5106

Place : Ahmedabad  
Date : 16.06.2021

**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, 2021**

(Amount in Rs.)

Sr. No.	Particulars	Note No.	For the Year ended March 31, 2021	For the Year ended March 31, 2020
I.	Revenue from operations	16	655,829,426	499,661,429
II.	Other income	17	186,548	104,930
<b>III.</b>	<b>Total Income (I + II)</b>		<b>656,015,974</b>	<b>499,766,359</b>
<b>Expenses:</b>				
(a)	Purchase of stock-in-trade	18	466,559,751	414,998,686
(b)	Changes in inventories of stock-in-trade	19	33,068,510	(28,787,505)
(c)	Employee benefits expenses	20	56,850,891	49,562,46
(d)	Finance costs	21	7,982,333	5,788,117
(e)	Depreciation and amortization expenses	9	905,205	1,068,612
(f)	Other expenses	22	57,290,619	34,862,286
<b>IV.</b>	<b>Total Expenses</b>		<b>622,657,309</b>	<b>477,492,656</b>
<b>V.</b>	<b>Profit Before Tax (III-IV)</b>		<b>33,358,665</b>	<b>22,273,703</b>
<b>VI.</b>	<b>Tax Expense:</b>			
(a)	Current tax		9,560,932	5,695,284
(b)	Deferred tax		(37,999)	(62,205)
<b>VII.</b>	<b>Profit for the Year (V-VI)</b>		<b>23,835,734</b>	<b>16,640,624</b>
<b>VIII.</b>	<b>Minority interest in profit</b>		<b>7,758</b>	<b>85,392</b>
	<b>Profit for the Year after Minority Interest</b>		<b>23,827,976</b>	<b>16,555,232</b>
Earnings per equity share:				
(1)	Basic (in Rs.)		6.04	4.74
(2)	Diluted (in Rs.)		6.04	4.15

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 : 21034409AAAABY5106

Place : Ahmedabad  
Date : 16.06.2021

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, 2021**

(Amount in Rs.)

Sr. Particulars No.	For the Year ended March 31, 2021	For the Year ended March 31, 2020
<b>Cashflow from operating activities</b>		
Net profit before tax from continuing operations	33,358,665	22,273,703
<b>Add/Less : Adjustments</b>		
Loss/(Profit) on sale of fixed asset	1,604,717	-
Depreciation and amortization Expense	905,205	1,068,612
Finance cost	7,982,333	4,745,462
Interest income	-	-
<b>Operating profit before working capital changes</b>	<b>43,850,920</b>	<b>28,087,777</b>
Movements in working capital :		
Increase/ (decrease) in trade payables	(71,600,472)	48,717,828
Increase/ (decrease) in other current liabilities	14,147,258	4,116,329
Decrease / (increase) in trade receivables	(44,159,641)	(60,255,780)
Decrease / (increase) in inventories	33,068,510	(28,787,505)
Decrease / (increase) in loans & advances	7,192,257	(16,420,086)
Decrease / (increase) in provisions	2,661,000	(22,500)
Cash generated from /(used in) operations	(14,840,167)	(24,563,937)
Direct taxes paid (net of refunds)	(4,443,031)	(6,439,717)
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>(19,283,198)</b>	<b>(31,003,654)</b>
<b>Cash flows from investing activities</b>		
Purchase of fixed assets, including CWIP and capital advances	(103,188)	(115,259)
Proceeds from sale of fixed assets	-	-
Purchase of investments	-	-
Interest received	-	-
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>(103,188)</b>	<b>(115,259)</b>
<b>Cash flows from financing activities</b>		
Repayment of long-term borrowings	-	-
Proceeds from long-term borrowings	4,638,653	(6,746,460)
Proceeds from short-term borrowings	-	-
Repayment of short-term borrowings	(9,326,286)	22,678,450
Proceeds from share warrants	-	16,200,176
Proceeds from share capital	36,449,745	-
Financial expenses	(7,982,333)	(4,745,462)
<b>Net cash flow from/ (used in) in financing activities (C)</b>	<b>23,779,779</b>	<b>27,386,704</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B + C)</b>	<b>4,393,393</b>	<b>(3,732,209)</b>
Cash and cash equivalents at the beginning of the year	3,645,140	7,377,349
<b>Cash and cash equivalents at the end of the year</b>	<b>8,038,533</b>	<b>3,645,140</b>

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 : 21034409AAAABY5106

Place : Ahmedabad  
Date : 16.06.2021

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, 2021**

**1. Equity share capital**

Particulars	As at 31.03.2021		As at 31.03.2020	
	Number	Rs.	Number	Rs.
<b>Authorised</b>				
Equity shares of Rs. 10 each	15,000,000	150,000,000	15,000,000	150,000,000
<b>Total</b>	<b>15,000,000</b>	<b>150,000,000</b>	<b>15,000,000</b>	<b>150,000,000</b>
<b>Issued, subscribed &amp; paid up</b>				
Equity shares of ' 10 each	3,942,916	39,429,160	3,493,000	34,930,000
<b>Total</b>	<b>3,942,916</b>	<b>39,429,160</b>	<b>3,493,000</b>	<b>34,930,000</b>

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

Particulars	As at 31.03.2021		As at 31.03.2020	
	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	449,916	4,499,160	-	-
Shares out standing at the end of the year	3,942,916	39,429,160	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 31.03.2021		As at 31.03.2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity Shares :-</b>				
Hiren Ghelani	1,341,963	34.03	1,139,000	32.61
Hardik Ghelani	208,600	5.29	219,600	6.29
Jinen Ghelani	267,763	6.79	189,800	5.43
NH Time Investments Research Pvt. Ltd.	195,000	4.95	195,000	5.58
Prosperity Securities Pvt. Ltd.	198,000	5.02	198,000	5.67

**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.

Money received against Share Warrants represents amounts received towards warrants which entitles the warrant holders, the option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10 each. During the year 2019-20, the Company has issued to its Promoter Group Entities 4,49,916 Warrants and Non Promoter Group Entity 1,49,972 warrants at a price of Rs.108.02 each entitling them for subscription of equivalent number of Equity Shares of Rs.10 each (including premium of Rs.98.02 each share) in accordance with Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018. During the financial year, allottees of 4,49,916 warrants have exercised their right to convert the warrants into equity shares by paying balance 75% of the consideration aggregating Rs.3,64,49,944.74/- and consequently 4,49,916 equity shares were issued to them. During the financial year, the Company has issued and allotted 66,000 equity shares of Rs.10 each at a premium of Rs.98.02 each on October 21, 2020, 41,750 equity shares of Rs.10 each at a premium of Rs.98.02 each on December 02, 2020, 2,00,798 equity shares of Rs.10 each at a premium of Rs.98.02 each on January 02, 2021 and 1,41,368 equity shares of Rs.10 each at a premium of Rs.98.02 each on January 25, 2021 to promoter group entities on preferential basis upon conversion of equivalent number of warrants. Further, the Non promoter group entities have shown their inability to exercise their right to convert the balance 1,49,972 warrants which are required to be converted into equity shares on or before January 25, 2021. Accordingly, 1,49,972 warrants stand cancelled and the upfront subscription money aggregating to Rs. 40,49,994/- received on said warrants at the time of their subscription was forfeited. Consequent upon the above allotments and forfeiture of warrants, there were no pending warrants due for conversion as on March 31, 2021.

**Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2021**

(Amount in Rs.)

Particulars	As At 31.03.2021	As At 31.03.2020
<b>NOTE - 2 - RESERVE AND SURPLUS</b>		
<b>Securities Premium Reserve</b>		
Balance as at the beginning of the year	21,177,054	21,177,054
Less: Deletion during the year	-	-
Add: Additions during the year	44,100,766	-
<b>Balance as at the end of the year</b>	<b>65,277,820</b>	<b>21,177,054</b>
<b>Capital Reserve</b>		
Balance as at the beginning of the year	500,000	500,000
Less: Deletion during the year	-	-
Add: Additions during the year - Share warrant forfeited	4,049,994	-
<b>Balance as at the end of the year</b>	<b>4,549,994</b>	<b>500,000</b>
<b>Subsidy Reserve-Ripening Chambers</b>		
Balance as at the beginning of the year	4,788,000	4,788,000
Less: Deletion during the year	-	-
Add: Additions during the year	-	-
<b>Balance as at the end of the year</b>	<b>4,788,000</b>	<b>4,788,000</b>
<b>Profit &amp; Loss Statement Surplus</b>		
Balance as at the beginning of the year	42,894,536	26,339,304
Add: Profit/(Loss) during the year	23,827,976	16,555,232
<b>Balance as at the end of the year</b>	<b>66,722,512</b>	<b>42,894,536</b>
<b>Total</b>	<b>141,338,326</b>	<b>69,359,590</b>

**NOTE - 3 - NON-CURRENT BORROWINGS**

**Secured Loan**

Axis Bank Limited 2,625,200

**Unsecured Loans**

Tata Capital Financial Services Limited	1,096,252	-
Aditya Birla Capital	2,561,006	-
Magma Fincorp Limited	312,808	797,188
IDFC First Bank Limited	974,194	1,573,959
ICICI Bank	3,065,475	664,190
Bajaj Finance	1,358,077	2,237,272
Indusing Bank	970,952	1,872,604
ECL Finance Limited	279,696	1,459,794
<b>Total</b>	<b>13,243,660</b>	<b>8,605,007</b>

Secured Loan - Refer Note No. 5 for securities

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	(95,496)	(57,497)
<b>Total</b>	<b>(95,496)</b>	<b>(57,497)</b>

**Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2021**

(Amount in Rs.)

Particulars	As At 31.03.2021	As At 31.03.2020
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**NOTE - 5 - SHORT TERM BORROWINGS**

Secured loan repayable on demand

- Cash credit from Axis banks	1,328,827	19,406,728
- Bank Balance (Temporary OD)	14,397,588	5,905,974
- Loan from Related Parties	260,000	
<b>Total</b>	<b>15,986,415</b>	<b>25,312,702</b>

- 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, Sanskar Complex, Nr. Ketar 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 , Dhangadhra, Dist. Surendranagar
- Outstanding balances of working capital secured by personal guarantees of the directors of the company.
- Working capital loans repayable on demand

**NOTE - 6 - TRADE PAYABLES**

**Trade payables**

1. Sundry creditors for goods	11,492,491	81,216,124
2. Sundry creditors for expenses and others	3,983,351	5,860,190
<b>Total</b>	<b>15,475,842</b>	<b>87,076,314</b>

**NOTE - 7 - OTHER CURRENT LIABILITIES**

(a) Current maturities of long term debts	11,585,914	9,814,536
(b) Current maturities of finance lease		-
(c) Advance from customers	3,275,440	49,533
(d) Unpaid dividend	600	600
(e) Other payables *	11,081,071	1,931,098
<b>Total</b>	<b>25,943,025</b>	<b>11,795,767</b>

\* Other payables include unpaid expenses, statutory liabilities etc.

**NOTE - 8 - SHORT TERM PROVISIONS**

Income tax provisions	9,385,000	4,267,099
Provision for employee benefits	2,854,750	193,750
<b>Total</b>	<b>12,239,750</b>	<b>4,460,849</b>



**Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2021**  
**NOTE - 9. PROPERTY, PLANT & EQUIPMENTS**

(Amount in Rs.)

Sr. No.	Particulars	Deemed Cost/Gross Carrying Amount				Accumulated Depreciation			Net Carrying amount		
		As at April 1 2020	Additions during the year	Disposal/Adjustment during the year	As at March 31, 2021	As at April 1, 2020	Depreciation for the year	Disposal /reversal	As at March 31, 2021	As at March 31, 2020	
1	Furniture & Fixtures	957,988	-	-	957,988	796,391	37,597	-	833,987	124,001	161,597
2	Electrical Fitting	585,785	-	-	585,785	512,834	15,354	-	528,188	57,597	72,951
3	Plant & Machinerics	14,018,862	-	-	14,018,862	10,737,825	576,516	-	11,314,341	2,704,521	3,281,037
4	Air Condition Machine	177,330	-	-	177,330	133,796	7,701	-	141,497	35,833	43,534
5	Dead Stock	43,320	-	-	43,320	38,851	962	-	39,813	3,507	4,469
6	Software	94,155	134,000	-	228,155	84,641	12,555	-	97,196	130,959	9,514
7	Crates/Pallets/Trolleys	1,920,910	-	-	1,920,910	1,439,237	84,940	-	1,524,177	396,733	481,673
8	Vehicles	1,221,782	-	-	1,221,782	988,268	72,057	-	1,060,325	161,457	233,514
9	Computer	551,687	94,188	-	645,875	472,924	58,594	-	531,518	114,357	78,763
10	Office Equipments	682,523	-	-	682,523	606,335	34,331	-	640,666	41,857	76,188
11	Weighing Scale	120,331	-	-	120,331	95,158	4,599	-	99,757	20,574	25,173
	<b>TOTAL</b>	<b>20,374,673</b>	<b>228,188</b>	<b>-</b>	<b>20,602,861</b>	<b>15,906,260</b>	<b>905,205</b>	<b>-</b>	<b>16,811,465</b>	<b>3,791,396</b>	<b>4,468,413</b>

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	-	796,391	161,597	211,971
2	Electrical Fitting	585,785	-	-	585,785	492,279	20,555	-	512,834	72,951	93,506
3	Plant & Machinerics	14,018,862	-	-	14,018,862	10,038,637	699,188	-	10,737,825	3,281,037	3,980,225
4	Air Condition Machine	177,330	-	-	177,330	124,440	9,356	-	133,796	43,534	52,890
5	Dead Stock	43,320	-	-	43,320	37,627	1,224	-	38,851	4,469	5,693
6	Software	94,155	-	-	94,155	79,213	5,428	-	84,641	9,514	14,942
7	Crates/Pallets/Trolleys	1,920,910	-	-	1,920,910	1,336,124	103,113	-	1,439,237	481,673	584,786
8	Vehicles	1,221,782	-	-	1,221,782	883,650	104,618	-	988,268	233,514	338,132
9	Computer	523,115	28,572	-	551,687	446,461	26,463	-	472,924	78,763	76,654
10	Office Equipments	633,136	49,387	-	682,523	563,665	42,670	-	606,335	76,188	69,471
11	Weighing Scale	120,331	-	-	120,331	89,534	5,623	-	95,158	25,173	30,797
	<b>TOTAL</b>	<b>20,296,714</b>	<b>77,959</b>	<b>-</b>	<b>20,374,673</b>	<b>14,837,646</b>	<b>1,068,612</b>	<b>-</b>	<b>15,906,260</b>	<b>4,468,413</b>	<b>5,459,067</b>

**Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2021**

(Amount in Rs.)

Particulars	As At 31.03.2021	As At 31.03.2020
<b>NOTE - 10. NON-CURRENT INVESTMENTS</b>		
Investments - quoted at cost (Details of market value is not available)	-	1,604,717
Gold (at cost)	13,763	13,763
<b>Total</b>	<b>13,763</b>	<b>1,618,480</b>
Aggregate amount of unquoted investments	-	1,604,717
<b>Total</b>	<b>-</b>	<b>1,604,717</b>
<b>NOTE- 11. LONG TERM LOANS AND ADVANCES</b>		
Unsecured, considered good		
Deposits	1,848,300	2,173,800
<b>Total</b>	<b>1,848,300</b>	<b>2,173,800</b>
<b>NOTE- 12. INVENTORIES</b>		
(at cost or NRV, whichever is lower)		
Stock-in-hand (fruits, vegetables etc.)	15,045,363	48,113,873
<b>Total</b>	<b>15,045,363</b>	<b>48,113,873</b>
<b>NOTE- 13. TRADE RECEIVABLES</b>		
Unsecured , considered good		
(a) Debtors outstanding for a period exceeding six months	41,694,878	32,912,014
(b) Other debtors	161,798,560	126,421,783
<b>Total</b>	<b>203,493,438</b>	<b>159,333,797</b>
<b>NOTE- 14. CASH &amp; CASH EQUIVALENTS</b>		
a. Cash on hand	2,705,741	3,208,382
b. Balances with Banks		
- In current accounts	5,332,192	436,158
- Unpaid dividend	600	600
<b>Total</b>	<b>8,038,533</b>	<b>3,645,140</b>
<b>NOTE- 15. SHORT TERM LOANS AND ADVANCES</b>		
Unsecured and considered goods		
- Taxes and duties recoverable	2,256,120	92,249
- Trade advances		
Advance to Farmers & Suppliers-For Purchases	26,345,970	35,114,673
Advances for Expenses/Sundry Debit Balances	1,603,698	2,365,648
Other Advances	1,220,401	720,377
<b>Total</b>	<b>31,426,189</b>	<b>38,292,947</b>

**Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2021**

(Amount in Rs.)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>NOTE- 16. REVENUE FROM OPERATION</b>		
<b>Sale of products</b>		
Domestic Sales	604,280,000	431,116,076
Export Sales		10,096,088
<b>Service Charges Incomes</b>		
Handling charges-fruits & vegetable	20,482,531	26,905,292
C & F charges & manpower supply charges	18,852,048	15,354,604
Packing service charges	11,573,875	16,161,729
Storage & warehousing services	640,972	27,640
<b>Other operating revenues</b>		
Export incentives		-
<b>Total</b>	<b>655,829,426</b>	<b>499,661,429</b>
<b>NOTE - 17. OTHER INCOME</b>		
Interest Income	-	-
Other Miscellaneous Income	186,548	104,930
<b>Total</b>	<b>186,548</b>	<b>104,930</b>
<b>NOTE - 18. PURCHASE OF STOCK-IN-TRADE</b>		
Vegetables/fruits & others	466,559,751	414,998,686
<b>Total</b>	<b>466,559,751</b>	<b>414,998,686</b>
<b>NOTE - 19. INCREASE OR DECREASE IN STOCK-IN-TRADE</b>		
<b>Inventories (closing)</b>		
Trading goods	15,045,363	48,113,873
	<b>15,045,363</b>	<b>48,113,873</b>
<b>Inventories (opening)</b>		
Trading goods	48,113,873	19,326,368
	<b>48,113,873</b>	<b>19,326,368</b>
<b>(Increase)/decrease in stock</b>	<b>33,068,510</b>	<b>(28,787,505)</b>
<b>NOTE - 20. EMPLOYEES BENEFITS EXPENSES</b>		
Salary, wages & labour charges	39,326,829	33,801,863
Directors remuneration	2,653,989	1,850,400
Contribution to P F, ESI and other fund	2,487,721	2,389,677
Bonus & exgratia	1,507,024	1,370,880
Employee gratuity expenses	629,877	108,398
Other allowances & expenses	9,301,998	9,504,536
Staff welfare expenses	943,453	536,706
<b>Total</b>	<b>56,850,891</b>	<b>49,562,460</b>
<b>NOTE - 21. FINANCE COST</b>		
Interest expenses	6,640,955	4,745,462
Other borrowing costs	1,341,378	1,042,655
<b>Total</b>	<b>7,982,333</b>	<b>5,788,117</b>

**Notes Forming part of Consolidated Financial Statement for the year ended March 31, 2021**

(Amount in Rs.)

Particulars	For the year ended 31.03.2021	For the year ended 31.03.2020
<b>NOTE - 22. OTHER EXPENSES</b>		
<b>Trading &amp; service charges expenses</b>		
Power & fuel		-
Ripening expenses	781,915	1,075,152
Loading/unloading, freight & transportation expenses	21,647,277	11,591,889
Labour Charges	1,128,647	
Wastage disposal & dump cleaning charges	291,870	-
Crates charges	2,357,852	131,850
Packing material	8,506,072	7,396,673
	<b>34,713,633</b>	<b>20,195,564</b>
<b>Administrative and other expenses</b>		
Postage, telephone , internet & web charges	160,688	145,654
Repair & maintenacne - P & M	717,443	233,071
Travelling,conveyance & vehical expenses	3,650,210	2,882,251
Office expense	1,754,799	1,117,694
Legal & professional charges	1,717,062	2,748,517
Insurance	267,566	164,287
Security expenses	8,540	7,150
Rent, rates & taxes	1,732,260	1,201,810
Auditor's remuneration	165,000	182,700
Office electricity	195,248	90,263
Other expense	3,166,526	1,795,944
Sitting fees	91,000	22,000
Kasar/discount/sundry balances written off	402,873	39,691
Donation	1,000	
Bad debt	5,476,134	1,423,629
	<b>19,506,349</b>	<b>12,054,661</b>
<b>Selling &amp; distribution expenses</b>		
Sales Promotion	35,000	-
Commission expenses	183,175	26,500
Business promotion expenses	1,247,745	721,361
Export expenses	-	1,860,287
Exchange loss	-	3,913
Investment written-off	1,604,717	-
	<b>3,070,637</b>	<b>2,612,061</b>
<b>Total</b>	<b>57,290,619</b>	<b>34,862,286</b>

**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 Solution 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 recognised 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 recognises 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 recognised.

**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 recognised 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	31.03.2021 (Rs.)	31.03.2020 (Rs.)
Net Profit After Tax for the period (A)	23,827,976	16,555,232
Weighted Average Number of Shares (B)	39,42,916	34,93,000
Face Value per Equity Shares	10	10
Basic Earnings per Share (C) = (A/B)	6.04	4.74
Diluted Earnings per Share	6.04	4.15

**o) Related Party Disclosures :**

As per AS-18 "Related Party Disclosures" issued by the ICAI, the disclosure of transactions with relate 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 Company
Florens Farming Private Limited	Wholly Owned subsidiary Company

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

**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 31.03.2021 (Rs.)	For the period ended 31.03.2020 (Rs.)
Managerial Remuneration	Jinen Ghelani	8,96,600	7,20,000
	Neha Ghelani	95,000	-
	Hiren Ghelani	10,18,000	8,90,400
Payment Towards Expenses / Purchase	Ameesha Karia-Salary	4,18,800	4,22,400
	Hiren Ghelani-Rent	2,39,490	1,78,980
	Florens Fresh Supply Solutions Pvt. Ltd.	4,00,000	5,00,000
	Florens Farming Pvt. Ltd.	2,80,458	6780114
Loan from Director (Net)-Received/ (Repaid)	Hiren Ghelani	-	(46,84,960)
	Jinen Ghelani	-	(15,00,318)
Trade Advances/Loan to Associates	Florens Fresh Supply Solutions Pvt. Ltd	97,40,999	4,00,000
	Florens Farming Pvt. Ltd.	13,62,242	44,65,458
Outstanding Balances (Net)	Jinen Ghelani	-	-
	Neha Ghelani	-	29,300 (Cr.)
	Hiren Ghelani	-	14,915(Dr.)
	Ameesha Karia	-	-
	Florens Fresh Supply Solutions Pvt. Ltd	97,40,999	38,07,309
	Florens Farming Pvt. Ltd.	55,47,242	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, 2021 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, 2021.

**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**

1. 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: ` 100,96,088)
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. During the year, Management has decided to write off the investment of Rs. 16, 04,717.
9. Paise are rounded up to the nearest of rupee. The previous year groupings have been regrouped and rearranged by the company.

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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 : 21034409AAAABY5106

Place : Ahmedabad

Date : 16.06.2021

**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



## 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.

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.

## Journey–BirdEye

### 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 near by 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 & North East region
- Geared up the brand building exercise for "Prime Fresh" through corporate selling at Office Complex of Aditya Birla, We Work 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. Established association & collaboration with various pack-house in Gujarat and Maharashtra
- Accelerated collaboration with many new age AgriTech startups.
- 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 and focus efforts across multiple districts in Maharashtra for procurement of grapes and orange as new categories.
- Developed internal mobile application for Field workforce team aiming at better reporting practices, improved productivity with accuracy.

### Year-2020

- Availed certifications like Global GAP to export F&V & exported Grapes to Netherlands
- Expansion in B2C operations till last mile delivery of hygienically handled & packed fruits and vegetables in Ahmedabad, Mumbai, New Mumbai, Thane and Pune to support the fight against COVID-19 pandemic.
- Got approval from MCA , ROC and BSE for name change request from "Prime Customer Services Limited" to "Prime Fresh Limited" which reflects accurate business of dealing in Fresh Produce.
- Strengthened farmer network beyond 35000, crossed milestone of 1000+ clients, crossed 600+ local area aggregators
- Supplied Papaya 161 mt and tomato 250 mt for processing industry at Nashik, Maharashtra.
- Started B2C and B2B2C packing of Indian Apple to Build Prime Fresh Brand.

### Year-2021

- For Amazon - started supplying fruits for Ahmedabad operations under Prime Fresh brand Label
- Supply & Packing for Adani Agrifresh – Pomengranate, Mango for Farmpik brand in Ahmedabad
- Ramped up operations for Indian Grapes, Indian Oranges and other Imported fruits (Maharashtra)
- For Jiomart - started B2C packing with Prime Fresh Brand in Ahmedabad
- Started Mumbai APMC Operations Gala - J427 for Prime Fresh Vashi APMC Fruit Market
- Indian Oranges Farm based operations begun at Amrawati and nearby belt (New collection Centre)
- Penetration into 10 new APMCs for Sales Expansion across India
- Added new Age Agri Startups like Udaan, Ninjacart, Superdaily etc to our clients portfolio
- Launched our dedicated e-commerce portal [www.primefresh.in](http://www.primefresh.in) for B2C segment
- Started banana operation in Mumbai (through 100% subsidiary company - Florens Farming)

**For more initiatives please connect with us:**

 @primefresh

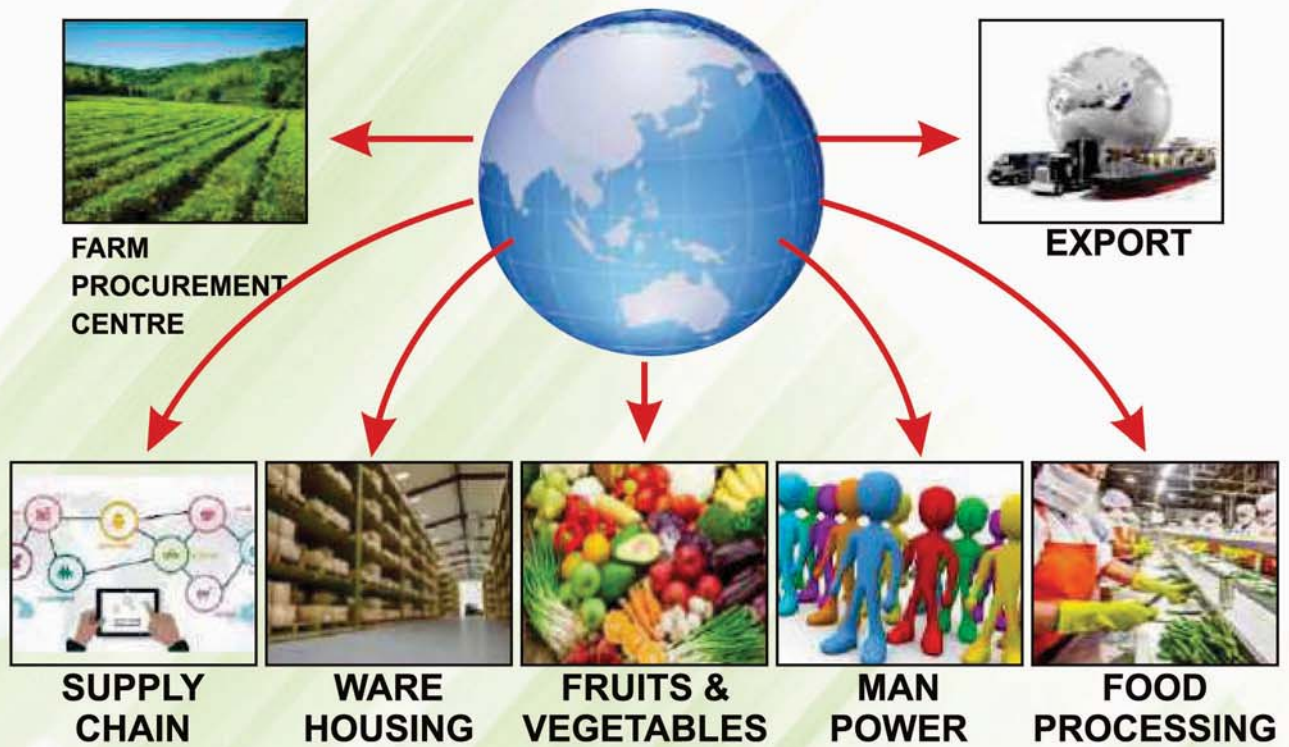
 @Primt Fresh Limited

 @primefreshlimited

 @PrimeFresh\_Ltd



## 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.

☎ 079 - 40320244

🌐 [www.primefreshlimited.com](http://www.primefreshlimited.com)

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📘 @primefresh

📷 @primefreshlimited

🌐 @Print Fresh Limited

🐦 @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