

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L51109GJ2007PLC050404

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECP2124P

(ii) (a) Name of the company

PRIME FRESH LIMITED

(b) Registered office address

102 SANSKAR- 2, NEAR KETAV PETROL PUMP
POLYTECHNIC ROAD, AMBAWADI
AHMEDABAD
Ahmedabad
Gujarat
380015

(c) *e-mail ID of the company

INFO@PRIMEFRESHLIMITED.CC

(d) *Telephone number with STD code

07940320244

(e) Website

WWW.PRIMEFRESHLIMITED.CC

(iii) Date of Incorporation

30/03/2007

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE SME PLATFORM	1

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR ROAD
SAKINAKA

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 25/09/2020

(b) Due date of AGM 26/12/2020

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 4

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G1	Wholesale Trading	93.27
2	H	Transport and storage	H6	Warehousing and storage	0.06
3	N	Support service to Organizations	N6	Office administrative and other business activities including call centers, organising	3.42
4	N	Support service to Organizations	N7	Other support services to organizations	3.25

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	FLORENS FARMING PRIVATE LI	U01100GJ2016PTC094879	Subsidiary	99.8
2	FLORENS FRESH SUPPLY SOLU	U15490GJ2018PTC102125	Subsidiary	99

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	15,000,000	3,493,000	3,493,000	3,493,000
Total amount of equity shares (in Rupees)	150,000,000	34,930,000	34,930,000	34,930,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	15,000,000	3,493,000	3,493,000	3,493,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	34,930,000	34,930,000	34,930,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	3,493,000	34,930,000	34,930,000	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	3,493,000	34,930,000	34,930,000	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			19,406,728
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			18,419,543
Deposit			0
Total			37,826,271

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
CONVERTIBLE WARRANT	599,888	108.02	64,799,901.76	27.005	16,199,975.44
Total	599,888		64,799,901.76		16,199,975.44

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

472,431,283

(ii) Net worth of the Company

98,681,220

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,678,320	48.05	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	393,000	11.25	0	
10.	Others	0	0	0	
	Total	2,071,320	59.3	0	0

Total number of shareholders (promoters)

9

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	866,495	24.81	0	
	(ii) Non-resident Indian (NRI)	24,000	0.69	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	347,000	9.93	0	
10.	Others HUF & CLEARING MEMBERS	184,185	5.27	0	
	Total	1,421,680	40.7	0	0

Total number of shareholders (other than promoters)

156

**Total number of shareholders (Promoters+Public/
Other than promoters)**

165

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	153	156
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	3	0	3	0	39.13	0
B. Non-Promoter	1	4	0	5	0.46	0
(i) Non-Independent	1	0	0	1	0.46	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	4	3	5	39.59	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
JINEN CHANDRAKANT	01872929	Managing Director	189,800	
JINEN CHANDRAKANT	01872929	CFO	189,800	
NEHA JINEN GHELANI	00197285	Whole-time director	38,200	
HIREN CHANDRAKANT	02212587	Whole-time director	1,139,000	
RAVI MENON RAGHAV	05254365	Director	0	
MIHIR MANEK MAHEN	07254045	Director	0	30/06/2020
MISRA KUMAR BRIJES	07524535	Director	0	
UMESHKUMAR PATEL	07964920	Director	0	
MAYUR NANALAL THA	08423444	Director	0	
RIYA KIRITKUMAR DO	CIWPD3429A	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SAMEER RAJGURU RA	07198139	Whole-time director	26/11/2019	CESSATION
MAYUR NANALAL THA	08423444	Director	23/04/2019	APPOINTMENT
RIYA KIRITKUMAR DO	CIWPD3429A	Company Secretary	23/04/2019	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA ORDINARY GENERAL MEETING	24/04/2019	158	18	58.55
ANNUAL GENERAL MEETING	27/09/2019	171	22	65.43
EXTRA ORDINARY GENERAL MEETING	16/03/2020	169	16	62.04

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/04/2019	8	5	62.5
2	28/05/2019	9	6	66.67
3	03/06/2019	9	3	33.33
4	03/08/2019	9	5	55.56
5	27/09/2019	9	7	77.78
6	14/11/2019	9	5	55.56
7	07/02/2020	8	4	50
8	11/03/2020	8	5	62.5

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	23/04/2019	3	3	100
2	AUDIT COMM	28/05/2019	3	3	100
3	AUDIT COMM	03/08/2019	3	2	66.67
4	AUDIT COMM	27/09/2019	3	3	100
5	AUDIT COMM	14/11/2019	3	2	66.67
6	AUDIT COMM	11/03/2020	3	2	66.67
7	STAKEHOLDE	23/04/2019	3	2	66.67
8	STAKEHOLDE	28/05/2019	3	2	66.67
9	STAKEHOLDE	03/08/2019	3	3	100
10	STAKEHOLDE	14/11/2019	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	25/09/2020
								(Y/N/NA)
1	JINEN CHAN	8	8	100	0	0	0	Yes
2	NEHA JINEN	8	7	87.5	0	0	0	Yes
3	HIREN CHAN	8	7	87.5	6	6	100	Yes
4	RAVI MENON	8	2	25	6	6	100	Yes
5	MIHIR MANE	8	5	62.5	12	6	50	No
6	MISRA KUMA	8	5	62.5	12	12	100	Yes
7	UMESHKUMA	8	4	50	0	0	0	Yes
8	MAYUR NAN	8	2	25	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JINEN CHANDRAK	MANAGIGN DIR	720,000	0	0	0	720,000
2	HIREN CHANDRAK	WHOLE TIME D	890,400	0	0	0	890,400
	Total		1,610,400	0	0	0	1,610,400

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JINEN CHANDRAK	CFO	720,000	0	0	0	720,000
2	RIYA KIRTIKUMAR	COMPANY SEC	302,400	0	0	0	302,400
	Total		1,022,400	0	0	0	1,022,400

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BRIJESHKUMAR S	INDEPENDENT	0	0	0	1,000	1,000
2	MIHIR M MANEK	INDEPENDENT	0	0	0	3,000	3,000
3	RAVI RAGHAVA MI	INDEPENDENT	0	0	0	3,000	3,000
4	UMESH PATEL	INDEPENDENT	0	0	0	1,000	1,000
5	MAYUR NANALAL	NON EXECUTIV	0	0	0	3,000	3,000
	Total		0	0	0	11,000	11,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

5

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
PRIME CUSTOME	ROC	10/06/2019	SECTION 118 OF T	25000	COMPANY HAS FILLED MEM
NEHA JINEN GHE	ROC	10/06/2019	SECTION 118 OF T	5000	COMPANY HAS FILLED MEM
JINEN CHANDRA	ROC	10/06/2019	SECTION 118 OF T	5000	COMPANY HAS FILLED MEM
HIREN CHANDRA	ROC	10/06/2019	SECTION 118 OF T	5000	COMPANY HAS FILLED MEM
SAMEER RAJGUF	ROC	10/06/2019	SECTION 118 OF T	5000	COMPANY HAS FILLED MEM

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ALPESH DHANDHLYA

Whether associate or fellow

Associate Fellow

Certificate of practice number

12119

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

Nomination and Remuneration committee.
Form MGT 8.pdf
ROC 31032020.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company