30th

ANNUAL REPORT

2021-2022

PRIME INDUSTRIES LIMITED

PRIME INDUSTRIES LIMITED

Annual Report 2021-2022

BOARD OF DIRECTORS

Mr. R.K. Singhania	**Managing Director**
Mr. Harjeet Singh Arora	**Non-Executive Director**
Mrs. Parveen Singhania	**Non-Executive Director (Women Director)**
Mr. Ashwani Kumar	**Non Executive Independent Director**
Mr. Rajiv Kalra	**Non Executive Independent Director**
Mr. Anil Bhatia	**Non Executive Independent Director**

COMPANY SECRETARY

Ms. Alka Mishra

CHIEF FINANCIAL OFFICER

Mr. Rajesh Kumar Kakar

STATUTORY AUDITORS

M/s C.S. Arora & Associates
Chartered Accountants
734, Phase – II, Urban Estate
Dugri, Ludhiana - 141013

SECRETARIAL AUDITORS

M/s Rajeev Bhambri & Associates
Company Secretaries
SCO No. 9, Jandu Tower, Miller Ganj,
Ludhiana, Punjab-141001.

REGISTRAR & SHARE TRANSFER AGENTS

Skyline Financial Services (P) Ltd.
D-153/A, First Floor, Okhla Industrial Area,
Phase-I, New Delhi.
Ph: 011-26812682/83/84, Fax: 011-26812681
Email: admin@skylinerta.com

REGISTERED OFFICE

Master Chambers, 19,
Feroze Gandhi Market,
Ludhiana, Punjab-141001.
Phone: 0161-3911525
Email: prime_indust@yahoo.com

BANKERS

Punjab National Bank
Feroze Gandhi Market,
Ludhiana

HDFC Bank Ltd
Mall Road,
Ludhiana

CONTENTS

	Page No.
Directors' Report	1
Secretarial Audit Report	19
Independent Auditors' Report	23
Balance Sheet	34
Profit and Loss Account	35
Cash Flow Statement	36
Notes	37

To,
The Members,

The Directors of Prime Industries Limited (PIL) have great pleasure in presenting their 30th Annual Report of the company together with the audited statements of accounts for the financial year ended 31st March, 2022 along with report of the Statutory Auditors thereon.

1. Financial summary of the Company.

The summary of financial results of the Company for the period ended 31st March, 2022 is as under:

(Rs. In Lakh)

PARTICULARS	Figures for the year ended 31st March, 2022	Figures for the year ended 31st March, 2021
Total revenue	169.55	817.81
Less : Total expenses	185.33	800.95
Profit/(Loss) before tax	(15.78)	16.85
Less : Tax expense	0.79	(0.05)
Profit/(Loss) for the period	**(16.57)**	**16.90**

2. Brief description of the Company's working during the year.

During the year under review, your Company has registered gross operating & other income of Rs. 169.55 Lakhs as compared to Rs. 817.81Lakhs in previous year, decreased by 79.27%. The Company suffered a net loss of Rs. 16.57 Lakhs, against a net profit after tax of Rs. 16.90 Lakhs in the previous year.

3. Dividend.

Keeping in view the present economic situations, the board recommends retaining the earnings in the Company; hence, the Board has not recommended any dividend on the equity share capital of the Company.

4. Transfer of Reserves.

No amount is being transferred to reserve & surplus in the current year.

5. Fixed Deposits.

The Company has not accepted any deposits from the public during the year under review. No amount on account of principal or interest on deposits from the public was outstanding as on March 31, 2022.

6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which the Financial Statements relate and the date of the Report.

7. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

During the year under review no significant and material orders have been passed by the Regulators / Courts that would impact the going concern status of the Company and its future operations.

8. Adequacy of Internal Control.

The Company has a proper and adequate system of internal control, to ensure that all assets are safeguarded, properly utilized and protected against loss from un-authorized use or disposition and those transactions are authorized and recorded by the concerned departments properly and reported to the Audit Committee/Board correctly.

The Company has also in place adequate internal financial controls with reference to financial statements. Such controls are tested from time to time and no reportable material weakness in the design or operation has been observed so far.

9. Subsidiary/Joint Ventures/Associate Companies.

The Company did not have any Subsidiary, Joint Venture or Associate Company during the year under review.

10. Deposits.

The Company has not accepted any public deposits pursuant to the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules made there under and as such, no amount on account of principal or interest on Pubic Deposits was outstanding on the date of the Balance Sheet.

11. Auditors.

(a) Statutory Auditors.

In terms of Section 139 of the Act, M/s C. S. Arora & Associates, Chartered Accountants, were appointed as statutory auditors of the Company for a period of five years in the AGM held on 30.09.2019 from the conclusion of the Twenty Seventh Annual General Meeting until the conclusion of the Thirty Second Annual General Meeting, for the period of 5 years.

There are No qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors in their Audit Report for the financial year 2021-22.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the financial year 2021-22. Auditors' Report on the Accounts of the Company for the period under review are self - explanatory and no comments are required.

(b) Secretarial Auditors and Secretarial Audit Report.

Pursuant to the requirements of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations, the Company had appointed M/s. Rajeev Bhambri & Associates, Company Secretaries in Practice, Ludhiana, for conducting Secretarial Audit for the year 2021-2022. The Secretarial Audit Report for the financial year ended March 31, 2022 is part of this Annual Report.

(c) Internal Auditors.

Ms. Harwinder Kaur, Sr. Executive of the Company, was appointed by the Board of Directors as Internal Auditor of the Company to assist in internal audit with the audit processes and internal audit reviews for the Company for FY 2021-22.

12. Auditors' Report.

M/s C. S. Arora & Associates, Chartered Accountants, Statutory Auditors of the Company, have audited the accounts of the Company for the year 2021-22 and their Report is annexed. Pursuant to Section 143(3)(i) of the Companies Act, 2013, the Statutory Auditors have also reported on the adequacy and operating effectiveness of the internal financial controls system over financial reporting, which has been enclosed as 'Annexure' to Independent Auditor's Report. Significant Audit observations, if any, and corrective actions taken by the Management are presented to the Audit Committee of the Board from time to time. There are no qualifications, reservations or adverse remarks or disclaimers made in the Auditor's Report.

13. Extract of the annual return.

The details forming part of the extract of the Annual Return in Form MGT-9, as required-under the provisions of the Companies Act, 2013, forms an integral part of Board Report. Form MGT-9 is available on the website of the Company and can be accessed at https://www.primeindustrieslimited.com/.

14. Conservation of energy, technology absorption and foreign exchange earnings and outgo.

Information with respect to Conservation of energy, technology, absorption, foreign exchange earnings and outgo pursuant to Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable because there are no manufacturing activities in the Company.

15. Directors & Key Managerial Personnel.

The Company's Board comprised six Directors as on March 31, 2022, viz.,

Mr. Rajinder Kumar Singhania,	Managing Director
Mr. Harjeet Singh Arora,	Non-Executive, Non-Independent Director
Mrs. Parveen Singhania,	Non-Executive Woman Director
Mr. Anil Bhatia,	Non-Executive, Independent Director
Mr. Ashwani Kumar,	Non-Executive, Independent Director
Mr. Rajiv Kalra,	Non-Executive, Independent Director

The Board, therefore, presently comprises of six Directors and Mr. Rajinder Kumar Singhania is the Managing Director of the Company. Ms. Alka Mishra is the Company Secretary and Compliance Officer of the Company. Mr. Rajesh Kumar Kakar is the Chief Financial Officer of the Company.

(a) Statement on Declaration by Independent Directors.

The Company has received declaration from each independent director under Section 149(7) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), that they meet the criteria of independence laid down in the Companies Act, 2013 and Listing Regulations.

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the Declarations received by the Company under Section 149(7) of the Companies Act, 2013 the following Non-Executive Directors are identified as Independent Directors of the Company:

i) Mr. Ashwani Kumar
ii) Mr. Rajiv Kalra
iii) Mr. Anil Bhatia

(b) Appointment / Re-appointment / Resignation / Retirement of Directors.

In order to ensure compliance with Section 152(6) of the Act, the Board has considered the following matters related to Appointment / Re-appointment / Resignation / Retirement of Directors:

- Mrs. Parveen Singhania, Director of the Company, being longest in office, shall retire at the ensuing AGM and being eligible, offers herself for re-appointment, for ensuring compliance with Section 152(6) of Act.

Relevant details, including brief profile of the Director seeking appointment / re-appointment/ Retirement at the ensuing Annual General Meeting, have been furnished in the Notice of the Annual General Meeting.

There were no other appointments/Resignations of Directors/Key Managerial Personnel during the Financial Year 2021-22.

(c) Remuneration to Directors/Employees and related analysis.

During the year under review, no employee of the Company received salary in excess of the limits as prescribed under the Act. Accordingly, no particulars of employees are being given pursuant to Section 134 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The details pertaining to the ratio of the remuneration of each director to the median employee's remuneration and other prescribed details 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 are annexed herewith and forms part of the Directors' Report.

(d) Key Managerial Personnel.

Mr. Rajinder Kumar Singhania, Managing Director, Ms. Alka Mishra, Company Secretary and Compliance Officer and Mr. Rajesh Kumar Kakar, Chief Financial Officer are the Key Managerial Personnel as per the provisions of the Companies Act, 2013 and rules made thereunder.

16. Number of meetings of the Board of Directors.

The board meetings are convened by giving appropriate notice after obtaining the approval of the Managing Director. The Board meets at least once a quarter to review the results and other items on the agenda, once a year for on the occasion of the annual shareholders' meeting. When necessary, additional meetings are held.

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses.

The Board met Four (8) times during the FY 2021-22 viz. on 30.06.2021, 12.08.2021, 26.08.2021, 06.09.2021, 09.11.2021, 20.12.2021, 07.02.2022, 08.03.2022.

17. Committees of the Board.

The Company has several Committees which have been established as a part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board:

- **Audit Committee.**

  To ensure the composition & independence of the Committee as per the Companies Act, 2013, the Audit Committee's composition and terms of reference are in compliance with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

  As on 31.03.2022, the Audit Committee is comprised of two Non- Executive Independent Directors and one Non-Executive/ Non-Independent Director viz. Mr. Ashwani Kumar (Non- Executive/Independent Director) Mr. Rajiv Kalra (Non- Executive/Independent Director) and Mr. Harjeet Singh Arora (Non- Executive/Non-Independent Director). All the Members of Audit Committee are financially literate and have accounting knowledge to interpret and understand the financial statements. Mr. Rajiv Kalra is the Chairman of the Audit Committee.

  The Audit Committee meetings were held at the Registered Office of the Company and Statutory Auditor, Company Secretary and Head of Accounts Department are permanent invitees to the meetings. The Company Secretary of the Company acts as the secretary of the Committee. During the year Audit Committee members, met four (4) times on 30.06.2021, 12.08.2021, 09.11.2021 and 07.02.2022.

- **Nomination and Remuneration Committee.**

  Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.

  As on 31.03.2022, The Nomination and Remuneration Committee comprises of Mr. Anil Bhatia, Mr. Harjeet Singh Arora and Mr. Rajiv Kalra (Chairman).

  Policy on Remuneration of Directors, Key Managerial Personnel & senior employees is annexed herewith and forms the part of Board Report. Policy is also available on the website of the Company and can be accessed at https://www.primeindustrieslimited.com/.

During the year Nomination and Remuneration committee members, met four (3) times on 06.09.2021, 20.12.2021 and 08.03.2022.

Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.

As on 31.03.2022, The Stakeholders' Relationship Committee of Board (SRC) comprises Mr. Harjeet Singh Arora (Chairman), Mr. Anil Bhatia (Member) and Mr. Rajiv Kalra (Member) SRC monitors redressal of complaints received from shareholders/ investors with respect to transfer of shares, non-receipt of dividend, non-receipt of Annual Reports, interest payment on Bonds, etc.

During the FY 2021-22, no complaints were received. There was no complaint outstanding as on 31st March, 2022. Also, no instruments of transfer were pending as on 31st March, 2022. The Company Secretary is the Compliance Officer of the Committee. The Committee meets as and when required, to deal with the investor related matters etc.

One stakeholders' relationship committee meeting was held during the year on 08.03.2022.

18. Listing / De-listing of Shares.

The Shares of your Company are presently listed on The Bombay Stock Exchange Limited, Mumbai (BSE) and the Annual Listing Fees for the year 2022-23 has already been paid to it. The company is also listed on the Calcutta Stock Exchange (CSE) and it had applied to the Calcutta Stock Exchange Limited for voluntary delisting and the said application is still pending for want of approval. Company is not filing any documents/information to Calcutta Stock Exchange Limited.

19. Share Capital.

The paid-up Equity Share Capital as on March 31, 2022 was Rs. 7.83 Lakhs. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights.

20. Vigil Mechanism / Whistle Blower Policy.

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 and Schedule V of SEBI (LODR) Regulations, 2015, the Company has established a vigil mechanism to provide appropriate avenues to the directors and employees to bring to the attention of the Management, their genuine concerns about behavior of employees. Details of Vigil Mechanism/Whistle Blower are included in the report on Corporate Governance.

During the financial year 2021-22, no cases under this mechanism were reported to the Company and/or to any of its subsidiaries/associate.

A copy of the Vigil Mechanism/Whistle Blower as approved by the board may be accessed at https://www.primeindustrieslimited.com/.

21. Familiarization programme for Independent Directors.

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at https://www.primeindustrieslimited.com/.

22. Particulars of loans, guarantees or investments under section 186.

During the year under review, the company has not given any loan, guarantee, provided security to any person or other body corporate or acquired by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding the limits prescribed under section 186 of the Companies Act, 2013.

23. Particulars of contracts or arrangements with related parties.

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: https://www.primeindustrieslimited.com/.

Your Directors draw attention of the members to Note 24 to the financial statement which sets out related party disclosures.

24. Insider Trading Regulations.

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("**Code of Fair Disclosure**") and the Code of Conduct to regulate, monitor and report trading by employees and other connected persons ("**Code of Conduct**") as approved by the Board on 14.05.2015 are in force by the Company and amendments from time to time. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, Designated employees and Specified Persons. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Designated employees and Specified Persons from trading in the securities of the Company at the time when there is unpublished price sensitive information.

25.Nomination and Remuneration Policy.

The Company's Nomination and Remuneration Policy formulated by the Nomination and Remuneration Committee deals with the appointment and remuneration of Directors and KMPs of the Company. The policy also covers the criteria for determining qualifications, positive attributes, independence of a Director and KMP. In terms of Section 134(3) (e) of Companies Act, 2013 the Nomination and Remuneration Policy of the Company is annexed herewith and forms part of this Annual Report.

26. Risk Management.

The Board of Directors of your Company has formulated the risk management policy which seeks to identify risks

inherent in business operations of the Company and provides guidelines to define, measure, report, control and mitigate the identified risks.

The objective of Risk Management is to create and protect shareholder value by minimizing threats or losses, and identifying and maximizing opportunities. An enterprise-wide risk management framework is applied so that effective management of risks is an integral part of every employee's job.

The Board's role under the policy is to ensure framing, implementing and monitoring risk management plan, having in place systems for risk management as part of internal controls. It is the duty of Independent Directors to bring unbiased angle to the Board's deliberations on making risk management systems more robust. On the other hand, Audit Committee's role is Evaluate the risk management systems.

As a financial intermediary, the Company is exposed to risks that are particular to its lending business and the environment within which it operates. Company's goal in risk management is to ensure that it understands measures and monitors the various risks that arise and that the organization adheres strictly to the policies and procedures which are established to address these risks. The Company is primarily exposed to credit risk, market risk, liquidity risk, operational risk and legal risk.

The Company has a structured and standardized credit approval process, which includes a well- established procedure of comprehensive credit appraisal. In addition, the Company attempts to mitigate operational risk by maintaining a comprehensive system of internal controls, establishing systems and procedures to monitor transactions, maintaining key back-up procedures and undertaking regular contingency planning. As regards legal risk, the Company seeks to minimize legal risk by using stringent legal documentation, employing procedures designed to ensure that transactions are properly authorized and consulting internal and external legal advisor. The Company also conducts a comprehensive analysis of our loan portfolio on a periodic basis. The analysis considers both qualitative and quantitative criteria including, among others, the account conduct, future prospects, repayment history and financial performance. This comprehensive analysis includes an account by account analysis of the entire loan portfolio, and an allowance is made for any probable loss on each account. In estimating the allowance, we consider the net realizable value on a present value basis by discounting the future cash flows over the expected period of recovery. Further, we also consider past history of loan losses and value of underlying collateral.

27.Human Resources Development.

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. The relations at all levels of the Company have remained very cordial throughout the year.

28.Report on Corporate Governance.

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. However, since the Company does not fulfill the criteria mentioned in Regulation 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliances with regard to corporate governance provisions are not applicable to the Company.

29.Corporate Social Responsibility.

The provisions of Section 135 of Companies Act, 2013 are not applicable on the Company.

30.Prevention of Sexual Harassment at Workplace.

The Company has Zero tolerance towards any action on the part of any employee which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every women working in the Company.

During the year under review, no complaints were received from any of the employees and no complaints were pending at the beginning of the year.

31.Directors' Responsibility Statement.

The Directors' Responsibility Statement referred to in clause (*c*) of sub-section (*3*) of Section 134 of the Companies Act, 2013, shall state that—

a) In the preparation of the annual accounts for the year ended 31st March, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures and the annual accounts have been prepared in compliance with the provisions of the Companies Act, 2013.

b) the directors had 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) the directors had 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) the directors had prepared the annual accounts on a going concern basis; and

e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

32.Board Evaluation.

The Board of Directors of your Company recognizes and accepts that Boards are accountable to the public to ensure that they are operating in an effective manner. Care is taken to avoid that the Board does not fall into the "same old way of doing things". Therefore, one of the few ways to identify and address the problem is for the Board to conduct a self-evaluation.

The Nomination and Remuneration Committee of the Company has approved the Annual Evaluation Plan for the Board, Committees and Individual Directors. The Board including its committees and members shall evaluate itself once a year, whether there are apparent major problems or not. Each member of the Board shall complete a form which comprises of objective questions on certain parameters such as their own roles and responsibilities in the Company, Strategic Leadership, Accountability, Board Processes and Board Performance. The responses shall be discussed among members of Board, Committees and at Individual level. The exercise shall be led by the Chairman alongwith a Senior Independent Director of the Company.

The results of the Evaluation shall be shared with the Board, Chairman of respective Committees and individual Director Based on the outcome of the Evaluation, the Board and Committees shall agree on the action plan to improve on the identified parameter. The evaluation in terms of the plan has been completed during the period

under review.

33.Managing Director (MD) and Chief Financial Officer (CFO) Certificate.

In terms of the Listing Regulations, the certificate, as prescribed in Part B of Schedule II of the said Regulations, has been obtained from the Chief Financial Officer and Managing Director of the Company, for the financial year 2021-22 with regard to the financial statements and other matters. The said certificate forms part of this Annual Report.

34.Dividend Distribution Policy.

Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') is not applicable on the Company.

35.Reporting of Frauds by Auditors.

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in this Report.

36.Secretarial Standards of ICSI.

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') and that such systems were adequate and operating effectively.

37.Acknowledgement.

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, stakeholders, customers and members during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives and staff at all levels of your Company.

Your Directors also wish to express their gratitude to investors for the faith that they continue to repose in the Company.

For and on behalf of the Board of Directors

Place: Ludhiana
Date : 25.08.2022

(Harjeet Singh Arora)
Director
DIN : 00063176

(Rajinder Kumar Singhania)
Managing Director
DIN :00077540

(POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR EMPLOYEES)

BACKGROUND

Prime Industries Limited (hereinafter referred as the 'Company') practices a corporate culture that is based on the tenets of trusteeship, empowerment, accountability, control and ethical practices with transparency at its core for creation of maximum value for the stakeholders.

BRIEF OVERVIEW UNDER COMPANIES ACT 2013

{Section 178 & Companies [Meetings of Board and its Powers] Rules 2014}

- Constitution of the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors.

- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and senior management personnel i.e. employees at one level below the Board including functional heads.

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors in its meeting held on 14th day of November 2014.

Definitions

"**Remuneration**" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"**Key Managerial Personnel" means"**:

(i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;

(ii) Chief Financial Officer;

(iii) Company Secretary;

(iv) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board;

(v) and such other officer as may be prescribed;

"**Senior Managerial Personnel**" means the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General Manager and above, including all functional heads.

Objective

The objective of the policy is to ensure that:-

• the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

• relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

• remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee

The role of the NRC will be the following:

• To formulate criteria for determining qualifications, positive attributes and independence of a Director.

• To formulate criteria for evaluation of Independent Directors and the Board.

• To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.

• To carry out evaluation of Director's performance.

•To recommend to the Board the appointment and removal of Directors, KMP and Senior Management.

• To devise a policy on Board diversity, composition and size.

• Succession planning for replacing Key Executives and overseeing their orientation and successful alignment with the philosophy of the Company.

• To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

• To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Interview and Selection procedure.

1) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

2) The Company shall not appoint or continue the employment of any person as the M.D or Whole-time Director or a manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

Rotation: The Managing Director/Whole Time Director and other Non-Executive Directors of the Company shall be liable to retire by rotation subject to the employment agreement, if any signed between the company and such Directors of the Company at the time of appointment.

Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Rotation: An Independent Director shall not be liable to retire by rotation pursuant to the provisions of sub-sections (6) and (7) of section 152 of the Companies Act, 2013.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Listing Agreement.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1. **Remuneration to Managing Director / Whole-time Directors:**

a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. **Remuneration to Non-Executive / Independent Directors:**

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non-Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause(b) above if the following conditions are satisfied:

i. The Services are rendered by such Director in his capacity as the professional; and

ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3. Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's HR Policy.

b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

DETAILS 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.

(i) The ratio of the remuneration of the Managing Director to the median remuneration of the employees of the company for the financial year was Nil. No other Director of the Company is being paid any remuneration.

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

Sr. No	Name of Director/KMP and Designation.	% increase in Remuneration in the Financial Year 2021-2022
1.	Mr. Rajinder Kumar Singhania (Managing Director/KMP)	Nil
2.	Ms. Alka Mishra (Company Secretary) (w.e.f. 20.12.2021)	Nil
3.	Mr. Rajesh Kumar Kakar (Chief Financial Officer) (w.e.f. 08.03.2022)	Nil

(iii) The percentage increase in the median remuneration of employees in the financial year – 10.32%.

(iv) As on 31st March, 2022, the Company has 8 permanent employees on the rolls of the Company.

(v) Average percentage increase (decrease) made in the salaries of employees other than the managerial personnel in financial year 2021-22 was (17.28%) due to resignation of employees. Whereas the increase in the managerial remuneration for the same financial year was nil.

(vi) Affirmed that the remuneration is as per the remuneration policy of the company.

Compliance Certificate by Chief Executive Officer and Chief Financial Officer:

Pursuant to 17(8) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, we hereby certify that:

a. We have reviewed the financial statements and the Cash Flow Statement for the year ended on 31.03.2022 and that to the best of our knowledge and belief:

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

   II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the auditors and the Audit committee:

   I. significant changes, if any, in internal control over financial reporting during the year;

   II. significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and

   III. that no instances of significant fraud have come to our notice.

For and on behalf of the Board of PRIME INDUSTRIES LIMITED

Mr. Rajesh Kumar Kakar
CFO

Rajinder Kumar Singhania
Managing Director
DIN – 00077540

Place: Ludhiana
Date: 25.08.2022

CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY

I, Rajinder Kumar Singhania, Managing Director of "Prime Industries Limited" hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended March 31, 2022.

FOR PRIME INDUSTRIES LIMITED

(Rajinder Kumar Singhania)
Managing Director
DIN – 00077540

Place: Ludhiana
Date: 25.08.2022

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
Prime Industries Limited,
Master Chambers, 19,
Feroze Gandhi Market, Ludhiana-141001,
Punjab (India).
CIN: L15490PB1992PLC012662

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Prime Industries 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 my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 ('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, 2022, to the extent applicable and according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) 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) SEBI (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Insider Trading) Regulations, 2015;
(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

and amendments from time to time.

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009**;** and
(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

vi) We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with laws relating to, inter alia:

- All labour laws;
- Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Rules, 1992

We have also examined compliance with the applicable clauses of the following:
(i) Secretarial Standards issued by The Institute of Company Secretaries of India to the extent of its applicability.
(ii) The Listing Agreement entered into by the Company with the BSE Limited read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review. Notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in compliance with the relevant provisions of the Act and Secretarial Standards, 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 or by the majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the audit period the Company has following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. as detailed below:

The company had applied to the Calcutta Stock Exchange Limited for voluntary delisting and the said application is still pending for want of approval. Company is not filing any documents/information to Calcutta Stock Exchange Limited.

Rajeev Bhambri & Associates
Company Secretary in whole time practice
C.P. No. 9491
Place: Ludhiana
Dated: 05.08.2022
UDIN: **F004327D000746640**

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'ANNEXURE A'

To,

The Members,
Prime Industries Limited,
Master Chambers, 19,
Feroze Gandhi Market, Ludhiana-141001,
Punjab (India).
CIN: L15490PB1992PLC012662

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

1. 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.
2. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as we have relied upon the Audit done by Statutory Auditors as required under Companies Act, 2013.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. 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.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Sd/-
Rajeev Bhambri & Associates
Company Secretary in whole time practice
C.P. No. 9491

Place: Ludhiana
Dated: 05.08.2022

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Prime Industries Ltd

Report on the audit of the Financial Statements

Opinion

We have audited the financial statements of Prime Industries Limited ("the Company"), which comprise the balance sheet as at March 31, 2022, the statement of profit and loss (including 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 significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its loss, total comprehensive income, the changes in equity and cash flows for the year ended as on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143 (10) of the Companies Act, 2013. 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 Companies Act 2013 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 audit opinion.

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 for the year ended 31st March 2022. 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 is no key audit matter to communicate in our report.

Information other than the financial statements and auditors' 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 Annual Report but does not include the IND AS financial statements and our auditor's report thereon.

Our opinion on the IND AS 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 IND AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the IND AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. Since the other information has not been made available to us, we shall no be able to comments on this aspect.

Responsibilities of Management and those charged with governance for the financial statements

The Company's board of directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (IND AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, 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 implementation and maintenance of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

As part of an audit in accordance with Standards on Auditing ('SAs'), we exercise professional judgment and maintain professional skepticism 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Financial Statements 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.

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 financial statements of the year ended 31st March 2022 as applicable and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, 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 including the statement of other comprehensive income, the cash flow statement and statement of change in equity dealt with by this report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Indian accounting Standard specified under section 133 of the Act, read with Companies (Indian Accounting Standards) rules 2015 as amended.

(e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197(16) read with Schedule V of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

(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 disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 18 to the financial statements.

(ii) The Company did not have any outstanding long-term contracts including derivative contracts as at 31 March, 2022 for which there were any material foreseeable losses: and

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

(iv) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(v) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate

Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (h) (iv) and (d) (v) contain any material mis-statement.

(vii) The Company has neither declared nor paid any dividend during the year.

For C.S Arora & Associates
Chartered Accountants
FRN 015130N

Chanchal Singh
Partner
Membership No. 090835
UDIN: 22090835AMWDAG3738

Place: Ludhiana
Date: 30th May, 2022

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

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

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

(B) The Company is not having Intangible Assets, Accordingly paragraph 3(i)(a)(B) of the Order is not applicable.

(b) Property, plant and equipment have been physically verified by the management during the year at reasonable intervals and no material discrepancies were identified on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory which are held in dematerialized/physical form, has been verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification that were 10% or more in the aggregate for each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits, from banks or Financial Institutions on the basis of security of current assets.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships orany other parties during the year. During the year the company has granted loan, the detail is stated in sub-clause (a) below:

(a) A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has no subsidiary. Accordingly paragraph 3(iii)(a)(A) of the Order is not applicable.

B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loan to the parties other than subsidiaries as below:

Particular		Amount
Aggregate Amount during the year	Loan or Advances	398.30 Mn
Balance outstanding of loan as at balance sheet date	Loan or Advances	Nil

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the over dues of existing loans given to the same party

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 read with Section 186 and 186 of the Act, with respect to loans, investments, guarantees and security as applicable.

(v) The company has not accepted any deposits from the public, within the meaning of Section 73 to 76 or any other relevant provisions of the Act and Rules framed thereunder .We are informed that no order has been passed by the company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or other Tribunal.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) a) According to the information and explanations given to us and on the basis of our examination of the record of the Company, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax , Goods and Service tax , cess and any other statutory dues applicable to it. We are informed that the provisions of Sales Tax, service tax , Value Added Tax ,duty of Custom and duty of Excise are not applicable to the Company.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, Goods and Service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it were in arrears as at 31 March, 2022 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix) (a) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of loans or other borrowing or in the payment of Interest there on to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been utilized for long term purposes by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination 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 year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints, if any, received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit, if

any.

(xv)In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Company does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has incurred cash losses amounting to Rs.5.45 Lacs during the financial year covered by our audit, however the company has not incurred cash losses in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For C.S Arora & Associates
Chartered Accountants
FRN 015130N

Chanchal Singh
Partner
Membership No. 090835
UDIN: 22090835AMWDAG3738

Place: Ludhiana
Date: 30th May, 2022

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Prime Industries Ltd ('the Company') as of 31 March, 2022 in conjunction with our audit of the Ind AS 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 ('ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were 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 on financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For C.S Arora & Associates
Chartered Accountants
FRN 015130N

Chanchal Singh
Partner
Membership No. 090835
UDIN: 22090835AMWDAG3738

Place: Ludhiana
Date: 30th May, 2022

PRIME INDUSTRIES LIMITED

Balance Sheet as at 31st March, 2022

	Particulars	Note	As at 31st March,2022	As at 31st March,2021
	ASSETS			
1	**Non-current assets**			
(a)	Property, Plant & Equipments and Intangible assets	2	12,800	18,089
(b)	Investment Property		30,656,250	30,656,250
(c)	Financial assets			
	Investments	3	153,563,803	56,273,090
(d)	Deferred Tax Assets (Net)	4	83,938	72,461
(e)	Other non-current assets	5	1,194,204	577,747
	Total non-current assets		**185,510,995**	**87,597,637**
2	**Current assets**			
(a)	Inventories	6	6,082,136	10,219,136
(b)	Financial assets			
	Cash and cash equivalents	7	110,753,875	13,989,651
(c)	Other current assets	8	15,510,327	17,196,760
	Total current assets		**132,346,338**	**41,405,547**
	Total		**317,857,333**	**129,003,184**
	EQUITY AND LIABILITIES			
	Equity	9		
(a)	Equity share capital		78,633,500	78,633,500
(b)	Other equity		129,541,521	33,908,567
	Total equity		**208,175,021**	**112,542,067**
	Liabilities			
1	**Current liabilities**			
(a)	Financial liabilities			
	Short term borrowings	10	99,867,280	4,511,891
(b)	Other current liabilities	11	9,815,032	11,949,226
	Total current liabilities		**109,682,312**	**16,461,117**
	Total		**317,857,333**	**129,003,184**
	Summary of significant accounting policies	1		
	The accompanying notes are an integral par of the financial statements			
	As per our Report of even date			
	For C.S.Arora & Associates		**For and on behalf of the Board**	
	Chartered Accountants			
	Firm Registration Number 015130N			
			Rajinder Kumar Singhania	**Harjeet Singh Arora**
			Managing Director	**Director**
	(Chanchal Singh)		**DIN-00077540**	**DIN-00063176**
	Partner			
	Membership Number 090835			
	Place: Ludhiana,		**Alka Mishra**	**Rajesh Kumar Kakar**
	Date: 30/05/2022		**Company Secretary**	**Cheif Financial Officer**

PRIME INDUSTRIES LIMITED

Statement of Profit and Loss for the year ended 31st March, 2022

	Particulars	Note	For the year ended March 31, 2022	For the year ended March 31, 2021
	Revenue from operations	12	16,955,639	81,780,629
	Other income			
I.	Total income		16,955,639	81,780,629
II.	Expenses :			
	Cost of Land & securities sold	13	10,355,300	74,897,000
	Employee benefit expense	14	1,889,259	1,924,900
	Finance cost	15	4,166,435	2,337,935
	Depreciation and amortization expense	2	5,289	2,015
	Other expenses	16	2,117,586	933,613
	Total expenses		18,533,869	80,095,463
III.	Profit/Loss) before tax (I-II)		(1,578,230)	1,685,166
IV.	Tax expense:			
	Excess/Less Provision of earlier Years		91,006	-
	Deferred tax		(11,477)	(4,857)
	Total of tax expenses		79,529	(4,857)
V.	Profit/(Loss) for the period (III-IV)		(1,657,759)	1,690,023
VI.	*Other Comprehensive Income*			
A	Items that will not be reclassified to profit or loss			
	Remeasurement of the Shares		97,290,713	40,719,643
B	*Income tax relating to items that will not be reclassified to profit or loss*			
B	Items that will be reclassified to profit or loss			
	Income tax relating to items that will be reclassified to profit or loss			
VII.	Total Other Comprehensive Income (Net)		97,290,713	40,719,643
VII.	Total comprehensive income for the period (V+VI)		95,632,954	42,409,666
	Earnings per share (RS.)			
	Basic - Par value of Rs 5 per share		(0.106)	0.108
	Diluted - Par value of Rs 5 per share		(0.106)	0.108
	Summary of significant accounting policies	1		
	The accompanying notes are an integral par of the financial statements			
	As per our Report of even date			
	For C.S.Arora & Associates		For and on behalf of the Board	
	Chartered Accountants			
	Firm Registration Number 015130N			
			Rajinder Kumar Singhania	Harjeet Singh Arora
			Managing Director	Director
	(Chanchal Singh)		DIN-00077540	DIN-00063176
	Partner			
	Membership Number 090835			
	Place: Ludhiana,		Alka Mishra	Rajesh Kumar Kakar
	Date: 30/05/2022		Company Secretary	Cheif Financial Officer

PRIME INDUSTRIES LIMITED

Cash Flow Statement for the year ended 31st March, 2022

Particulars	As at 31st March,2022		As at 31st March,2021	
A. Cash flow from operating activities				
Net Profit/Loss() before tax and extraordinary items		(1,578,230)		1,685,166
Adjustments for:				
Depreciation and Loss on Sale of Fixed Assets	5,289		2,015	
Provision for Dimunition in Value of Investment				
Reversal of Revaluation Reserves				
Interest Paid	4,166,425		2,337,935	
		4,171,714		2,339,950
Operating profit before working capital changes		2,593,484		4,025,116
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	4,137,000		(359,800)	
Short-term loans and advances	-		2,603,523	
Other Current Assets	1,686,433		(12,644,182)	
Long-term loans and advances	(616,457)		(423,338)	
Adjustments for increase / (decrease) in operating liabilities:				
Short trm borrowing	95,355,389		4,511,891	
Other current liabilities	(2,134,194)		2,019,873	
Cash flow from extraordinary items		98,428,171		(4,292,033)
Cash generated from operations		101,021,655		(266,917)
Net income tax (paid) / refunds		(91,006)		
Net cash flow from operating activities (A)		100,930,649		(266,917)
B. Cash flow from investing activities				
Purchase of Investment		-		-
Sale of investment		-		-
Sale of Property		-		-
Net cash flow (used in) investing activities (B)		-		-
C. Cash flow from Financing activities				
Interest Paid		(4,166,425)		(2,337,935)
Net Increase/(decrease) in Cash and cash equivalents (A+B+C)		96,764,224		(2,604,852)
Cash and cash equivalents at the beginning of the year		13,989,651		16,594,503
Cash and cash equivalents at the end of the year		110,753,875		13,989,651

As per our Report of even date

For C.S.Arora & Associates
Chartered Accountants
Firm Registration Number 015130N

For and on behalf of the Board

Rajinder Kumar Singhania
Managing Director
DIN-00077540

Harjeet Singh Arora
Director
DIN-00063176

(Chanchal Singh)
Partner
Membership Number 090835
Place: Ludhiana,
Date: 30/05/2022

Alka Mishra
Company Secretary

Rajesh Kumar Kakar
Cheif Financial Officer

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note No.1

Significant Accounting Policies

A. Basis of Preparation

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) Notified under Section 133 of the Companies Act, 20139 ("ActT")the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (`Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The company has adopted Ind AS with April 1, 2017 as the transition date and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.
The financial statements are presented in Indian Rupees ("INR") and all values are rounded to the nearest lakhs, except otherwise indicated.

B. Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

C. Assets

On adoption of Ind AS the company retained the carrying value of all the fixed assets as recognized in financial statement as at the date of transition to Ind AS measured as per previous GAAP and used that as deemed cost as permitted by Ind AS 101.
Fixed assets are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The costs of acquisition including taxes, duties and other direct and indirect expenses incidental to acquisition and installation/construction.directly attributable to acquisition are capitalized until the property,
Depreciation on fixed assets is provided over the useful life of assets as specified in Schedule II to the Companies Act, 2013 except. Fixed assets which are added/ disposed off during the year, depreciation is provided on pro-rata basis with reference to the month of addition/deletion. The company depreciates fixed assets over their estimated useful lives using the straight-line method.

D. Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over useful lives on a straight-line basis, from the date that they are available for use.

E. Impairment of Assets

The company is making an assessment whether any indication exists that an asset has been impaired at the end of the year. If any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of accounts.

F. Investments

All the equity investments are measured at fair value in the balance sheet, with value changes recognised in the statement of profit and loss, except for those equity investments for which the entity has elected to present value changes in "other comprehensive income".

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognised in the statement of profit and loss.

G. Inventories

Inventories are valued at cost or net realizable value, whichever is lower.

H. Revenue Recognition

The company follows the mercantile system of accounting and recognizes profit or loss on that basis.

I. Employee Benefits

The Company has provided the provision for the gratuity and charges to revenue. Provident /Pension Fund are not applicable.

J. Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of such assets, up to the date when such assets are ready for intended use. Other borrowing costs are charged as expenditure in the year in which they are incurred. The capitalization of borrowing costs to be suspended during extended periods in which active developments will be interrupted.

K. Accounting for Taxes on

Current Tax

Current Tax is determined as the amount of tax payable in respect of taxable income for the period after considering tax allowances & exemptions as determined in accordance with the provisions of the Income Tax 1961.

Deferred Tax

Deferred income tax is recognized using the balance sheet approach.

Deferred tax assets and liabilities arising on account of timing difference and which are capable of reversal in subsequent periods, are recognized using the tax rates and tax laws that have been enacted or substantively enacted as on the Balance Sheet date. Deferred Tax Assets are recognized and carried forward only if there is a virtual certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

L. Provisions and Contingent Liabilities & Contingent Assets

Contingent liabilities, if material, are disclosed by way of notes, contingent assets are not recognized or disclosed in the financial statements, A provision is recognized when an enterprise has a present obligation as a result of past event(s} and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation(s}, in respect of which a reliable estimate can be made for the amount of obligation.

M. Earnings per share

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Ordinary shares outstanding during the year. Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of ordinary equity shares, for the effects of all dilutive potential Ordinary shares.

PRIME INDUSTRIES LIMITED

NOTE FORMING PART OF THE FINANCIAL STATEMENTS

Note 2 Property, Plant & Equipments and Intangible assets

Particulars	Computer	Furniture & Fixture	Office Equipments	Total
Gross carrying value:-				
As at April 01, 2021	66,500	721,993	1,660,678	2,449,171
Additions				
Disposals				
As at March 31, 2022	66,500	721,993	1,660,678	2,449,171
Depreciation:-				
As at April 01, 2021	63,175	707,354	1,660,553	2,431,082
Charge for the year		5,289	-	5,289
Disposals				
As at March 31, 2022	63,175	712,643	1,660,553	2,436,371
Net carrying value:-				
As at March 31, 2021	3,325	14,639	125	18,089
As at March 31, 2022	3,325	9,350	125	12,800

Note 3 Investments

Particulars	As at 31st March,2022	As at 31st March,2021
Investment in equity instruments (Quoted at Fair Value)		
1187196 Equity shares of Rs.5/-each fully paid up in Master Trust Ltd.	153,563,803.00	56,273,090
Total	**153,563,803.00**	**56,273,090**

Note 4 Deferred tax:

Particulars	As at 31st March,2022	As at 31st March,2021
Deferred tax		
Opening	72,461.00	67,604
Expenses Allowable on	12,256.00	5,526
Differnece in Carrying Amount of Fixed Assets	(779.00)	(669)
Closing	**83,938.00**	**72,461**

PRIME INDUSTRIES LIMITED

NOTE FORMING PART OF THE FINANCIAL STATEMENTS

Note 5 Other Non Current Assets

Particulars	As at 31st March,2022	As at 31st March,2021
Advance income tax (net of provision for tax)	1071664.00	455207
Security Deposit	122540.00	122,540
Total	**1,194,204.00**	**577,747**

Note 6 Inventories

Particulars	As at 31st March,2022	As at 31st March,2021
Stock-in-trade (acquired for trading)	6,082,136.00	10,219,136
Total	**6,082,136.00**	**10,219,136.00**

Note 7 Cash and cash equivalents

Particulars	As at 31st March,2022	As at 31st March,2021
Cash in hand	7,253.00	352
Cheques in hand(Net)	-	1,144,765
Balances with banks		
In current accounts	110,746,622.00	12,844,534
Total	**110,753,875.00**	**13,989,651**

Note 8 Other Current Assets

Particulars	As at 31st March,2022	As at 31st March,2021
Advance against land	14,750,000.00	14,750,000
Other Recoverable	760,327.00	2,446,760
Total	**15,510,327.00**	**17,196,760**

Note 9 Equity Share Capital

Particulars	As at 31st March,2022	As at 31st March,2021
Authorised		
16000000 Equity Share of Rs.5/- each as at 31st March 2022 and 31st March 2021)	80,000,000	80,000,000
Issued		
15800000 Equity Share of Rs.5/- each as at 31st March 2022 and 31st March 2021	79,000,000	79,000,000
Subscribed and Fully paid up		
15653400 Equity Share of Rs.5/- each as at 31st March 2022 and 31st March 2021	78,267,000.00	78,267,000
Forfeited Shares	366,500.00	366,500
Total	**78,633,500.00**	**78,633,500**

PRIME INDUSTRIES LIMITED

NOTE FORMING PART OF THE FINANCIAL STATEMENTS

9.1 Movements in Equity Share Capital

Reconcilation of the Equity Shares Outstanding

Particulars	As at 31st March,2022	As at 31st March,2021
Balance at the beginning of the reported period	78,633,500.00	78,633,500
Changes in the equity share capital during the year	-	-
Balance at the closing of the reported period	**78,633,500.00**	**78,633,500**

9.2 The Company has only one class of equity shares having a par value of Rs.5/- per share. Each share holder is eligible for one vote per share.

9.3 Detail of share holders Holding more than 5% shares

Name of the Share Holders	As at 31st March,2022		As at 31st March,2021	
	Number of Shares Held	%/ of Holding	Number of Shares Held	%/ of Holding
Rajinder Kumar Singhania	3,391,804	21.67	3,391,804	21.67
Harneesh Kaur Arora	2,656,400	16.97	2,656,400	16.97
Convexity solution and Advisors Private Ltd.	828,000	5.29	828,000	5.29
G.S Auto Leasing Ltd.	825,208	5.27	815,350	5.21
Shivlaik Securites Pvt. Ltd.	1,127,012	7.20	1,256,834	8.03
Saintco India Pvt. Ltd	1,000,000	6.39	1,000,000	6.39

PRIME INDUSTRIES LIMITED

NOTE FORMING PART OF THE FINANCIAL STATEMENTS

9.4 Shares held by promoters at the end of the year

Particulars	Equity Share Capital			Equity Share Capital		
	As at 31st March, 2022			As at 31st March, 2021		
	No.of Shares	% of holding	% Change during the year	No.of Shares	% of holding	% Change during the year
Rajinder Kumar Singhania	3,391,804	21.67	-	3,391,804	21.67	-
Harneesh Kaur Arora	2,656,400	16.97	-	2,656,400	16.97	-
Jashanjyot Singh Arora	450,000	2.87	-	450,000	2.87	-
Harjeet Singh Arora	133,902	0.86	-	133,902	0.86	-
Chirag Singhania	100,000	0.64	-	100,000	0.64	-
Puneet Singhania	100,000	0.64	-	100,000	0.64	-
ParveenSinghania	100,000	0.64	-	100,000	0.64	-
Saintco India Pvt. Ltd	1,000,000	6.39	-	1,000,000	6.39	-
Blue Circel Investments	319,300	2.04	-	319,300	2.04	-
Arora Financial Services Pvt. Ltd.	220,600	1.41	-	220,600	1.41	-
Singhanian Properties	161,000	1.03	-	161,000	1.03	-
Master Trust Ltd	107,276	0.69	(0.01)	109,600	0.70	-
Sanawar Investments	100,000	0.64	-	100,000	0.64	-
Crescent Investments	79,800	0.51	-	79,800	0.51	-
Total	8,920,082			8,922,406		

PRIME INDUSTRIES LIMITED

NOTE FORMING PART OF THE FINANCIAL STATEMENTS

(b) Other Equity

Particulars	Reserve & Surplus		Other Comprehensive	Total
	Capital Reserve	Retained Earnings		
Balance as at April 1, 2020	**9,249,500.00**	**(6,704,046.00)**	**(11,046,553.00)**	**(8,501,099.00)**
Profit for the year	-	1,690,023.00	-	1,690,023.00
Other comprehensive	-	-	40,719,643.00	40,719,643.00
Balance as at March 31, 2021	**9,249,500.00**	**(5,014,023.00)**	**29,673,090.00**	**33,908,567.00**
Profit for the year	-	(1,657,759.00)	-	(1,657,759.00)
Other comprehensive income for the year	-	-	97,290,713.00	97,290,713.00
Total comprehensive income for the year				
Balance as at March 31, 2022	**9,249,500.00**	**(6,671,782.00)**	**126,963,803.00**	**129,541,521.00**

Note 10 Short -Term Borrowings

Particulars	As at 31st March,2022	As at 31st March,2021
Loans and advance from related parties		
Unsecured	80,257,491.00	275,016
Other loans and advances		
Unsecured	19,609,789.00	4,236,875
Total	**99,867,280.00**	**4,511,891**

Note 11 Other Current Liabilities

Particulars	As at 31st March,2022	As at 31st March,2021
Statutory Dues	420,170.00	183,388
Other Liabilities	9,394,862.00	11,765,838
Total	**9,815,032.00**	**11,949,226**

PRIME INDUSTRIES LIMITED

NOTE FORMING PART OF THE FINANCIAL STATEMENTS

Note 12 Revenue from operations

Particulars	For the Year Ended 31st March,2022	For the Year Ended 31st March,2021
Income from Sale Purcahse of Securities/Land/Others	11,099,675.00	75,856,500
Interest Income	5,458,971.00	5,649,491
Other Income	396,993.00	274,638
Total	**16,955,639.00**	**81,780,629**

Note 13 Cost of Land & Securities

Particulars	For the Year Ended 31st March,2022	For the Year Ended 31st March,2021
Opening Stock	10,219,136.00	9,859,336
Add:-Purchases	6,218,300.00	75,256,800
	16,437,436.00	85,116,136
Less Closing Stock	-6,082,136.00	-10,219,136
Total	**10,355,300.00**	**74,897,000**

Note 14 Employee benefits expenses

Particulars	For the Year Ended 31st March,2022	For the Year Ended 31st March,2021
Salary,Wages , Other Allownses & Gratuity (Including Directors Remuration Rs.12/- Previous year Rs.12/-)	1,889,259.00	1,924,900
Total	**1,889,259.00**	**1,924,900.00**

Note 15 Finance costs

Particulars	For the Year Ended 31st March,2022	For the Year Ended 31st March,2021
Interest expense on:		
Borrowings	4,164,271.00	2,336,648
Other borrowing costs		
- Bank Charges	2,164.00	1,287
Total	**4,166,435.00**	**2,337,935**

PRIME INDUSTRIES LIMITED

NOTE FORMING PART OF THE FINANCIAL STATEMENTS

Note 16 Other expenses

Particulars	For the Year Ended 31st March,2022	For the Year Ended 31st March,2021
Travelling & Conveyance	6,000.00	10,000
Fee & Taxes	456,794.00	418,900
Legal & Professional Charges	130,900.00	5,900
Postage & Telegram,Telephone & Telex	169,616.00	183,125
Insurance Charges	9,074.00	9,608
Other General Exp	1,309,802.00	276,080
Payment to Auditors		
As auditors - statutory audit	29,400.00	25,000
For taxation matters	6,000.00	5,000
Total	**2,117,586.00**	**933,613.00**

17. Corporate Information

Prime Industries Limited (the Company) is a public company and is incorporated under the provisions of the Companies Act, applicable in India. Its shares are listed on the Bombay Stock Exchange. The registered office of the company is located at Master Chambers, 19, Feroze Gandhi Market Ludhiana, Punjab.

18. Contingent liabilities

(a) Balance of Sundry Debtors, creditors, loans & advances are subject to confirmation and reconciliation if any

(b) The Company has received notice from the Honorable High Court of Punjab & Haryana that sale tax department has filed an appeal against the order of tribunal by which demand of Rs.9001582 of VAT against the company was dismissed by tribunal related to assessment year2002-03. No provision has been made in books of accounts as in the opinion of the management the appeal is not maintainable.

(c) The Company is involved in other small legal proceedings for claims related to the ordinary course of its business. In respect of these claims, the company believes, theses claims do not constitute material litigation matters and with its meritorious defense the ultimate disposition of these matter will not have material adverse effect on its financial statements. In view of the management and the legal advice sought, no provision is required to be made in case litigation against/by the company. Therefore, provision for the same has not been provided in the books of accounts.

19. In the opinion of the Board, all the current assets, Loans & advances having the value on realization in the ordinary course of business at least equal to the amount at which they are stated except as expressly stated otherwise.

20. Sales of Securities, Land and Others includes sale securities of Rs.7199675/- (Previous Year Rs.75856500/-) and sale of Land Rs.3900000/-(Previous Year Rs.Nil/-). Other Income include Lease Rent Rs.2,35083/- (Previous Year Rs.274638/-) and Previous year Income Rs.161910/-(Previous Year Rs.Nil-)

21. Detail of Investments covered under the provision of Section 186 of the Act, are given in the note No.3 to the Financial Statement.

22. The company is primarily engaged in Real Estate and allied activities and there are no separate reportable segments as per Accounting Standard (AS) 17 on "Segment Reporting".

23. Disclosures relating to amounts unpaid as at the year end together with interest under the Micro, Small and Medium Enterprises Development Act, 2006 have been given to the extent company has received intimation from "suppliers"regarding their status under the said Act.

24. Related party transactions

As required by AS-18, Related Party Disclosures are given below:

Associates/Enterprises owned or significantly influenced by the key Management Persons or their Relatives	**Key Management Personnel and their Relatives**
Master Trust Limited	**KMP**
Master Capital Services Limited	Mr. Harjeet Singh Arora
Master Insurance Brokers Limited	Mr. R. K. Singhania
Master Commodity Services Limited	Mrs. Parveen Singhania
H.A. Share & Stock Brokers Limited	
Master Infrastructure & Real Estate Developers Limited	
Master Portfolio Services Limited	**Relatives of KMP**
Master Share & Stock Brokers Limited	Mr. Puneet Singhania
H.K Arora Real Estate Service Pvt. Limited	Mr. Jashanjyot Singh Arora
Big Build Real Estate Private Limited	Mr. Chirag Singhania
Amni Real Estate Private Limited	Mrs. Palka A Chopra
Matria Estate Developers Private Limited	Mrs. Priyanka Thukral
Gold Touch Agri Private Limited	Mrs. Rohila Singhania
Master Trust Wealth Private Limited	Mrs. Isha Singhania
Sanawar Investments	Mrs. Harneesh Kaur Arora
Singhania Properties	
Bluecircle Investments	
Crescent Investments	
Saintco India Private Limited	
Eminent Buildwell Private Limited	
Master Projects Private Limited	
Sanawar Agri Private Limited	
Irage Mastertrust Investment Managers LLP	
R. K. Singhania HUF	
Puneet Singhania HUF	
Harjeet Singh Arora HUF	

Transactions with related parties

Rs. in Lacs

Particulars	Associates	KMP	Relatives of KMP	Total
Interest Earned	5458971 (5056712)	- -	- -	5458971 (5056712)
Interest Paid	641598 (305406)	-	-	641598 (305406)
Purchase	- (67413500)	-	-	- (67413500)
Sale	- (70409000)	-	-	- (70409000)
Director Remuneration		12 (12)		12 (12)
Balances outstanding at the end of the year				
Loan & Advances Given	- (-)	- -	- -	- (-)
Loan & Advances Taken	80257490 (275016)	-	-	80257490 (275016)

25. Deferred tax (Assets)

Particulars	As at 31 March, 2022	As at 31 March, 2021
Opening Balance	72,461	67,604
Tax effect of items constituting deferred tax Assets		
Expenses Allowable on Payment Basis	12,256	5,526
Difference in Carrying Amount of Fixed Assets	(779)	(669)
Net deferred tax (Assets)	83,938	72,461

26. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/disclosure.

As per our Report of even date

For C.S.Arora & Associates
Chartered Accountants
Firm Registration Number 015130N

For and on behalf of the Board

(Chanchal Singh)
Partner
Membership Number 090835

(Rajinder Kumar Singhania)
Managing Director
DIN – 00077540

(Harjeet Singh Arora)
Director
DIN – 00063176

Place: Ludhiana,
Date: 30/05/2022

Alka Mishra
Company Secretary

Rajesh Kumar Kakar
Cheif Financial Officer