

31st

ANNUAL REPORT

2022-2023



PRIME INDUSTRIES LIMITED

BOARD OF DIRECTORS

Mr. Rajinder Kumar Singhania (DIN: 00077540)
 Mr. Harjeet Singh Arora (DIN: 00063176)
 Mrs. Parveen Singhania (DIN: 00112932)
 Mr. Ashwani Kumar (DIN: 00030307)
 Mr. Rajiv Kalra (DIN: 07143336)
 Mr. Anil Bhatia (DIN: 07143336)

Managing Director
 Non-Executive Director
 Non-Executive Director (Women Director)
 Non Executive Independent Director
 Non Executive Independent Director
 Non Executive Independent Director

COMPANY SECRETARY

Ms. Alka Mishra (upto 12.05.2023)
 Ms. Shruti Sood (w.e.f 23.05.2023)

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 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: 0161-5053500
 Email: prime_indust@yahoo.com

BANKERS

Bank of Baroda
 Pakhowal Road,
 Ludhiana

HDFC Bank Ltd
 Mall Road,
 Ludhiana

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PRIME INDUSTRIES LIMITED

CIN: L15490PB1992PLC012662

Regd. Office: Master Chamber, 19, Feroze Gandhi Market, Ludhiana-141001, Punjab

[Website: www.primeindustrieslimited.com/]

[E-Mail: prime_indust@yahoo.com] [Tel No: 0161-5043500]

31ST ANNUAL GENERAL MEETING NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of the Company will be held on Monday, 25th day of September 2023, at 11.00 A.M. at Master Chambers, 19, Feroze Gandhi Market, Ludhiana – 141001, Punjab, to transact the following business:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDING 31ST MARCH, 2023 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON.**
2. **TO APPOINT A DIRECTOR IN PLACE OF MR. HARJEET SINGH ARORA (DIN: 00063176), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

SPECIAL BUSINESS:

3. **APPROVAL OF RELATED PARTY TRANSACTIONS**

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

“RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and of the Rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby given to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties for availing and/or rendering of any services for the financial year 2023-2024, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to file the necessary forms to ROC and disclose to Stock exchange and to do all acts, deeds and things necessary and expedient to giving effect to this resolution.”

4. **TO CONSIDER AND APPROVE APPOINTMENT OF MS. RITU SARIN (DIN: 02503754) AS AN WOMEN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Rule 3 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other rule made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1) (b), 17 (1) (c) and any other applicable regulations of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 as amended from time to time, Pursuant to recommendation of Nomination and

Remuneration Committee and the Board of Directors of the Company in their meeting held on **10th August, 2023** to appoint **Ms. Ritu Sarin (DIN : 02503754)** as an Additional Director (Woman Independent Director) under section 161 of the Companies Act, 2013 and who has submitted a declaration that, she meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby Regularize/appointed as an Women Independent Director of the Company with the consent of members of the Company for the first term of five (5) years w.e.f. **10th August, 2023 to 09th August, 2028**, not being liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to file the necessary forms to ROC and disclose to Stock exchange and to do all acts, deeds and things necessary and expedient to giving effect to this resolution.”

5. TO CONSIDER AND APPROVE APPOINTMENT OF MR. DEEPAK CHAUHAN (DIN: 10263588) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification, if any, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other rule made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1) (b), 17 (1) (c) and any other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Pursuant to recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on **10th August, 2023** to appoint **Mr. Deepak Chauhan (DIN: 10263588)** as an Additional Director (Independent) under section 161 of the Companies Act, 2013 and who has submitted a declaration that, he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby Regularize/appointed as an Independent Director of the Company with the consent of members of the Company for the first term of five (5) years w.e.f. **10th August, 2023 to 09th August, 2028**, not being liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to file the necessary forms to ROC and disclose to Stock exchange and to do all acts, deeds and things necessary and expedient to giving effect to this resolution.”

6. TO CONSIDER AND APPROVE APPOINTMENT OF MR. SAKET AGARWAL (DIN: 00203084) AS AN NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], **Mr. Saket Agarwal (DIN: 00203084)**, who was appointed Pursuant to recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on **10th August, 2023** as an Additional Director (Non-Executive and Non-Independent Director) of the Company, under section 161 of the Companies Act, 2013, be Regularize/appointed with the consent of the members of the Company as a Non-Executive and Non-Independent Director of the Company w.e.f. **10th August, 2023**, liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to file the necessary forms to ROC and disclose to Stock exchange and to do all acts, deeds and things necessary and expedient to giving effect to this resolution.”

7. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special

Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and considering the earlier approved sub-division of the shares, by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing ₹ 11,00,00,000 (Rupees Eleven crore) divided into 2,20,00,000 (Two crore twenty Lakhs) Equity Shares of ₹ 5 /- each to ₹ 20,00,00,000 (Rupees Twenty Crore only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹ 5 /- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

“V. The Authorized Share Capital of the Company is ₹ 20,00,00,000 (Rupees Twenty Crore only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹ 5 /- each (Rupees Five only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

Place: Ludhiana
Date: 10.08.2023

By order of the Board
For Prime Industries Limited

Regd. Office: Master Chambers, 19,
Feroze Gandhi Market,
Ludhiana - 141001, Punjab

Sd/-
(Rajinder Kumar Singhania)
Managing Director
DIN - 00077540

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxy form, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business under Item No. 3 to Item No. 7 to be transacted at the Meeting, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from, 22nd September, 2023 to 25th September, 2023 (both days inclusive) for the purpose of Annual General Meeting.
4. **Since, the Company's shares are in compulsory demat trading, to ensure better services, and elimination of risk of holding shares in physical form, we request our shareholders holding shares in physical form to dematerialize their shares at the earliest.**

5. Members are hereby informed that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read together with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has mandated for furnishing / updating PAN, KYC details (Address, Mobil No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company. Therefore, you are requested to fill the form ISR-1, ISR-2, ISR-3, Form No. SH-13 and Form No. SH-14 (As applicable) annexed with this Notice and Directors Report and send back to us.
6. Members holding shares in dematerialized form are requested to notify change in address/bank account, if any, to their respective Depository Participants (DPs). Members must quote their Folio Number/ De-mat Account No. (Client Id) in all correspondence with the Company and/or R&T Agent. The Company, in case of dematerialized shares, will not entertain any direct request from such members for change of address, transportation of names, deletion of name of deceased joint holder and change in the bank account details.
7. Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of the meeting.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days during office hours up to the date of the Annual General Meeting.
9. Nomination facility is available to the members in respect of shares held by them. Members holding Shares in physical form may obtain the nomination forms from the Company's Registrar and Share Transfer Agent. Members holding Shares in electronic form may obtain the nomination form from their respective Depository Participants.
10. A remote e-voting facility for the members shall also be provided in terms of section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of the SEB (Listing Obligations & Disclosure Requirements) Regulations, 2015. The facility for voting through ballot paper shall also be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
11. M/s Bhambri & Associates, company secretary in practice in Ludhiana, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent matter (including ballot forms, if any). The Scrutinizer shall within two working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favor or against, if any, forthwith to the Management of the Company.
12. The Results shall be declared within two working days from the conclusion of the AGM. The results declared along with the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.primeindustrieslimited.com and on the website of CDSL and communicated to the Stock Exchanges.
13. Electronic copy of the notice along with the Annual Report is being sent to all members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same.
14. **The Instructions For Members For Remote E-Voting Are As Under:-**

The remote e-voting period begins on 21st September, 2023 at 10:00 A.M. and ends on 24th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September, 2023.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ul style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information

	<p>provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>4) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service</p>

	provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this

password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; prime_indust@yahoo.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

15. The Scrutinizer, appointed by the Board of Directors to scrutinize the e-voting process in a fair and transparent manner, shall within a period of not exceeding two (2) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Management of the Company.
16. The Results shall be declared within 2 days of Annual General Meeting of the Company. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.primeindustrieslimited.com and communicated to the BSE Limited.
17. Pursuant to Rule 18 of the Companies (Management and Administration) Rules, 2014, your Company is allowed to send the Notice of General Meetings through electronic mode to their Members. The Members are requested to support this initiative of paperless compliance by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with Registrar & Transfer Agent-Skyline Financial Services (P) Ltd, New Delhi by sending an E-mail to admin@skylinerta.com or with the Company at secretarial@mastertrust.co.in (in case of shares held in physical form).
18. The Notice & Annual Report of the Company circulated to the members, will also be made available on the Company's website at www.primeindustrieslimited.com
19. Information required to be provided under the of SEBI (LODR) Regulations, 2015, regarding the Directors who are proposed to be appointed/ re-appointed is as below:-

Appointments

Name of the Director	Ms. Ritu Sarin (Women Independent Director)	Mr. Deepak Chauhan (Independent Director)	Mr. Saket Agarwal (Non-executive & Non-Independent)
DIN	02503754	10263588	00203084
Date of Appointment on the Board	10th August, 2023	10th August, 2023	10th August, 2023
Age (years)	42 Years	38 Years	50 Years
Qualification	<ul style="list-style-type: none"> - C.A. - Registered Valuer (IBBI) - L.L.B - B.Com (H) 	<ul style="list-style-type: none"> - CA - B.com 	- B.A. (Qualified in year 1993)
nature of expertise in specific functional areas	Chartered Accountant having more than 14 years of post-qualification experience in Direct Taxes including Corporate and Transaction Tax, Transfer Pricing, Transaction Advisory and Valuation matters.	More than 10 years in manufacturing industry in taxation, accounts and finance	More than 30 years experience in Trading and Distribution in Steel Sector.

A brief resume of the director	Name: Ms. Ritu Sarin Qualifications: C.A., Registered Valuer (IBBI), L.L.B, B.Com (H) Experience: more than 14 years of post-qualification experience in Direct Taxes including Corporate and Transaction Tax, Transfer Pricing, Transaction Advisory and Valuation matters. Occupation: Ms. Ritu Sarin is a Partner at M/S SGR Associates LLP, Chartered Accountants, New Delhi since 2013.	Name: Mr. Deepak Chauhan Qualification: CA, B.com Experience: 10+years in manufacturing industry in taxation, accounts and finance. Occupation: Professional	Name: Mr. Saket Agarwal Qualification: Bachelors of Arts (Qualified in Year 1993) Experience: More than 30 years experience in Trading and Distribution in Steel Sector. Occupation: Businessman
Names of listed entities in which the person also holds the directorship	Nil	Nil	Nil
Names of listed entities in which the person also holds the membership of Committees of the board	Nil	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil	Apollo Pipes Limited
Shareholding of non-executive directors (including shareholding as a beneficial owner)	Nil	Nil	Nil
Relationship with other Director(s)	None	None	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Qualifications: C.A., Registered Valuer (IBBI), L.L.B, B.Com (H) Experience: more than 14 years of post-qualification experience in Direct Taxes including Corporate and Transaction Tax, Transfer Pricing, Transaction Advisory and Valuation matters.	Qualification: CA, B.com Experience: 10+years in manufacturing industry in taxation, accounts and finance. Occupation: Professional	Qualification: Bachelors of Arts (Qualified in Year 1993) Experience: More than 30 years experience in Trading and Distribution in Steel Sector. Occupation: Businessman

Re-Appointment

Name of the Director	Mr. Harjeet Singh Arora (Non-Executive, Non-Independent Director)
DIN	00063176
Date of Appointment on the Board	19-10-1992
Age (years)	70 Years
Qualification	FCA, FCS
Nature of expertise in specific functional areas	Wide experience of more than 35 years working in the field of more than 35 years working in the field of Corporate & Business Strategy, Capital Market, Investment & Finance, Mergers & Amalgamations.
A brief resume of the director	Name: Mr. Harjeet Singh Arora Qualifications: FCA, FCS Experience: more than 35 years working in the field of Corporate & Business Strategy, Capital Market, Investment & Finance, Mergers & Amalgamations. Occupation: Business
Names of listed entities in which the person also holds the directorship	Master Trust Limited
Names of listed entities in which the person also holds the membership of Committees of the board	Master Trust Limited
Listed entities from which the person has resigned in the past three years	Nil
Shareholding of non-executive directors (including shareholding as a beneficial owner)	133902 (0.86%)
Relationship with other Director(s)	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT TO THE NOTICE

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement regarding **SPECIAL BUSINESS**:

Item No.3

Section 188 of the Companies Act, 2013 as amended from time to time, requires the approval of the members by way of a prior Ordinary resolution for specified transactions beyond threshold limits with Related Parties.

Further, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that all material related party transactions to require approval of the shareholders through special resolution. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 defines a transaction with a related party to be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover the company as per the last audited financial statements of the company.

Your Company from time to time renders and avails various services which may also include credit facilities from/to such Related Parties. Since, the transaction value for such services may exceed the prescribed threshold limits as prescribed under Sec 188 of the Act and the Rules made thereunder, therefore, as a matter of abundant precaution, the proposal is being put before the members of the Company for their approval. All the RPT will be on ordinary course of business under at arm's length price.

None of directors or their relatives, except directors having common directorship in related parties companies, is concerned or interested financially or otherwise, in passing the resolution set out at item no. 3.

The Board recommends these Ordinary Resolutions for your approval.

Item No.4

Ms. Ritu Sarin (DIN: 02503754), aged 42 years, has been recommended by the Board of Directors of the Company as an Additional Director (Women Independent director) of the Company w.e.f. 10th August, 2023.

Ms. Ritu Sarin (DIN: 02503754), has more than 14 years of vast post-qualification experience work experience in field of having in Direct Taxes including Corporate and Transaction Tax, Transfer Pricing, Transaction Advisory and Valuation matters. She is currently working as a Partner at M/S SGR Associates LLP, Chartered Accountants, New Delhi since 2013.

In the opinion of the Board of Directors, She possesses integrity, expertise and experience and fulfils the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and She is independent of the management of the Company. She holds valid registration certificate with the Databank of Independent Directors.

Further **Ms. Ritu Sarin (DIN: 02503754)**, meets the criteria of Independence laid down in section 149 of the Companies Act, 2013 and have furnished a declaration to the Company in this respect.

Accordingly, after taking into account recommendation of the Nomination and Remuneration Committee and the Board and considering the qualifications and independence, the Board of Directors of the Company, considers that her association would be of immense beneficial for the Company. The Board recommends the Special Resolution as set forth in item no. 4 of the Notice of 31st Annual General Meeting for the appointment of **Ms. Ritu Sarin (DIN: 02503754)**, as a Women Independent Director for a period of 5 years w.e.f. 10th August, 2023 to 09th August, 2028 for the approval of members of the Company.

Except Appointee herself none of the Directors and Key Managerial Personnel of the Company and their relatives is

concerned or interested, financially or otherwise, in the said resolutions. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item no. 5

Mr. Deepak Chauhan (DIN: 10263588), aged 38 years, has been recommended by the Board of Directors of the Company as an Additional Director (Independent director) of the Company w.e.f. 10th August, 2023 .

Mr. Deepak Chauhan (DIN: 10263588) has vast work experience of more than 10 years in manufacturing industry in taxation, accounts and finance. He is Qualified Chartered Accountant.

In the opinion of the Board of Directors, He possesses integrity, expertise and experience and fulfils the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and he is independent of the management of the Company. She holds valid registration certificate with the Databank of Independent Directors.

Further **Mr. Deepak Chauhan (DIN: 10263588)**, meets the criteria of Independence laid down in section 149 of the Companies Act, 2013 and have furnished a declaration to the Company in this respect.

Accordingly, after taking into account recommendation of the Nomination and Remuneration Committee and the Board and considering the qualifications and independence, the Board of Directors of the Company, considers that his association would be of immense beneficial for the Company. The Board recommends the Special Resolution as set forth in item no. 5 of the Notice of 31st Annual General Meeting for the appointment of **Mr. Deepak Chauhan (DIN: 10263588)**, as a Independent Director for a period of 5 years w.e.f. 10th August, 2023 to 09th August, 2028 for the approval of members of the Company.

Except Appointee himself none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolutions. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item no. 6

Mr. Saket Agarwal (DIN: 00203084), aged 50 years, has been recommended by the Board of Directors of the Company as an Additional Director (Non-Executive and Non-Independent director) of the Company w.e.f. 10th August, 2023.

Mr. Saket Agarwal (DIN: 00203084) is a Graduate as Bachelors of Arts and has vast work experience of more than 30 years experience in Trading and Distribution in Steel Sector. He is a businessman.

Accordingly, the Nomination and Remuneration Committee recommend to the Board and the Board has approved the appointment of **Mr. Saket Agarwal (DIN: 00203084)** as a Non-Executive and Non-Independent director w.e.f. 10th August, 2023 subject to approval of shareholders of the Company.

Considering the qualifications, positive attributes and expertise, the Board of Directors of the Company, considers that his association would be of immense beneficial for the Company. The Board recommends the Special Resolution set forth in item no. 6 of the Notice of Annual General Meeting for the approval of members.

Except Appointee himself none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolutions. The Board recommends the Special Resolution set out at Item No. 6 of the Notice of 31st Annual General Meeting for appointment of **Mr. Saket Agarwal (DIN: 00203084)** as a Non-Executive and Non-Independent director w.e.f. 10th August, 2023 for the approval by the Members.

Item no. 7

The present Authorised Share Capital of the Company is ₹ 11,00,00,000 (Rupees Eleven crore) divided into 2,20,00,000 (Two crore twenty Lakhs) Equity Shares of ₹ 5 /- each and Paid up Share Capital of the Company is ₹ 7,82,67,000 /- (Rupees seven crore eighty two lakhs sixty seven thousand) comprising of 1,56,53,400 (one crore fifty six lakhs fifty three thousand four hundred) Equity Shares of ₹ 5 /- each.

In this regard, the Board, at the meeting held on 10th August, 2023, has accorded its approval for increasing the Authorised Share Capital from ₹ 11,00,00,000 (Rupees Eleven crore) divided into 2,20,00,000 (Two crore twenty Lakhs) Equity Shares of ₹ 5 /- each to ₹ 20,00,00,000 (Rupees Twenty Crore) divided into 4,00,00,000 (four Crore) equity shares of ₹ 5 /- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Capital clause Memorandum of Association and Articles of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 7 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association and Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolutions.

Place: Ludhiana

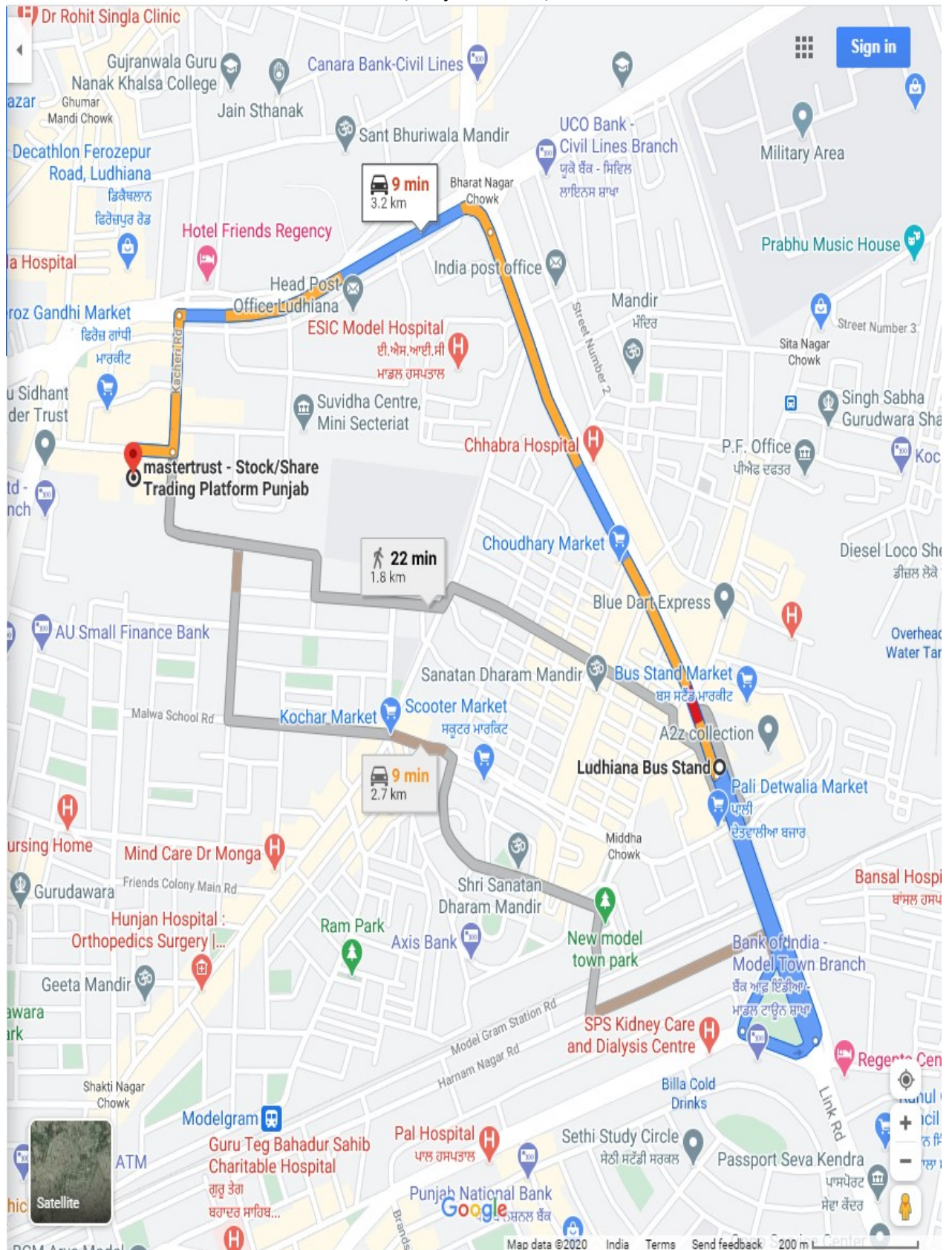
Date: 10.08.2023

**Regd. Office: Master Chambers, 19,
Feroze Gandhi Market, Ludhiana - 141001, Punjab**

**By order of the Board
For Prime Industries Limited**

**Sd/-
(Rajinder Kumar Singhania)
Managing Director
DIN - 00077540**

Route map for reaching Building of the Place of AGM i.e. Master Chambers, SCO 19, Feroze Gandhi Market, Ludhiana – 141001, Punjab from ISBT, Ludhiana.



INTIMATION TO THE PHYSICAL SHAREHOLDERS

Dear Shareholder,

Sub : Mandatory furnishing / updating of PAN, KYC details and Nomination by holders of physical securities (Equity Shares)

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated for furnishing / updating PAN, KYC details (Address, Mobil No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company. Therefore, you are requested to note the following and provide the desired information:

PAN
Nomination
Contact Details
Bank Account details
Specimen Signature

Investors shall submit form ISR-1 for updating PAN and other KYC details.

In case of mismatch of signature or no signature with RTA, the investor shall furnish original cancelled cheque and banker's attestation of the signature as per form ISR-2. We suggest that you should send Form ISR-2 duly attested by the bank, since your signature with our record is very old and may differ with present signature.

Investors shall mandatorily register nominations with RTA and use form SH-13 and SH-14 for declaration of nomination and change in nomination respectively. However, in case investor wants to opt-out of nomination, form ISR-3 shall be filed.

Investors are requested to ensure the above details are updated with RTA at the earliest as the folios for which the above details are not available shall be frozen.

Form	Description
Form ISR-1	Request for Registering PAN, KYC Details Or Changes / Updating Thereof (enclosed)
Form ISR-2	Confirmation of Signature of securities holder by the Banker (enclosed)
Form ISR-3	Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies (enclosed)
SH-13	Declaration of Nomination (enclosed)
SH-14	Change of Nomination (enclosed)

You can also download the forms from website of our RTA www.skylinerta.com

For Prime Industries Limited

Shruti Sood
Company Secretary and Compliance Officer

Proxy form

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

Name of the member (s) :

E-mail Id :

Registered address:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of Prime Industries Limited, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him/her

2. Name:

Address:

E-mail Id:

Signature:....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the company, to be held on Monday, the 25th day of September, 2023 at 11.00 A.M. at Master Chambers, 19, Feroze Gandhi Market, Ludhiana – 141001, Punjab, and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Item No.	Resolution Type	Description	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	Ordinary	Adoption of the audited Financial Statements for the year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.		
2.	Ordinary	To Appoint a Director in Place of Mr. Harjeet Singh Arora (Din: 00063176), Who Retires by Rotation in Terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for Re-Appointment.		
3.	Ordinary	Approval of Related Party Transactions.		
4.	Special	To Consider And Approve Appointment of Ms. Ritu Sarin (DIN: 02503754) as an Women Independent Director of the Company.		
5.	Special	To Consider and approve appointment of Mr. Deepak Chauhan (DIN: 10263588) as an Independent Director of the Company.		
6.	Special	To Consider and Approve Appointment of Mr. Saket Agarwal (DIN: 00203084) as an Non-Executive Non-Independent Director of the Company.		
7.	Special	Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company		

Signed this..... day of.....2023

Signature of shareholder

Signature of Proxy holder(s)

Revenue Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- The member has the option of indicating the manner in which the vote be cast. This is only optional. If the member leaves the 'For' or 'Against' column blank against any or all the resolutions, the Proxy will be entitled to vote in the manner as he/she thinks appropriate.

ATTENDANCE SLIP

(Please complete and hand it over at the entrance of the meeting hall.)
(Only Members or their Proxies are entitled to be present at the Meeting)

Folio No. _____

Client ID/DPID* _____

Name of Shareholder/Joint Shareholder/Proxy _____

Address _____

No. of Shares held _____

I/We hereby record my/our presence at the 31st Annual General Meeting held on Monday, the 25th day of September 2023, at 11.00 A.M. at Master Chamber, 19, Feroze Gandhi Market, Ludhiana-141001, Punjab.

SIGNATURE OF THE MEMBER(S)/PROXY(S) PRESENT

*Applicable to investors holding shares in electronic form only

BALLOT FORM

(To be returned to Scrutinizer appointed by Prime Industries Limited)

1. Name(s) of Member(s):

(including joint-holders, if any) _____

2. Registered Folio No. / :

DPID No. / Client ID No.* _____

(*Applicable to Members holding shares in dematerialized form)

3. I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) / Special Resolution(s) as specified in the Notice dated **10.08.2023** to be passed through Ballot for the business stated in the said Notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

Item No.	Resolution Type	Description	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	Ordinary	Adoption of the audited Financial Statements for the year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.		
2.	Ordinary	To Appoint a Director in Place of Mr. Harjeet Singh Arora (Din: 00063176), Who Retires by Rotation in Terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for Re-Appointment.		
3.	Ordinary	Approval of Related Party Transactions.		
4.	Special	To Consider And Approve Appointment of Ms. Ritu Sarin (DIN: 02503754) as an Women Independent Director of the Company.		
5.	Special	To Consider and approve appointment of Mr. Deepak Chauhan (DIN: 10263588) as an Independent Director of the Company.		
6.	Special	To Consider and Approve Appointment of Mr. Saket Agarwal (DIN: 00203084) as an Non-Executive Non-Independent Director of the Company.		
7.	Special	Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company		

Place:

Date:

Signature of Member / Beneficial Owner

E-Mail _____

Tel. No. _____

Management Discussion & Business Analysis

Our company in order to optimize resources is undergoing a strategic transformation, primarily focusing on the dynamic capital goods segment. Our first step in this direction is acquiring a stake in Kay Bovet engineering limited, marking our entry into the capital goods industry. Recognizing the capital goods sector's significance, especially in India's goal to become an 8 trillion-dollar economy, we see promising opportunities ahead. This industry also plays a vital role in the defense domain. With this in mind, we are enthusiastic about our prospects in this segment and are actively seeking acquisitions that align with our strategic direction.

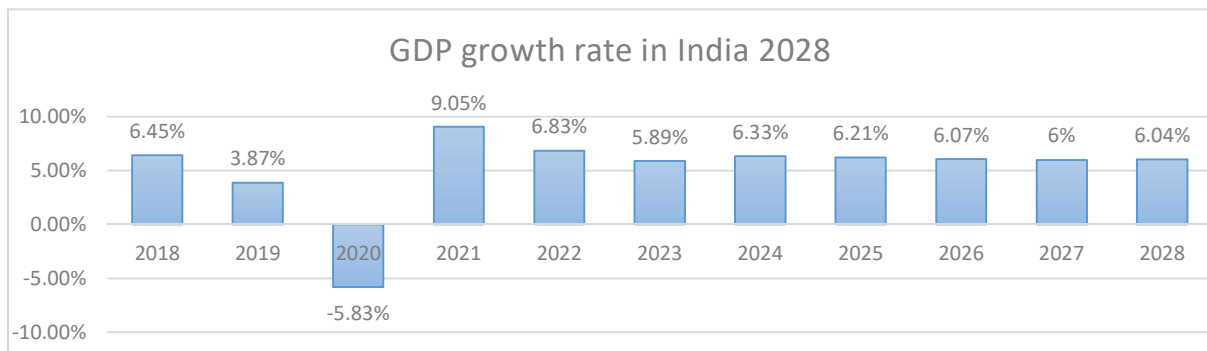
As we embark on this ambitious journey, we are also restructuring our management and board to align with our transformative goals. This restructuring aims supports innovation, growth, and strategic partnerships.

Indian Economy

The Indian economy holds the position of the fifth-largest in the world by nominal GDP and the third-largest based on purchasing power parity (PPP). It operates as a mixed economy, characterized by a significant public sector and a steadily expanding private sector. Notably, India's economic growth has been noteworthy, maintaining an average of 7% GDP growth annually.

In the recent financial year 2022-23 (FY23), the Indian economy experienced a remarkable 8.7% growth, marking the highest rate in the past four years. The growth in GDP was broad-based, spanning various sectors. Private investment took a prominent role in driving this growth, surging by 26.2% due to increased spending on capital goods. Concurrently, private consumption expenditure grew by 7.5%, primarily buoyed by escalating rural demand. During FY23, the country experienced a noteworthy surge in exports, which grew by 24.4%.

Overall, the Indian economy's recent growth trajectory has been marked by notable achievements and challenges, as reflected in its various economic indicators.



Capital Goods Sector

The capital goods sector plays a pivotal role in India's economic growth, contributing 12% to its manufacturing output and 1.8% to GDP. This sector's market size was estimated at US\$ 92 billion in 2019, projected to reach US\$ 115.17 billion by 2025.

Government-led infrastructure initiatives, aimed at projects spanning highways, railways, and power plants, are elevating demand for construction and heavy machinery. The "Make in India" campaign's impetus on local manufacturing is fostering a conducive environment, amplifying capital goods production prospects. Investments in renewable energy, particularly solar and wind power, are generating heightened demand for equipment such as solar panels and turbines.

Simultaneously, the modernization of the defense sector is paving the way for supplying advanced defense equipment. India's competitive cost structure and skilled workforce further enable robust exports, particularly to emerging economies. Innovation driven by research and development efforts is bolstering efficiency, technological advancements, and environmental sustainability across these sectors, fuelling the overall growth trajectory of the capital goods industry.

The Indian government plays a proactive role in fostering capital goods sector growth through diverse initiatives. These encompass financial aid, export support, R&D investments, streamlined regulations, and public-private

partnerships. Programs like TUFs and MLI provide incentives to manufacturers, while TDB and NMCC boost innovation and competitiveness. Simplified regulations, including GST and single-window clearance, enhance business ease. Export promotion schemes like EPCG aid global market presence. Public-private partnerships stimulate investment and expertise sharing, enhancing sectoral expansion.

Defense and Space industries

The defense and space sectors in India hold immense significance within the country's economy, contributing substantially to GDP, employment, and technological innovation. Here's a breakdown of these sectors:

Defense Industry:

The defense budget for 2022 was approximately ₹4.78 lakh crore (equivalent to ₹5.6 trillion or US\$70 billion in 2023). The government stands as the primary customer for defense products, while a growing private sector market is also emerging.

- **Manufacturing and Production:** The defense manufacturing sector in India is robust, encompassing public and private entities engaged in producing equipment, weapons, and ammunition.
- **Imports and Exports:** India, historically a significant defense equipment importer, aims to curtail imports by promoting local production and fostering foreign partnerships.
- **Defense Budget:** The 2021-22 budget amounted to around USD 65 billion (INR 4.78 lakh crore), positioning India as a major global defense spender.

Space Industry:

India's space industry is experiencing rapid growth. In 2022, the country launched 104 satellites, setting a record for the most satellites launched in a single year. The Indian Space Research Organisation (ISRO) is the leading space agency, complemented by various private space companies.

ISRO has achieved significant milestones in space research, including satellite launches, lunar missions (Chandrayaan-1, -2), Mars Orbiter Mission, and commercial launch services. India boasts strong capabilities in satellite communication and operates a satellite constellation. ISRO's IRS remote sensing satellites are instrumental in applications like agriculture, disaster management, urban planning, and weather forecasting. India excels in satellite launch vehicles like PSLV and GSLV, both successfully launching satellites into space. The development of GSLV-Mk III strengthens India's capacity for heavy satellite launches. ISRO actively engages in global collaborations, participating in joint space missions, technology sharing, and satellite launches. Commercial agreements on global level solidify India's reputation as a reliable player in the global space industry. In conclusion, India's defense and space sectors are pivotal for national security, technological progress, and strategic capabilities. The space industry, led by ISRO, has achieved remarkable feats in space research, satellite communication, and remote sensing.

Nuclear industry

The nuclear industry holds a prominent position in India's energy landscape, contributing significantly to its energy mix with nuclear power accounting for approximately 3% of total electricity generation. Presently, India has 22 operational nuclear power reactors, collectively generating 6,780 megawatts (MW) of electricity. The Indian government has an ambitious goal of increasing nuclear power's share to 25% by 2050.

The Indian nuclear industry offers several advantages, including its low carbon emissions which help reduce the overall carbon footprint. It ensures a reliable energy supply to meet the demands of the growing economy and benefits from a robust nuclear science and technology expertise, fostering industry advancement. The government has set an ambitious target to achieve a nuclear power capacity of 22,480 MW by 2031.

In conclusion, India's nuclear industry plays a vital role in its energy sector, offering the benefits of low carbon emissions and stable energy supply. The government is taking proactive steps to promote the industry's growth and intends to expand its nuclear power capacity to meet future energy demands.

Cryogenics sector

The cryogenics sector in India is burgeoning, driven by significant potential and existing strengths. India hosts

premier research institutions and companies dedicated to cryogenic advancements, with ISRO, the Indian Space Research Organisation, taking a leading role. ISRO has pioneered indigenous cryogenic technologies, including engines propelling the GSLV Mk III launch vehicle. Government support is evident through initiatives like the National Cryogenic Centre (NCC), fostering research and development:

India excels in cryogenic technology, focusing on superconductivity and cooling systems. Leading institutions like BARC and NPL are pioneers, advancing cryogenic materials and applications. Cryogenics are pivotal in space and defense sectors. ISRO's GSLV Mk III integrates efficient cryogenic engines for space missions. Emerging fields like cryopreservation, freezing biological samples, also progress. Facilities, liquid helium production, and cooling system testing centres support technology advancements. Cryogenic tech finds increasing demand in space exploration, medical research, and food preservation.

In conclusion, India's cryogenics sector advances due to research prowess and government backing. Applications span space, defense, medical, and industrial sectors. Overcoming challenges and leveraging opportunities will harness cryogenic technology's full potential.

DIRECTOR'S REPORT

To,
The Members,

The Directors of “**Prime Industries Limited**” (PIL) have great pleasure in presenting the **31st Annual Report** of the company together with the audited statements of accounts for the financial year ended 31st March, 2023 along with report of the Statutory Auditors thereon.

1. Financial Highlights

The summary of financial results of the Company for the period ended 31st March, 2023 is as under:

(Rs. In Millions)

PARTICULARS	Figures for the year ended 31 st March, 2023	Figures for the year ended 31 st March, 2022
Total revenue	76.99	16.95
Less : Total expenses	61.26	18.53
Profit/(Loss) before tax	15.73	(1.58)
Less : Tax expense	0.04	0.08
Profit/(Loss) for the period	15.69	(1.66)

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. 76.99 Millions as compared to Rs. 16.95 Millions in previous year, increased by 354%. The Company earned a net profit of Rs. 15.69 Millions, against a net Loss of Rs. 1.66 Millions in the previous year.

3. Dividend.

Keeping in view the strategic transformations, 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. 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.

Following are the material changes and commitments which are affecting the financial position of the Company that have occurred between the end of the financial year to which the Financial Statements relate and the date of the Report:

- A. The Company in its Extra ordinary general meeting held on 01st May, 2023 with the approval of members of the company has issued warrants convertible into equity shares, on preferential basis in one more tranches, up to 53,50,000 (Fifty Three Lakhs Fifty Thousands only) convertible warrants (“Warrants”), at a price of Rs. 13.00/- (Rupees Thirteen only) per warrant, aggregating up to Rs. 6,95,50,000/- (Rupees Six Crore Ninety Five Lakhs Fifty Thousand Only) (“Total Issue Size”), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value Rs. 5.00/- (Rupees Five only), each at a premium of Rs. 8.00/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants on a preferential basis (“Preferential Issue”), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:
 - B. The Company has invested in the equity shares of M/s Kay Bouvet Engineering Limited through Private Placement offer letter dated 27th June, 2023 issued by investee Company for 98,59,000 equity shares of Rs.10/- each and the company has paid share application money Rs. 2.50/- per share with total amount of Rs. 2,46,47,500/- on 7th August, 2023.
- 6. 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.

7. Listing with Stock Exchanges and Depository Services

Your Company's equity shares are listed on The BSE Limited. Further, the Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As a result, the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories.

8. Adequacy of Internal Control

The Company's internal control system is proportional to its size and nature of operations. The Company has implemented well-defined processes, guidelines, and procedures, as well as suitable internal information systems, to enhance internal controls. The Company has designed and implemented internal financial controls for each business process in order to ensure strict adherence to laws and regulations. Built-in checks and balances and control mechanisms guarantee that assets are safeguarded, utilized with proper authorization, and properly accounted for. There is an enterprise-wide definition of roles and responsibilities that assures the flow of information and monitoring. Regular internal audits and reviews are conducted, and the internal auditor's recommendations for improving systems and procedures are considered.

The Company's Audit Committee examines the internal control system and investigates the findings of external and internal auditors. In addition to designating responsibility for all controls, this also includes a review of the Company's approved policies and procedures for ensuring the orderly and effective operation of its business. The design evaluation was followed by the management's testing of controls across all business processes and the correction of any anomalies in business operations. The Audit function provides reasonable assurance that operations are effective and efficient, assets are safeguarded, financial records and reports are accurate, and applicable laws and regulations are observed.

9. Subsidiary/Joint Ventures/Associate Companies.

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

10. Regulatory & Statutory Compliances

A crucial element in business and corporate management is compliance of applicable statutory provisions and adherence of a business to regulations and laws. Keeping that in view the Company has complied with all the guidelines, circular, notification and directions issued by MCA, SEBI, BSE, Income Tax Department etc. from time to time. The Company also places before the Board of Directors at regular intervals all such circulars and notifications to keep the Board informed and report on actions initiated on the same. The Company also complies with the provisions of the Companies Act, 2013 including the Secretarial Standards issued by ICSI, SEBI LODR Regulations, Income Tax Act 1961, and all other applicable statutory requirements.

11. 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.

12. 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 2022-23.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company during the financial year 2022-23. 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. Bhambri & Associates, Company Secretaries in Practice, Ludhiana, for conducting Secretarial

Audit for the year 2022-2023 The Secretarial Audit Report for the financial year ended March 31, 2023 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 2022-23.

13. 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 2022-23 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.

14. 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/investors.html>

15. 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.

16. Directors and Key Managerial Personnel.

The Company's Board comprised six Directors as on March 31, 2023, 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

Details of KMP and changes as below:

Managing Director: - Mr. Rajinder Kumar Singhania is the Managing Director of the Company.

Chief Financial Officer: Mr. Rajesh Kumar Kakar is the Chief Financial Officer of the Company.

Company Secretary and Compliance Officer: - Ms. Alka Mishra has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. 12.05.2023 and Ms. Shruti Sood has been appointed as Company Secretary and Compliance Officer of the Company w.e.f. 23.05.2023.

(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 as on 31.03.2023.

- 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 that:

Mr. Harjeet Singh Arora, Director of the Company, being longest in office, shall retire at the ensuing AGM and being eligible, offers himself for re-appointment, for ensuring compliance with Section 152(6) of Act.

Relevant details, including brief profile of the Director seeking appointments 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 during the Financial Year 2022-23.

(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 Singhanian, Managing Director and Mr. Rajesh Kumar Kakar, Chief Financial Officer of the Company. Ms. Alka Mishra who has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. 12.05.2023 and Ms. Shruti Sood who has been appointed as Company Secretary and Compliance Officer of the Company w.e.f. 23.05.2023.

17. 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 five (5) times during the FY 2022-23 viz. on **30.05.2022, 09.08.2022, 25.08.2022, 14.11.2022, 03.02.2023.**

18. 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 31.03.2023, the Audit Committee is comprised of two Non- Executive Independent Directors and one Non-Executive/ Non-Independent Director viz. Mr. Rajiv Kalra (Non- Executive/Independent Director) as Chairman, Mr. Ashwani Kumar (Non- Executive/Independent Director) and Mr. Anil Bhatia (Non-Executive/Independent Director) as members of the Audit Committee. All the Members of Audit Committee are financially literate and have accounting knowledge to interpret and understand the financial statements.

Ms. Alka Mishra, Company Secretary and Compliance officer of the Company as on 31st March, 2023 act as a Secretary to 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 **30.05.2022, 09.08.2022, 14.11.2022 and 03.02.2023.**

- **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., The Nomination and Remuneration Committee comprises of Mr. Rajiv Kalra (Chairman), Mr. Anil Bhatia and Mr. Harjeet Singh Arora, As on 31.03.2023.

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/nomination%20&%20remuneration%20PIL.pdf>

During the year Nomination and Remuneration committee members, met two (2) times on **14.11.2022** and **03.02.2023**.

- **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. The Stakeholders' Relationship Committee of Board (SRC) comprises Mr. Harjeet Singh Arora (Chairman), Mr. Anil Bhatia (Member) and Mr. Rajiv Kalra (Member), As on 31.03.2023, . 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 2022-23, no complaints were received. There was no complaint outstanding as on 31st March, 2023. Also, no instruments of transfer were pending as on 31st March, 2023. 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 **03.02.2023**.

19. 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 2023-24 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 delisting and the said application is still pending. Company is not filing any documents/information to Calcutta Stock Exchange Limited.

20. Share Capital.

The paid-up Equity Share Capital as on March 31, 2023 was Rs. 7.83 crores. During the year under review, the Company has not issued any shares and the Company has not issued shares with differential voting rights for the period ended 31.03.2023.

21. 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 2022-23, 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/PIL%20WHISTLE%20BLOWER.pdf>

22. BOARD EFFECTIVENESS

Familiarization Programme for Independent Directors

Your Company has in place a structured induction programme for induction of new Directors as well as other initiatives to update the existing Directors on a continuous basis. The Familiarization Programme of the Company provides information relating to the Company, operational activities, business model of the Company, geographies in which Company operates, etc. The programme also intends to improve awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Programme also provides information relating to the financial performance of the Company, budget and control process of the Company.

Evaluation of the Board's Performance

In terms of requirements of the Act read with the Rules issued thereunder and the Listing Regulations, the Board carried out the annual performance evaluation of the Board of Directors as a whole, Committees of the Board and individual Directors. Your Company believes that the process of performance evaluation at the Board level is pivotal to its Board Engagement and Effectiveness. The Policy and criteria for Board Evaluation is duly approved by N&RC. Performance evaluation is facilitated by the Chairman of the Board who is supported by the Chairman of N&RC.

The process of Board Evaluation is conducted through structured questionnaires for the Board as a whole, Committees of the Board and individual Directors.

23. 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.

24. 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 dealing with 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/pil-policy-on-dealing-with-rpt.pdf>

Your Directors draw attention of the members to Note 30 to the financial statement which sets out related party disclosures.

25. 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.

26. 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.

27. 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.

28. Human Resources Development.

A Company's continued success depends on the ability to attract, develop and retain the best talent at every level. The Company's Human Resource (HR) Management practices are deep rooted in ensuring a fair and reasonable process for all- round development of its talent. The Company strives to maintain a skilled and dedicated workforce, representing diverse experiences and viewpoints. The Company's HR Policy is focused on supporting employee's well-being.

The Company finds it imperative to follow policies and regulations that produce an unbiased work and safe work environment.

29. 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.

30. Corporate Social Responsibility.

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

31. 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.

32. 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, 2023, 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.

33. 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 along with 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.

34. 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 2022-23 with regard to the financial statements and other matters. The said certificate forms part of this Annual Report.

35. 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.

36. 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.

37. 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.

38. Miscellaneous

- During the year, there was no change in the general nature of business of your Company.
- Your company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- Your Company did not allot any sweat equity shares. Therefore, no disclosures as required under Rule 8(13) of Companies(Share Capital and Debentures) Rules, 2014.
- During the financial year under review, no applications was made or proceeding initiated against the Company under the Insolvency and Bankruptcy Code, 2016 nor any such proceeding was pending at the end of the financial year under review

39. Appreciation and Acknowledgement

Your directors are grateful to the Shareholders for their continued patronage and confidence in the Company over the past several years. Your directors also thank the Central and State Governments, other Statutory and Regulatory Authorities for their continued guidance, assistance, co-operation and support.

Your directors also wish to convey their sincere appreciation to all employees at all levels for their dedicated efforts and consistent contributions and cooperation extended and is confident that they will continue to contribute their best towards achieving still better performance in future to become a significant leading player in the industry.

**For and on behalf of the Board of Directors
Prime Industries Limited**

**Place: Ludhiana
Date : 10.08.2023**

**(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 2022-2023
1.	Mr. Rajinder Kumar Singhanian (Managing Director/KMP)	Nil
2.	Ms. Alka Mishra* (Company Secretary)	47.86%
3.	Mr. Rajesh Kumar Kakar** (Chief Financial Officer)	NA

*% Increase due to Change in Position/Designation of Ms. Alka Mishra.

** Mr. Rajesh Kumar Kakar was appointed on 08.03.2022; therefore % increase in Remuneration in the Financial Year 2022-2023 is not applicable.

- (iii) The percentage increase in the median remuneration of employees in the financial year: 45.56%.
- (iv) As on 31st March, 2023, the Company has 8 permanent employees on the rolls of the Company.
- (v) Average percentage increase made in the salaries of employees other than the managerial personnel in financial year 2022-23 was 8.25%. Whereas the increase in the managerial remuneration was 47.86 for the same financial year due to Change in Position/Designation of Ms. Alka Mishra to Company Secretary and compliance officer.
- (vi) Affirmed that the remuneration is as per the remuneration policy of the company.

Compliance Certificate by Chief Executive Officer/MD 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 31.03.2023 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
Chief Financial officer**

**Rajinder Kumar Singhania
Managing director
DIN – 00077540**

**Place: Ludhiana
Date: 10.08.2023**

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, 2023.

FOR PRIME INDUSTRIES LIMITED

**(Rajinder Kumar Singhania)
Managing Director
DIN – 00077540**

**Place: Ludhiana
Date: 10.08.2023**

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
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, 2023 ('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, on test basis, for the financial year ended on 31st March, 2023, 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;

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 except the following:

- The Circular for maintenance of website pursuant to Regulation 46 and Regulation 62 by BSE (Notice No 20220704-44) has not been followed till date.
- The Company, on numerous occasions, have not complied with the BSE circular (Notice No. 20220801-24) where it was made mandatory to file announcements under various SEBI Regulations using digital signature certification to the Stock Exchange, the circular was effective from 01.09.2022.
- The Company had not complied with the Circular of MCA, whereby the link of the Annual report and Notice of the AGM was required to be provided in the newspaper publication.
- The company had not Complied with the BSE circular (Notice No. 20220412-39) till date for filing of statement of redressal of investor grievance (for the quarters ended 31.03.2022 and 30.06.2022) in XBRL mode under Regulation 13 (3) of "LODR Regulations" with w.e.f. 12.04.2022.
- The company had failed to disclose on its website all such events or information which has been disclosed to stock exchange(s) under regulation 30.
- During the year the Company had updated the policy for determination of materiality of events or information but failed to intimate the same to the BSE in a timely manner.

WE FURTHER REPORT THAT

The Board of Directors of the Company is duly constituted. The changes, if any, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously 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.

Place: Ludhiana

Dated: 06-07-2023

(Ansh Bhambri)

Bhambri & Associates

Company Secretary in whole time practice

C.P. No. 22626

UDIN: A060218E000560036

Peer review number: 2971/2023

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.
6. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

**Place: Ludhiana
Dated: 06-07-2023**

**(Ansh Bhambri)
Bhambri & Associates
Company Secretary in whole time practice
C.P. No. 22626**

**UDIN: A060218E000560036
Peer review number: 2971/2023**

**OBSERVATIONS/ REMARKS OF THE PRACTICING COMPANY SECRETARY MADE IN SECRETARIAL AUDIT REPORT
AND MANAGEMENT RESPONSE/REPLY**

There are some Observations/Remarks made in Secretarial Audit Report and our remarks as below:

Particulars of Observations/Remarks	Response/Reply of the Management
The Circular for maintenance of website pursuant to Regulation 46 and Regulation 62 by BSE (Notice No 20220704-44) has not been followed till date.	All the related disclosures and information's are there at the website and the website of the Company under maintenance for the separate section of the disclosure.
The Company had not complied with the Circular of MCA, whereby the link of the Annual report and Notice of the AGM was required to be provided in the newspaper publication.	Link of the Website was mentioned in the newspaper publication throw that stakeholder can easily access the Annual Report, Notice of AGM and investor relation related disclosure and information.
The company had not Complied with the BSE circular (Notice No. 20220412-39) till date for filing of statement of redressal of investor grievance (for the quarters ended 31.03.2022 and 30.06.2022) in XBRL mode under Regulation 13 (3) of "LODR Regulations" with w.e.f. 12.04.2022.	XBRL Filling of statement of redressal of investor grievance for the said period Inadvertently missed by the Company but the company submit the details to BSE on timely basis.
The company had failed to disclose on its website all such events or information which has been disclosed to stock exchange(s) under regulation 30.	All the related disclosures and information's are there at the website and the website of the Company under maintenance for the separate section of the disclosure.
During the year the Company had updated the policy for determination of materiality of events or information but failed to intimate the same to the BSE in a timely manner.	The Company had updated the policy for determination of materiality of event and disclosed at the website of the Company but inadvertently late intimated to the exchange.

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Prime Industries Limited

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, 2023, 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, 2023, and its profit, 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 2023. 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 not be able to comment 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 2023 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 24 to the financial statements.
 - (ii) The Company did not have any outstanding long-term contracts including derivative contracts as at 31 March, 2023 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

- (vi) 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.
- (viii) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

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

**Place: Ludhiana
Date: 23th May, 2023
UDIN: 23090835BGZOXW5944**

**Chanchal Singh
Proprietor
Membership No. 090835**

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)

- (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 is 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, accordingly the provisions of clause (i)(c) of the Order is not applicable to the company.
- (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 or any other parties during the year. During the year the company has granted loan, the detail is stated in sub-clause (a) below:
 - (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 and Joint Venture.

The Company has granted loans to the associate company as below:

Particular		Amount
Aggregate Amount during the year *	Loan or Advances	162.21 Mn
Balance outstanding of loan as at balance sheet date	Loan or Advances	Nil

* Represents the Maximum balance during the year, due to frequent transactions in the loan Account.

- B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted loan to the parties other than subsidiaries, Joint Ventures and associates. Accordingly provisions of clause (iii)(a)(B) of the Order is not applicable.

- (a) 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.
- (b) 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.
- (c) 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.
- (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 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
- (e) 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, 2023 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 not incurred cash losses during the financial year covered by our audit; however the company has incurred cash losses Rs. 5.45 lacs 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, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

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

Place: Ludhiana
Date: 23th May, 2023

Chanchal Singh
Proprietor
Membership No. 090835
UDIN: 23090835BGZOXW5944

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, 2023 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, 2023 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 & Associate
Chartered Accountants
FRN 015130N**

**Place: Ludhiana
Date: 23th May, 2023**

**Chanchal Singh
Proprietor
Membership No. 090835
UDIN: 23090835BGZOXW5944**

BALANCE SHEET AS AT 31ST MARCH, 2023

	Particulars	Note	As at 31st March, 2023	As at 31st March, 2022
	ASSETS			
1	Non-current assets			
a	Property, Plant & Equipments and Intangible assets	3	10,680	12,800
b	Investment Property	4	30,656,250	30,656,250
c	Financial assets			
	Investments	5	130,232,507	153,563,803
d	Deferred Tax Assets (Net)	6	46,054	83,938
e	Other non-current assets	7	510,367	1,071,664
	Total non-current assets		161,455,858	185,388,455
2	Current assets			
a	Inventories	8	7,460,216	6,082,136
b	Financial assets			
	(I) Cash and cash equivalents	9	85,042,049	110,753,875
	(II) Other financial assets	10	335,239	882,867
c	Other current assets	11	14,750,000	14,750,000
	Total current assets		107,587,504	132,468,878
	Total		269,043,362	317,857,333
	EQUITY AND LIABILITIES			
	Equity			
a	Equity share capital	12	78,633,500	78,633,500
b	Other equity	13	125,364,699	129,541,521
	Total equity		203,998,199	208,175,021
	Liabilities			
1	Current liabilities			
a	Financial liabilities			
	(I) Short term borrowings	14	26,967,534	99,867,280
	(I) Other financial liabilities	15	907,629	2,645,032
			27,875,163	102,512,312
b	Other current liabilities	16	37,170,000	7,170,000
	Total current liabilities		65,045,163	109,682,312
	Total		269,043,362	317,857,333

The accompanying notes are an integral part of the financial statements

As per our Report of even date

For and on behalf of the Board of
Prime Industries Limited

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

Rajinder Kumar Singhania
Managing Director
DIN-00077540

Harjeet Singh Arora
Director
DIN-00063176

(Chanchal Singh)
Proprietor
Membership Number 090835
Place: Ludhiana,
Date: 23th May 2023

Shruti Sood
Company Secretary

Rajesh Kumar Kakar
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

	Particulars	Note	For the year ended March 31, 2023	For the year ended March 31, 2022
	Revenue from operations	17	68,337,678	16,955,639
	Other income	18	8,652,921	-
I.	Total income		76,990,599	16,955,639
II.	Expenses :			
	Cost of Land & securities sold	19	55,760,255	10,355,300
	Employee benefit expense	20	1,788,967	1,889,259
	Finance cost	21	2,145,486	4,166,435
	Depreciation and amortization expense	2	2,120	5,289
	Other expenses	22	1,559,792	2,117,586
	Total expenses		61,256,620	18,533,869
III.	Profit/(Loss) before tax (I-II)		15,733,979	(1,578,230)
IV.	Tax expense:			
	- Current tax expense for current year		-	-
	- Excess/Less Provision of earlier Years		-	91,006
	- Deferred tax		37,884	(11,477)
	Total of tax expenses		37,884	79,529
V.	Profit/(Loss) for the year (III-IV)		15,696,095	(1,657,759)
VI.	Other Comprehensive Income			
	A Items that will not be reclassified to profit or loss		-	-
	Subtotal (A)		-	-
	B Items that will be reclassified to profit or loss		(19,872,917)	97,290,713
	Subtotal (B)		(19,872,917)	97,290,713
VII.	Total Other Comprehensive Income (A+B)		(19,872,917)	97,290,713
VIII.	Total comprehensive income for the year (V+VII)		(4,176,822)	95,632,954
	Earnings per share (RS.)	33		
	Basic - Par value of Rs 5 per share		1.00	(0.11)
	Diluted - Par value of Rs 5 per share		1.00	(0.11)
	Weighted average number of shares outstanding		15,653,400	15,653,400
	The accompanying notes are an integral part of the financial statements			
As per our Report of even date			For and on behalf of the Board of Prime Industries Limited	
For C.S. Arora & Associates				
Chartered Accountants				
Firm Registration Number 015130N				
			Rajinder Kumar Singhania	Harjeet Singh Arora
			Managing Director	Director
			DIN-00077540	DIN-00063176
(Chanchal Singh)				
Proprietor				
Membership Number 090835				
Place: Ludhiana,			Shruti Sood	Rajesh Kumar Kakar
Date: 23th May 2023			Company Secretary	Chief Financial Officer

Cash Flow Statement for the year ended 31st March, 2023				
Particulars		For the year ended March 31, 2023		For the year ended March 31, 2022
A. Cash flow from operating activities				
Net Profit/Loss() before tax and extraordinary items		15,733,979		(1,578,230)
Adjustments for:				
Depreciation and Loss on Sale of Fixed Assets		2,120		5,289
Profit on sale of Investments		(8,652,921)		-
Interest Paid		2,142,456		4,166,425
		(6,508,345)		4,171,714
Operating profit before working capital changes		9,225,634		2,593,484
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories		(1,378,080)		4,137,000
Other financial assets		547,628		-
Other Current Assets		-		1,686,433
Long-term loans and advances		561,297		(616,457)
Adjustments for increase / (decrease) in operating liabilities:				
Other financial liabilities		(1,737,403)		(2,134,194)
Other current liabilities		30,000,000		-
		27,993,442		3,072,782
Cash generated from operations		37,219,076		5,666,266
Net income tax (paid) / refunds		-		(91,006)
Net cash flow from operating activities (A)		37,219,076		5,575,260
B. Cash flow from investing activities				
Purchase of Investment		-		-
Sale of investment		12,111,299		-
Net cash flow (used in) investing activities (B)		12,111,299		-
C. Cash flow from Financing activities				
Interest Paid		(2,142,456)		(4,166,425)
Short term borrowings		(72,899,746)		95,355,389
Net cash flow (used in) financing activities (C)		(75,042,202)		91,188,964
Net Increase/(decrease) in Cash and cash equivalents (A+B+C)		(25,711,826)		96,764,224
Cash and cash equivalents at the beginning of the year		110,753,875		13,989,651
Cash and cash equivalents at the end of the year		85,042,049		110,753,875
As per our Report of even date				
For C.S. Arora & Associates			For and on behalf of the Board of Prime Industries Limited	
Chartered Accountants				
Firm Registration Number 015130N				
(Chanchal Singh)		Rajinder Kumar Singhania	Harjeet Singh Arora	
Proprietor		Managing Director	Director	
Membership Number		DIN-00077540	DIN-00063176	
090835				
Place: Ludhiana,				
Date: 23th May 2023				
		Shruti Sood	Rajesh Kumar Kakar	
		Company Secretary	Chief Financial Officer	

Statement Of Changes in Equity For the Year ended 31st March, 2023				
A. Equity Share Capital				Rs.
Particulars				Amount
Balance as at 1 April 2021				78,633,500
Changes in Equity Share Capital during the year				-
Balance as at 31 March 2022				78,633,500
Changes in Equity Share Capital during the year				-
Balance as at 31 March 2023				78,633,500
B. Other Equity				Rs.
Particulars	Reserves & Surplus		Items of other comprehensive income	Total
	Capital Resreves	Retained Earning	Debt/Equity instruments through OCI	
Balance as at 1 April 2021	9,249,500	(5,014,023)	29,673,090	33,908,567
Profit for the year	-	(1,657,759)	-	(1,657,759)
Other Comprehensive Income / (Loss)	-	-	97,290,713	97,290,713
Balance as at 31 March 2022	9,249,500	(6,671,782)	126,963,803	129,541,521
Profit/(Loss) for the year	-	15,696,095	-	15,696,095
Other Comprehensive Income / (Loss)	-	-	(19,872,917)	(19,872,917)
Balance as at 31 March 2023	9,249,500	9,024,313	107,090,886	125,364,699
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 of Prime Industries Limited	
(Chanchal Singh) Proprietor Membership Number 090835 Place: Ludhiana, Date: 23th May 2023	Rajinder Kumar Singhania Managing Director DIN-00077540		Harjeet Singh Arora Director DIN-00063176	
	Shruti Sood Company Secretary		Rajesh Kumar Kakar Chief Financial Officer	

NOTES FORMING PART OF THE FINANCIAL STATEMENTS**Note No. 1 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.

Note No. 2 Significant Accounting Policies**A. Statement of Compliance**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) Notified under the Section 133 of the 2013 Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the 2013 Act.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

Effective April 1, 2019, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards, with April 1, 2018 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

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 Act. 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 obligations.

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

NOTE FORMING PART OF THE FINANCIAL STATEMENTS**Note 3 Property, Plant & Equipments and Intangible assets**

Particulars	Computer	Furniture & Fixture	Office Equipment	Total
Gross carrying value:-				
As at April 01, 2021	66,500	721,993	1,660,678	2,449,171
Additions during the year	-	-	-	-
Disposals/deductions during the year	-	-	-	-
As at 31 March, 2022	66,500	721,993	1,660,678	2,449,171
Additions during the year	-	-	-	-
Disposals/deductions during the year	-	-	-	-
As at 31 March, 2023	66,500	721,993	1,660,678	2,449,171
Accumulated Depreciation:-				
As at April 01, 2021	63,175	707,354	1,660,553	2,431,082
Additions during the year	-	5,289	-	5,289
Disposals/deductions during the year	-	-	-	-
As at 31 March, 2022	63,175	712,643	1,660,553	2,436,371
Additions during the year	-	2,120	-	2,120
Disposals/deductions during the year	-	-	-	-
As at March 31, 2023	63,175	714,763	1,660,553	2,438,491
Net carrying value:-				
As at March 31, 2022	3,325	9,350	125	12,800
As at March 31, 2023	3,325	7,230	125	10,680

Note 4 Investment In Property

Particulars	As at 31st March, 2023	As at 31st March, 2022
Investment In Property	30,656,250	30,656,250
Total	30,656,250	30,656,250

Note 5 Investments

Particulars	As at 31st March, 2023	As at 31st March, 2022
Investment in equity instruments (Quoted at Fair Value)		
1083916 (Previous year 1187916) Equity shares of Rs.5/-each fully paid up in Master Trust Ltd.	130,232,507	153,563,803
Total	130,232,507	153,563,803

Note 6 Deferred tax:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Deferred tax assets -		
Opening	83,938	72,461
Expenses Allowable on Payment Basis	(52,171)	12,256
Difference in Carrying Amount of Fixed Assets	14,287	(779)
Closing	46,054	83,938

Note 7 Other Non Current Assets

Particulars	As at 31st March,2023	As at 31st March,2022
Advance income tax/TDS Recoverable	510,367	1,071,664
Total	510,367	1,071,664

Note 8 Inventories

Particulars	As at 31st March,2023	As at 31st March,2022
Stock-in-trade (acquired for trading)	7,460,216	6,082,136
Total	7,460,216	6,082,136

Note 9 Cash and cash equivalents

Particulars	As at 31st March,2023	As at 31st March,2022
Cash in hand	6,900	7,253
Balances with banks		
In current accounts	85,035,149	110,746,622
Total	85,042,049	110,753,875

Note 10 Other financial Assets

Particulars	As at 31st March,2023	As at 31st March,2022
Security Deposit	139,687	122,540
Others	195,552	760,327
Total	335,239	882,867

Note 11 Other Current Assets

Particulars	As at 31st March,2023	As at 31st March,2022
Advance against purchase of Land - To Related Party	14,750,000	14,750,000
Total	14,750,000	14,750,000

Note 12 Equity Share Capital

Particulars	As at 31st March,2023	As at 31st March,2022
Authorised 16000000 Equity Share of Rs.5/- each as at 31st March 2023 and 31st March 2022)	80,000,000	80,000,000
Issued 15800000 Equity Share of Rs.5/- each as at 31st March 2023 and 31st March 2022	79,000,000	79,000,000
Subscribed and Fully paid up 15653400 Equity Share of Rs.5/- each as at 31st March 2023 and 31st March 2022	78,267,000	78,267,000
Amount of Forfeited Shares	366,500	366,500
Total	78,633,500	78,633,500

12.1 Movements in Equity Share Capital**Reconciliation of the Equity Shares Outstanding**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance at the beginning of the reported year	15,653,400	15,653,400
Changes in the equity share capital during the year	-	-
Balance at the closing of the reported year	15,653,400	15,653,400

12.2 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.

12.3 Detail of share holders Holding more than 5% shares

Name of the Share Holders	As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares Held	%/ of Holding	Number of Shares Held	%/ of Holding
Rajinder Kumar Singhanian	3,391,804	21.67	3,391,804	21.67
Harneesh Kaur Arora	2,656,400	16.97	2,656,400	16.97
Convexity Solutions and Advisors Private Limited	828,000	5.29	828,000	5.29
G.S Auto Leasing Limited	825,208	5.27	825,208	5.27
Shivlaik Securites Private Limited	1,127,012	7.20	1,256,834	8.03
Saintco India Private Limited	1,000,000	6.39	1,000,000	6.39

12.4 Shares held by promoters at the end of the year

Particulars	Equity Share Capital			Equity Share Capital		
	As at 31st March, 2023			As at 31st March, 2022		
	No. of Shares	% of holding	% Change during the year	No. of Shares	% of holding	% Change during the year
Rajinder Kumar Singhanian	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 Singhanian	100,000	0.64	-	100,000	0.64	-
Puneet Singhanian	100,000	0.64	-	100,000	0.64	-
Parveen Singhanian	100,000	0.64	-	100,000	0.64	-
Saintco India Private Limited	1,000,000	6.39	-	1,000,000	6.39	-
Blue Circel Investments	319,300	2.04	-	319,300	2.04	-
Arora Financial Services Private Limited	220,600	1.41	-	220,600	1.41	-
Singhanian Properties	161,000	1.03	-	161,000	1.03	-
Master Trust Limited	107,276	0.69	-	107,276	0.69	-
Sanawar Investments	100,000	0.64	-	100,000	0.64	-
Crescent Investments	79,800	0.51	-	79,800	0.51	-

Note 13 Other Equity				
Particulars			As at 31st March, 2023	As at 31st March, 2022
a) Capital reserves			9,249,500	9,249,500
b) Debt/ Equity Instrument through OCI			107,090,886	126,963,803
c) Retained Earning			9,024,313	(6,671,782)
Total			125,364,699	129,541,521
(b) Other Equity				
Particulars	Reserve & Surplus		Other Comprehensive Income	Total
	Capital Reserve	Retained Earnings		
Balance as at April 1, 2021	9,249,500	(5,014,023)	29,673,090	33,908,567
Profit/(Loss) for the year	-	(1,657,759)	-	(1,657,759)
Other comprehensive income for the year	-	-	97,290,713	97,290,713
Balance as at March 31, 2022	9,249,500	(6,671,782)	126,963,803	129,541,521
Profit for the year	-	15,696,095	-	15,696,095
Other comprehensive income(Loss) for the year	-	-	(19,872,917)	(19,872,917)
Balance as at March 31, 2023	9,249,500	9,024,313	107,090,886	125,364,699
Note 14 Short -Term Borrowings				
Particulars			As at 31st March,2023	As at 31st March,2022
Loans and advance from related parties				
Unsecured			25,231,579	80,257,491
Other loans and advances				
Unsecured			1,735,955	19,609,789
Total			26,967,534	99,867,280
Note 15 Other Financial Liabilities				
Particulars			As at 31st March,2023	As at 31st March,2022
- Other Liabilities			673,775	2,224,862
Statutory Dues			233,854	420,170
Total			907,629	2,645,032
Note 16 Other Current Liabilities				
Particulars	As at 31st March, 2023		As at 31st March, 2022	
Advance against sale of Land				
- advance from related parties	30,000,000		-	
- advance form others	7,170,000		7,170,000	
Total	37,170,000		7,170,000	

Note 17 Revenue from operations		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Securities/Land	56,072,200	11,099,675
Interest Income	3,131,108	5,458,971
Other Income	9,134,370	396,993
Total	68,337,678	16,955,639
Note 18 Other Income		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit on sale of Investments	8,652,921	-
Total	8,652,921	-
Note 19 Cost of Securities/Land		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock	6,082,136	10,219,136
Add:-Purchases	57,138,335	6,218,300
	63,220,471	16,437,436
Less Closing Stock	7,460,216	(6,082,136)
Total	55,760,255	10,355,300
Note 20 Employee benefits expenses		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salary, Wages , Other Allowances & Gratuity	1,788,967	1,889,259
(Including Directors Remuneration Rs.12/- Previous year Rs.12/-)		
Total	1,788,967	1,889,259
Note 21 Finance costs		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest expense on:		
Borrowings	2,142,456	4,164,271
Other borrowing costs		
- Bank Charges	3,030	2,164
Total	2,145,486	4,166,435
Note 22 Other expenses		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Travelling & Conveyance	14,535	6,000
Fee & Taxes	456,592	456,794
Legal & Professional Charges	550,400	130,900
Postage & Telegram, Telephone & Telex	170,158	169,616
Insurance Charges	10,022	9,074
Other General Exp	322,685	1,309,802

Payment to Auditors		
As auditors - statutory audit	29,400	29,400
For taxation matters	6,000	6,000
Total	1,559,792	2,117,586

23. 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.90,01,582 of Sales Tax against the company was dismissed by tribunal related to assessment year 2002-03. 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, these 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.
24. 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.
25. Sales of Securities/ Land includes sale of securities of Rs.5,60,72,200/- (Previous Year Rs.71,99,675/-) and sale of Land NIL (Previous Year Rs.39,00,000). Other Incomes Rs. 91,34,370.00 include Lease Rent Rs.3,34,370/- (Previous Year Rs.2,35,083/-) and Rs. 88,00,000 received from settlement of old dispute/debt (Previous Year NIL) and Misc. Income .NIL (Previous Year Rs. 1,61,910/-)
26. Detail of Investments covered under the provision of Section 186 of the Act, are given in the note No.3 to the Financial Statement.
27. The company is primarily engaged in Securities trading and allied activities and there are no separate reportable segments as per Indian Accounting Standards 108 (Ind AS) on "Segment Reporting".
28. Disclosures relating to amounts unpaid as at the yearend 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.

29. Related party transactions

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 Private Limited	Relatives of KMP
Master Infrastructure & Real Estate Developers Limited	Mr. Puneet Singhania
Master Portfolio Services Limited	Mr. Jashanjyot Singh Arora
Master Share & Stock Brokers Private Limited	Mr. Chirag Singhania
H.K Arora Real Estate Service Private Limited	Mrs. Palka A Chopra
Big Build Real Estate Private Limited	Mrs. Priyanka Thukral
Amni Real Estate Private Limited	Mrs. Rohila Singhania
Matria Estate Developers Private Limited	Mrs. Isha Singhania
Master Trust Wealth Private Limited	Mrs. Harneesh Kaur Arora
Crescent Investments	
Saintco India Private Limited	
Eminent Buildwell Private Limited	
Master Projects Private Limited	
Sanawar Agri Private Limited	
Arora Financial Services Pvt. Limited	
Irage Mastertrust Investment Managers LLP	
Avisa Real Estate Services LLP	
R. K. Singhania HUF	
Puneet Singhania HUF	
Harjeet Singh Arora HUF	

Transactions with related parties

Particulars	Associates	KMP	Relatives of KMP	Total
Interest Earned	30,73,699 (54,58,971)	- -	- -	30,73,699 (54,58,971)
Interest Paid	10,46,354 (6,41,598)	-	-	10,46,354 (6,41,598)
Purchase	4,85,23,000 (-)	-	-	4,85,23,000 (-)
Sale	3,54,17,550 (-)	-	-	3,54,17,550 (-)
Director Remuneration		12 (12)		12 (12)
Balances outstanding at the end of the year:				
Loan & Advances Given	- (-)	- -	- -	- (-)
Loan & Advances Taken	2,52,31,579 (8,02,57,490)	-	-	2,52,31,579 (8,02,57,490)

30. Deferred tax (Assets)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Opening Balance	83,938	72,461
Tax effect of items constituting deferred tax Assets		
Expenses Allowable on Payment Basis	(52 171)	12,256
Difference in Carrying Amount of Fixed Assets	14,287	(779)
Net deferred tax (Assets)	46 054	83,938

Note 31 Ratios

Sr. no.	Ratios	Numerator	Denominator	Current year	Previous year	Variance
1	Current Ratio	Current Asset	Current Liabilities	1.65	1.21	37%
2	Debt-Equity Ratio	Total Debt	Total Equity	0.13	0.48	-72%
3	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit before taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	8.34	0.62	1241%
4	Return on Equity Ratio,	Profit for the year	Total Equity	7.69%	-0.80%	-1066%
5	Inventory turnover ratio	Income From Trading of Securities/Land	Average Inventory	0.05	1.36	-97%
6	Trade Receivables turnover ratio	Income From Trading of Securities/Land	Average Trade Receivable	-	-	-
7	Trade payables turnover ratio	Income From Trading of Securities	Average Trade Payable	-	-	-
8	Net capital turnover ratio	Revenue from Operations	Working Capital	1.61	0.74	116%
9	Net profit ratio	Net Profit After Tax	Total Income	20.39%	-9.78%	309%
10	Return on Capital employed,	Earning before Interest & Tax	Net Worth+Total Debt+Deferr ed Tax Liability	0.08%	0.01%	523%
11	Return on investment	Investment Gain	Average Investment	0.05	0.00	100%
	Revenue growth along with higher efficiency on working improvement has resulted in an improvement in the ratios.					

32. ADDITIONAL REGULATORY INFORMATION AS PER DIVISION III SCHEDULE III OF COMPANIES ACT, 2013

- a) No funds have been advanced or loaned or invested 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b) 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, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- d) The Company does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
- e) The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender.
- f) During the year, the company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- g) There are no transactions which have not been recorded in the books of accounts and which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- i) There are no charges or satisfaction yet to be registered with the registrar of companies during the year.
- j) The company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

33. Calculation of basic and diluted earnings per share as per accounting standard (earning per share) issued by the Institute of Chartered Accountants of India.

Particulars	Current Year	Previous Year
Basic Earnings per share (Rs.)	1.00	-0.11
Diluted Earnings per share (Rs.)	1.00	-0.11
Profit/(Loss) attributable to the equity holders of the Company used in calculating basic earnings per share and diluted earnings per share	15,696,095	-1,657,759
Weighted average number of equity shares for the purpose of calculating basic earnings per share and diluted earnings per share	15,653,400	15,653,400

34. 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 of
Prime Industries Limited

(Chanchal Singh)
Proprietor
Membership Number 090835
Place: Ludhiana,
Date: 23th May 2023

Rajinder Kumar Singhania
Managing Director
DIN-00077540

Harjeet Singh Arora
Director
DIN-00063176

Shruti Sood
Company Secretary

Rajesh Kumar Kakar
Chief Financial Officer

Form ISR – 1

(see SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF

[For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

Date: ____/____/____

A. I / We request you to Register / Change / Update the following (Tick ✓ relevant box)

☐ PAN	☐ Bank details	☐ Signature
☐ Mobile number	☐ E-mail ID	☐ Address

B. Security Details:

Name of the Issuer Company	Folio No.:	
Name(s) of the Security holder(s) as per the Certificate(s)	1. 2. 3.	
Number & Face value of securities		
Distinctive number of securities (Optional)	From	To

C. I / We are submitting documents as per Table below (tick ✓ as relevant, refer to the instructions):

[illegible]

3	Proof of Address of the first holder	<p>Any one of the documents, only if there is change in the address;</p> <p>☐ Client Master List (CML) of your Demat Account, provided by DP.</p> <p>☐ Valid Passport/ Registered Lease or Sale Agreement of Residence / Driving License / Flat Maintenance bill.</p> <p>☐ Utility bills like Telephone Bill (only land line), Electricity bill or Gas bill - Not more than 3 months old.</p> <p>☐ Identity card / document with address, issued by any of the following: Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions.</p> <p>☐ For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken.</p> <p>☐ The proof of address in the name of the spouse</p>
4	Bank details	<p>Account Number: _____</p> <p>Bank Name: _____</p> <p>Branch Name: _____</p> <p>IFS Code: _____</p> <p>Provide the following:</p> <p>☐ <u>original cancelled cheque</u> with name of security holder printed on it or <u>Bank Passbook</u> or <u>Bank Statement attested by the Bank</u> #</p>
5	E-mail address	_____#
6	Mobile	_____#

Authorization: I / We authorise you (RTA) to update the above PAN and KYC details in my / our folio (s) _____, _____, (use Separate Annexure if extra space is required) in which I / We are the holder(s) (strike off what is not applicable).

	Holder 1	Holder 2	Holder 3
Signature	✓		
Name	✓		
Full address	✓		
PIN	✓ □ □ □ □ □ □	□ □ □ □ □ □	□ □ □ □ □ □

Mode of submission of documents to the RTA

Please use any one of the following mode;

1. In Person Verification (**IPV**): by producing the originals to the authorized person of the RTA, who will retain copy(ies) of the document(s)
2. In hard copy: by furnishing self-attested photocopy(ies) of the relevant document, with date
3. Through e-mail address already registered with the RTA, with e-sign of scanned copies of documents
4. Service portal of the RTA with e-sign with scanned copies of documents, if the RTA is providing such facility

Note

<ul style="list-style-type: none">• It is mandatory for holders of physical securities in listed company to furnish PAN, full KYC details (address proof, bank details, e-mail address, mobile number) and Nomination (for all the eligible folios).	
<ul style="list-style-type: none">• Upon receipt or up-dation of bank details, the RTA will automatically, pay electronically, all the moneys of / payments to the holder that were previous unclaimed / unsuccessful.	
<ul style="list-style-type: none">• RTA shall update the folio with PAN, KYC details and Nominee, within seven working days of its receipt. However, cancellation of nomination, shall take effect from the date on which this intimation is received by the company / RTA.	
<ul style="list-style-type: none">• RTA shall not insist on Affidavits or Attestation / Notarization or indemnity for registering / up-dating / changing PAN, KYC details and Nomination.	
<ul style="list-style-type: none">• Specimen Signature	<ul style="list-style-type: none">• Provide banker's attestation of the signature of the holder(s) as per Form ISR – 2 in SEBI circular SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated November 03, 2021) and• <u>original cancelled cheque</u> with name of security holder printed on it <i>or</i> <u>Bank Passbook</u> <i>or</i> <u>Bank Statement attested by the Bank</u>
<ul style="list-style-type: none">• Nomination**	<ul style="list-style-type: none">• Providing Nomination: Please submit the duly filled up Nomination Form (SH-13) <i>or</i> 'Declaration to Opt out of Nomination' as per Form ISR-3, in SEBI circular SEBI/HO/MIRSD/MIRSD RTAMB/P/ CIR/2021/655 dated November 03, 2021• Change in Existing Nomination: Please use Form SH-14 in SEBI circular SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655• Cancellation of Existing Nomination: use Form SH-14 & Form ISR – 3

** Nomination (**Form SH-13 or SH-14**) / 'Declaration to Opt-Out of nomination' (**Form ISR – 3**), has to be furnished by the holder(s) separately for each listed company.

(Page 3 & 4 is for information to investors; print out of the same is not required)

Objection Memo that can be raised by the RTA

(only if the relevant document / details is / are not available in the folio or if there is a mismatch / discrepancy in the same or change thereof)

Note

RTAs shall raise all objections, if any / at all, in one instance only; the RTA shall not raise further objections on the same issue again and again, after the holder / claimant furnishes all the prescribed documents and details, unless there is any deficiency / discrepancy in the same.

No.	Item	Documents / Details to be provided to the RTA by the holder(s) / claimant(s)
1	PAN – Exceptions and Clarification	‘Exemptions/clarifications to PAN’, as provided in clause D to ‘Instructions/Check List for Filing KYC Forms’ in Annexure – 1 to SEBI circular No. MIRSD/SE/Cir-21/2011 dated October 05, 2011 on Uniform Know Your Client (KYC) Requirements for the Securities Market, shall also applicable for holder(s) / claimant(s) of securities held in physical mode.
2	Minor mismatch in Signature - minor	The RTA shall intimate the holder at the existing address, seeking objection, if any, within 15 days
3	Major mismatch in Signature or its non-availability with the RTA	<ul style="list-style-type: none"> Banker’s attestation of the signature of the holder(s) as per Form ISR – 2 <u>Original cancelled cheque</u> with name of security holder printed on it or <u>Bank Passbook</u> or <u>Bank Statement attested by the Bank</u>
4	Mismatch in Name	Furnish any one of the following documents, explaining the difference in names; <ul style="list-style-type: none"> Unique Identification Number (UID) (Aadhaar) Valid Passport Driving license PAN card with photograph Identity card / document with applicant’s Photo, issued by any of the following: Central / State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions Marriage certificate Divorce decree
5	Present address of the holder is not matching with the address available in the folio	RTA shall issue intimation to both the old and new addresses. <ul style="list-style-type: none"> In case where the letter is undelivered at the old address, RTA shall not insist for any proof of the old address provided the current address proof is in the form of an address proof issued by a Government Authority. The above procedure will be applicable for request for change in address of the holder also

(Page 3 & 4 is for information to investors; print out of the same is not required)

Form ISR – 2

(see circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

Confirmation of Signature of securities holder by the Banker

1. Bank Name and Branch			
2. Bank contact details Postal Address Phone number E-mail address			
3. Bank Account number			
4. Account opening date			
5. Account holder(s) name(s)	1)		
	2)		
	3)		
6. Latest photograph of the account holder(s)			
	1 st Holder	2 nd Holder	3 rd Holder
7. Account holder(s) details as per Bank Records			
a) Address			
b) Phone number			
c) Email address			
d) Signature(s)			
1)		2)	
Signature verified as recorded with the Bank			
Seal of the Bank			
	(Signature)		
Place:	Name of the Bank Manager		
	Employee Code		
Date:	E-mail address		

Form ISR - 3

Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies

(see SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

[Under Section 72 r/w Section 24 (1) (a) of Companies Act, 2013 r/w Section 11(1) and 11B of SEBI Act, 1992 and Clause C in Schedule VII and Regulation 101 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]]

Name of the Company :
Registered Address of the Company:

I / we the holder(s) of the securities particulars of which are given hereunder, **do not wish to nominate** any person(s) in whom shall vest, all the rights in respect of such securities in the event of my /our death.

PARTICULARS OF THE SECURITIES (in respect of which nomination is being opted out)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

I/ we understand the issues involved in non-appointment of nominee(s) and further are aware that in case of my / our death, my / our legal heir(s) / representative(s) are required to furnish the requisite documents / details, including, Will or documents issued by the Court like Decree or Succession Certificate or Letter of Administration / Probate of Will or any other document as may be prescribed by the competent authority, for claiming my / our aforesaid securities.

Name(s) and Address of Security holders(s)
Sole / First Holder Name

Signature(s)

Second Holder Name

Third Holder Name

Name and Address of Witness	Signature

Form No. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To

Name of the company:

Address of the company:

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S —

(a) Name:

(b) Date of Birth:

(c) Father's/Mother's/Spouse's name:

(d) Occupation:

(e) Nationality:

(f) Address:

(g) E-mail id:

(h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

(a) Date of birth:

(b) Date of attaining majority

(c) Name of guardian:

(d) Address of guardian:

Name:

Address:

Name of the Security

Holder (s)

Signature

Witness with
name and address

Form No. SH-14

Cancellation or Variation of Nomination

[Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the company:

I/We hereby cancel the nomination(s) made by me/us in favor of.....(name and address of the nominee) in respect of the below mentioned securities.

or

I/We hereby nominate the following person in place of as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) (a) PARTICULARS OF THE NEW NOMINEE:

- i. Name:
- ii. Date of Birth:
- iii. Father's/Mother's/Spouse's name:
- iv. Nationality:
- v. Address:
- vi. E-mail id:

vii. Relationship with the Security holder:

(b) IN CASE NEW NOMINEE IS A MINOR--

- i. Date of Birth:
- ii. Date of attaining majority
- iii. Name of guardian:
- iv. Address of guardian:

Signature

Name of the Security

Holder (s)

Witness with name and address