



PIONEER AGRO EXTRACTS LTD.

Annual Report 2016-2017

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of Pioneer Agro Extracts Limited will be held at the Registered Office of the Company at Chhoti Nehar, Malakpur, Pathankot - 145025 (Punjab) on Thursday the 21st day of September, 2017 at 11.30 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2017 and statement of Profit and Loss & Cash Flow Statement for the year ended on that date, the Reports of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Ajay Kumar Goel, having directors identification number 01105207, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration.

To consider and if thought fit, to pass, the following resolution as ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Sarabjit Kaur Khaira & Associates, Chartered Accountants, Pathankot, be and is hereby appointed as the statutory auditor of the company, in place of retiring auditors M/s Anil Vasudeva & Co. Chartered Accountants, Pathankot (Firm Registration number 0059471N), to hold office from the conclusion of this 25th Annual General Meeting (AGM) till the conclusion of 29th Annual General Meeting (AGM) subject to ratification by member every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company".

Special Business:-

4. Approval of Related Party Transaction under Section 188 of the Companies Act, 2013.

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent, authority and approval of the shareholders be and is hereby accorded to the Board to sell the company land including building at VPO Thariyal, Madhopur, Pathankot to M/S Damtal Flour and Food Private Limited, a company under the same management and Mr Jagat Mohan Aggarwal and his wife, Mrs Shuchita Aggarwal are the directors and shareholders of the company, on such terms and conditions and with effect from such date, as decided by the board and to finalize and execute all such documents including agreements, deed of assignment/ conveyance and other documents as necessary or required and to do all such acts, deeds, matter and things which are incidental and consequential thereto or which may be considered necessary by the Board".





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RESOLVED FURTHER THAT Mr. Jagat Mohan Aggarwal, Managing Director and or Mr. Shyam Manohar Parashar, Chief Financial Officer, be and are hereby, severally authorized to do such acts, deeds, things and execute all the such documents, undertaking as may be necessary for giving effect to the above resolutions".

5. Approval for minimum payment of remuneration to Mr Jagat Mohan Aggarwal, Managing Director of the company in case of no profits or its profits are inadequate.

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provision of Section 197 and 198 read together with Schedule V and Rules framed thereunder and other applicable provisions, if any, of the companies Act, 2013 as amended from time to time and subject to such conditions and modifications as may be prescribed or imposed by the Central Government, the approval of the Members be and is hereby accorded to the payment of the following remuneration as Minimum remuneration to Mr Jagat Mohan Aggarwal, Managing Director in case of no profits or inadequacy of profits in any financial year during the three financial years commencing from April 1, 2017.

Salary : Upto a maximum of 5,00,000/- per month with authority to the Board or a committee thereof to fix the salary and annual increments, which would be effective April 1, every year, as may be decided by the Board, based on merit and taking into account the company's Performance, with the said maximum amount.

"RESOLVED FURTHER THAT pursuant to the Board of Directors or a Committee thereof of the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals- Statutory, Contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution".

By Order of the Board of Directors
For Pioneer Agro Extracts Limited



Rashmi
(Rashmi Chaudhary)
Company Secretary
ACS-35316

Place: Pathankot
Date: 26.08.2017



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NOTES:-

- a) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
- b) Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
- c) The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2017 to 20th September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
- d) Members, who have not registered their e-mail id so far, are requested to register their email for receiving all communication including Annual Report, Notices etc from the company electronically, with the Company's Registrar and Share transfer agent at rtat@abhipra.com or with the company at complianceofficer@pioneeragro.co.in
- e) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s. Abhipra Capital Limited, Abhipra Complex, A-387, Dilkush Industrial Area, G.T Road, Azadpur, Delhi-110001.
- f) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
- h) Mr. Ajay Kumar Goel – directors retire by rotation and, being eligible, offer for re-appointment at the Annual General Meeting. A brief resume of the said directors is given below.

Name	Mr. Ajay Kumar Goel
Directors Identification Number (DIN)	01105207
Age	60 Years
Qualification	Post graduation
Expertise in Specific Area	Sales, Marketing & Allied industrial matters
Date of first Appointment on the Board of the Company	March 03, 2008
Shareholding in Pioneer Agro Extracts Limited	Nil
List of Directorship held in other companies	N.A
Membership/Chairmanships of Audit and stake holders relationship committees	Refer to Report on CORPORATE GOVERNANCE



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

Resolution No. 4

Members of the company are further requested to note that Section 188(1) of the Companies Act, 2013 read with the relevant Rules made there under requires any transaction entered into between related parties for selling or otherwise disposing of or buying, property of any kind where the amount involved exceeds Rs. 100 or or 10 % of the turnover. Whichever is lower, to be approved by the members of the company by way of a resolution. The said transaction of sale & transfer of land & buildings is with related party company, Danttal flour and food Private limited.

(a) Name of Related Party	Danttal Flour and Food Private limited.
(b) Relationship	Associate company
(c) Name of the Directors, Key Managerial Personnel who is related	Mr Jagat Mohan Aggarwal (Managing Director and his wife Mrs Shuchita Aggarwal)
(d) Particulars of the Contract or Arrangement.	Sale of Company land situated at VPO Thariyal, Madhopur, Pathankot to M/S Danttal Flour and Food Private Limited for a consideration of prevailing market price.

The Board of Directors of the company at their meeting approved the proposal of the company to sell the company land including building at VPO Thariyal, Madhopur, Pathankot to M/S Danttal Flour and Food Private Limited, a company under the same management and Mr Jagat Mohan Aggarwal and his wife, Mrs Shuchita Aggarwal are the directors and shareholders of the company, subject to the approval of the shareholders by way of an ordinary Resolution under section 188 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable circulars.

Note : None of the Directors and KMP is interested in above resolution except Chairman & Managing Director.

Resolution No. 5

Pursuant to the provisions of Section 197 read together with Schedule V of the Act, in respect of the payment of managerial remuneration in case of no profit or inadequacy of profit as calculated under section 198 of the Act, the company may pay such remuneration upto the ceiling limits as specified in Schedule V and the Members approval by way of a special resolution has been passed for payment of remuneration for a period not exceeding 3 years.

Taking into consideration the above, it is proposed to obtain Members approval by way of Special resolutions, as stated herein above to: The payment of minimum remuneration, where the company has no profits or its profits are inadequate, to Mr Jagat Mohan Aggarwal during the three financial years commencing from April, 1, 2017

Note : None of the Directors and KMP is interested in above resolution except Chairman & Managing Director.



By Order of the Board of Directors
For Pioneer Agro Extracts Limited

Rashmi
(Rashmi Chaudhary)
Company Secretary
ACS- 35316

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Place: Pathankot

Dated: 26.08.2017



Annexure A to the notice

Instructions for the voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, and rules framed there under and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 18th September, 2017 (9:00 am) and ends on 20th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)] :
 - (i) Open email and open PDF file viz: "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Pioneer Agro Extracts Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.





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(XV). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bskashtwal@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14th September, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting /voting at the AGM through ballot paper.

XII. Mr Baldev Singh Kashtwal (FCS No.3616) partner of RSM & Co has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

XIII. The Scrutinizer shall, immediately after the conclusion of voting of voting at the Annual General Meeting, would count the vote cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, to the chairman of the company or a person authorized by him in writing who shall countersign the same.

XIV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.pioneeragro.co.in and on the website of NSDL immediately after the declaration of results by the Chairman or person authorized by him in writing. The results shall be immediately forwarded to the BSE Limited, Mumbai.





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DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 25th Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2017.

Financial Results:

Particulars	(Amount- Rs Lakh)	(Amount- Rs Lakh)
	March 31, 2017	March 31, 2016
Gross Sales	0.00	1474.12
Less: State Excise & VAT	0.00	0.64
Net Sales	0.00	1473.48
Other Income	72.09	318.84
Total	72.09	1792.32
Profit before depreciation & taxation	38.04	-29.73
Less: Depreciation	0.88	29.20
Less: Provision for taxation	0.09	8.64
Profit after taxation	39.01	-50.29
Add: Balance brought forward from previous year	-486.02	-435.73
Surplus available for appropriation	0	0
Appropriations	0	0
General Reserves	0	0
Proposed Dividend	0	0
Tax on Dividend	0	0
Additional depreciation on fixed asset	0	0
Balance carried to Balance sheet	-447.00	-486.02



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DIVIDEND:

During the year under review, the Board of Directors has not recommended any dividend on the equity share capital. The Company wants to conserve the resources and strengthen the financial base of the company. So that your directors do not recommended any dividend for the financial year ended 31st March, 2017.

SHARE CAPITAL:

The paid up equity capital as on March 31, 2017 was Rs.4,33,23,000. During the year under review, the company neither issued shares with differential voting rights nor granted stock options nor sweat equity.

FINANCE:

Cash and cash equivalents as at March 31, 2017 was 299.73 Laes). The company continues to focus on judicious management of its working capital, Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

FIXED DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The detail of the investments made by company is given in the notes to the financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company's CSR philosophy is based on the belief that a successful business can be developed only by creating a prosperous society around. Reaching out to deprived communities is part of the company's vision and its CSR initiatives aim at supplementing the government endeavors to help the citizens in the vicinity achieve better living standards and good quality of life. The company has been engaging with civil society, public at large through dissemination of its CSR initiatives.





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CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

Information in accordance with the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earning and outgo is given in the Annexure No A, which forms part of the Board Report.

FOREIGN EXCHANGE EARNINGS AND OUT-GO :

During the period under review there was no foreign exchange earnings or out flow.

INDUSTRIAL RELATIONS:

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

DIRECTORS :

As per the Provision of Section 152 of the Companies Act, 2013 Sh. Ajay Kumar Goel, Whole Time Director of the Company is liable to retire by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. Your Board of Director has recommended his appointment in their meeting held on 08th May, 2017.

Declaration of Independence by Directors

The company has received the declaration from all the Independent Directors of the Company Mr. Sanjeev Kohli, Mrs. Neeraj Sharma, Mr. Rajinder Kumar Uppal and Mr. Dinesh Sharma confirming that they meet to the criteria of Independence prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and regulation 16(1) (b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Remuneration Policy

The Board has, on the recommendation of the Appointment & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Act the following are the Key Managerial Personnel (KMP) of the company as on the date of this report.

Mr. Jagat Mohan Aggarwal, Managing Director, Mr. Shyam Manohar Parashar, Chief Financial Officer and Mrs. Rashmi Chaudhary, company Secretary.





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Director's Responsibility Statement:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

Related Party Transactions

The particulars of contracts entered into by the company with its related party i.e. Pioneer Industries Limited pursuant to Section 188 of the Companies Act, 2013 is annexed herewith in Form AOC-2, Annexure No B, which forms a part of the Report.

Subsidiary Companies

The Company does not have any subsidiary.

Code of Conduct

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website www.pioneeragro.co.in.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

Vigil Mechanism / Whistle Blower Policy:

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

