23rd ANNUAL REPORT 2016-17

PICCADILY AGRO INDUSTRIES LTD.

Board of Directors	DIN No
Sh. Akhil Dada, Chairman	02321706
Sh. Harvinder Singh Chopra, Managing Director	00129891
Sh. Jai Parkash Kaushik, Director	02354480
Sh. Vinod Dada, Director	00644669
Ms. Bhawana Gupta, Director	07144762

Auditors
M/s Jain & Associates
SCO: 819-820, Sector-22-A, Chandigarh.

Company Secretary & CFO
Ms. Bhawana Gupta

CIN No. : L01115HR1994PLC032244

Registered Office & Factories
Village Bhadson, Umri-Indri Road,
Tehsil Indri, Distt. Karnal, Haryana

Registrar & Share Transfer Agent
Abhipra Capital Ltd.
Ground Floor, Abhipra Complex, Dilkhush Industrial Area,
A-387, GT Karnal Road, Azadpur, Delhi-110033

Banker
Punjab National Bank.

Content's

	Page No.
Notice	1-4
Director's Report	5-7
Annexure A to G to Directors Report	8-24
Auditor's Report	25-27
Balance Sheet	28
Profit & Loss Statement	29
Cash Flow Statement	30
Notes to Financial Statements	31-38
Consolidated Auditors Report	39-41
Consolidated Balance sheet	42
Consolidated Statement of Profit & Loss	43
Consolidated Cash Flow Statement	44
Notes & Significant Accounting Policy	45-54
Proxy form and Attendance Slip	56

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of Piccadily Agro Industries Limited will be held on Friday, 29th September 2017 at 4.00 P.M. at its registered office. i.e. Village Bhadson, Umri-Indri Road, Tehsil Indri, Distt. Karnal, Haryana to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt:

a. The audited Financial Statements of the company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and

b. The audited consolidated financial statement of the company for the financial year ended March 31, 2017.

2. To appoint a Director in place of Sh. Harvinder Singh Chopra (DIN:00129891), who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.

3. To appoint Auditors and fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Aggarwal Sahil & Associates., Chartered Accountants, Chandigarh (Registration No.: 026978N) be and is hereby appointed as Statutory Auditor of the Company in place of M/s. Jain & Associates., Chartered Accountants, Chandigarh (Registration No.: 001361N), the retiring Statutory Auditor, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 28th Annual General Meeting, at such remuneration plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf."

SPECIAL BUSINESS:

4. 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 148 and all other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the company to conduct the audit of the cost records of the company for the financial year ending March 31, 2018 be paid the remuneration as set out in the explanatory statement annexed to the Notice convening this meeting

Resolved Further that the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:-

"Resolved that pursuant to the provisions of Section 20(2) and other applicable provisions of the Companies Act 2013, the Chairman & Managing Director of the company be and is hereby authorized to determine the fee for delivery of any document as may be delivered by the company through a particular mode, as requested by the shareholders.

By Order of the Board of Directors

Dated: 27/05/2017
Place: Bhadson, Karnal

Sd/-
Bhawana Gupta
Company Secretary

Notes:-

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy so appointed need not be a member of the company. The instrument appointing Proxy should however be deposited at the Registered office of the company not less than 48 hours before the time and date fixed for 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 a proxy and such person shall not act as a Proxy for any other member.

A proxy form is attached to the Annual Report

2. The company has already notified closure of Register of members and Share Transfer Books from Friday, 22nd September to Friday, 29th September 2017 (both days inclusive) for purpose of Annual General Meeting.

3. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to advise any change of address to the Company/Registrar and Share Transfer Agent.

4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.

5. Members are requested to bring their attendance slip along with their copy of Annual report at the meeting.

6. ***Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars etc from the company electronically.***

7. Members desiring of any information as regards to accounts are requested to write to the company at least Ten days in advance to enable the management to keep the information ready

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent

Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository participants with whom they are maintaining their Demat Accounts. Members holding their shares in physical form can submit details to the Registrars and Transfer Agents M/S Abhipra Capital Ltd., Ground Floor, Abhipra Complex, Dilkhush Industrial Area, A 387, GT Karnal Road, Azadpur, Delhi-110033.

Members wishing to claim dividends, which remain unclaimed are requested to correspond with the company's Registrars and Transfer Agents, members are requested to note that dividends not enchased or claimed within seven years from the date of transfer to the company's unpaid dividend account will, as per section 124 of the Companies Act 2013 be transferred to the Investor Education and Protection Fund.

9. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management.
10. The relevant Explanatory Statement pursuant to section 102 of the Companies Act 2013 in respect of Special Business in the notice annexed hereto.
11. Additional information required to be furnished in respect of director seeking appointment/reappointment:

Sh. Harvinder Singh Chopra (Din No 00129891) is a qualified Chartered Accountant and is having more than 32 years experience in Finance, Accounts, Project implementation, administration etc. He has been associated with the Company from the inception, designing, construction, expansion and successful running of all units of the company.

Sh. Harvinder Singh Chopra (Din No. 00129891) is managing the affairs of the Company for the last twenty three years and has given his strong dedication and devotion for the overall growth of the Company to a very sound state. He is very well suited to handle the responsibility of his designation/position and the responsibilities assigned to him by the Board of Directors of the Company

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution except Sh. Harvinder Singh Chopra, Managing Director.

12. During the e voting period, members of the company holding shares either in physical form or dematerialised form as on cut-off-date i.e. 22nd September 2017 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the company as on the cut of date.

13. E-voting

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 & regulation 44 of the SEBI (Listing Obligations and Disclosure requirement) regulation 2015. The Company is pleased to provide its members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) on the items mentioned in the notice by electronic means through e-voting Services provided by Central Depository Services Ltd (CDSL).

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 26/9/2017 (9.00 A.M) and ends on 28/9/2017 (5.00 P.M.) 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) i.e. 22/9/2017 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) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. • 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 as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) Note for Non Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com toll free no: 1800-222-990

A. A person, whose name is recorded in the register of members or in the register beneficial owners maintained by the Depositories as on the cut of date only shall be entitled to avail the facility of remote e-voting / voting at the AGM through ballot paper.

B. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held , allow voting with the assistance of scrutinizer , by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

C. The Scrutinizer shall after the conclusion of voting the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall may , not later than 3 days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same & declare the result of the voting forthwith.

D. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.picagro.com and on the website of CDSL immediately after the declaration of result by the chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange.

During the evoting period, members of the company holding shares either in physical form or dematerialised form as on the cut of date i.e. 22nd September 2017 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the company as on cut off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules 2014, cut off date means a date not earlier than 7 days before the date of meeting.

14. Road Map for the Venue of 23rd Annual General meeting is also provided in the report to assist the members for attending the meeting.

By Order of the Board of Directors

Sd/-
Bhawana Gupta
Company Secretary

Dated: 27/05/2017
Place: Bhadson , Karnal

EXPLANATORY STATEMENT

Explanatory Statement for resolutions mentioned under item no 4 pursuant to section 102 of the Companies Act 2013 (hereinafter referred to as the "Act")

Item No 4

The board on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s Sanjeev K. Bansal & Associates, Cost Accountants, to conduct the audit of the cost records of Sugar unit & Distillery unit at a remuneration of Rs. 36000/- per annum for both units for the financial year ending 31st March 2018

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out in the item no 4 of the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the ordinary Resolution set out at Item No. 4 of the Notice.

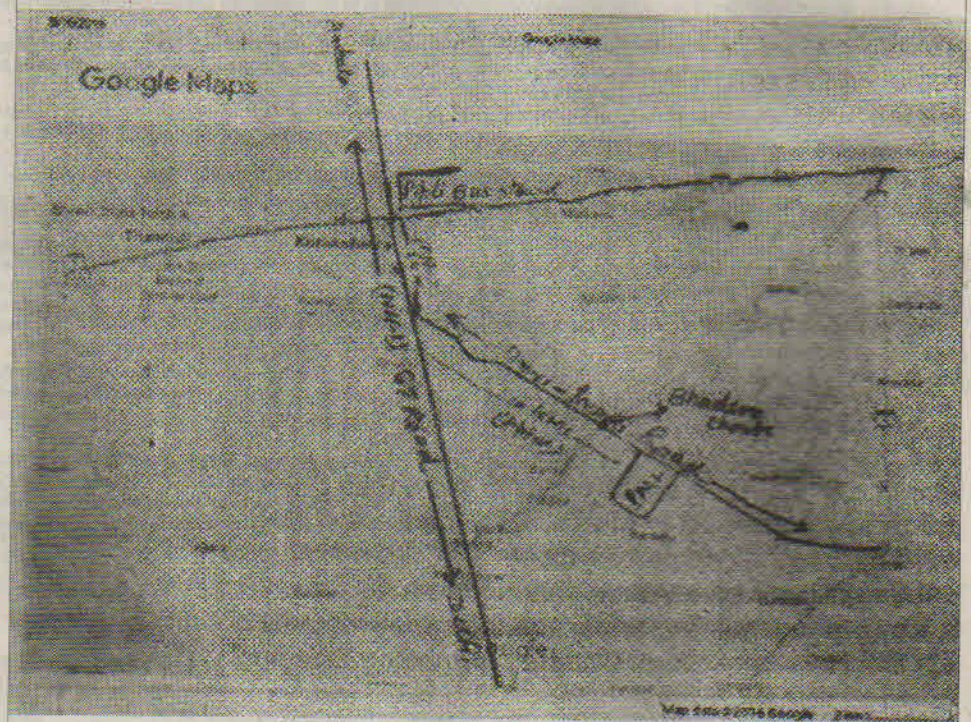
Items No. 5

As per proviso to Section 20(2) of the Companies Act, 2013, a shareholder may request delivery of any document as may be delivered by the company through a particular mode for which he shall pay such fee as may be determined by the Company in its Annual General Meeting. Since the cost of dispatch may vary from time to time and depending on the mode of dispatch, your directors recommends to authorized the Chairman and Managing Director to determine fee for delivery of any such document through a particular mode as requested by the shareholder.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special Resolution set out at Item No. 4 of the Notice.

By Order of the Board of Directors
Sd/-
Bhawana Gupta
Company Secretary

Dated: 27/05/2017
Place: Bhadson , Karnal



DIRECTOR'S REPORT

Dear Share Holders,

Your Directors have the pleasure in presenting their 23rd Annual Report together with Audited Accounts of the Company for the year ended 31st March 2017

FINANCIAL RESULTS:

Particulars	(Rs. In lacs) 31st March 17	(Rs. In lacs) 31st March 16
Total Income	33089.19	27835.25
(Increase)/decrease of Stock in trade	(1450.16)	758.42
Profit before Interest & Depreciation	4892.70	3039.91
Less : Interest	1734.51	1451.18
Depreciation	1301.94	1093.22
Profit before Tax	1856.25	495.51
Provision for Tax/Deferred Tax	1049.70	341.70
Net Profit	806.55	153.81
Transfer to Profit & Loss A/c	806.55	153.81

1) Review of the operations of Sugar Mill

a) Sugar Mill

Sugar Mill commenced crushing operations for the season 2016-17 on 1/12/2016 and closed on 01/05/2017. The comparative operational results over the last two seasons are as follows:

Particulars	Season 2016-2017	Season 2015-2016
Duration (Days)	152	113
Sugarcane Crushed (Quintals)	5089723.99	3283896.09
Recovery(%)	10.68	10.74
Sugar produced in quintals	544835	353853

During the season, the mill operated for 152 days and crushed 50.89 lac quintals of sugar cane. The Sugar Mill has produced 544835 quintals of Sugar at an average recovery of 10.68%. The mill also produced 229980 quintals of molasses at an average recovery of 4.52%. The Sugar unit of the company has achieved turnover (net of excise) & other income of Rs 17968.14 lacs

b) Distillery

The Distillery has produced 48,44,674 cases of Malta, 6754 cases of Sofia, 8936 cases of Marshall, 4447 cases of Golden Wings under Country liquor category. The brands of the distillery i.e. Malta, Sofia, Ginn and Marshal, of 50 Degree proof continue to be well accepted by the people and have become popular brands in the State of Haryana.

The Company has produced 3965 cases of Blue Heaven whisky &3050 cases of Golden Wings whisky under the Indian Made Foreign Liquor (IMFL) category & has received tremendous response from market.

The company is under process of making more Indian made foreign liquor (IMFL) category. The distillery division has achieved a turnover & other income of Rs. 15121.05lacs.

The company has also produced 23823.60 quintals of CO_2 gas and has recorded a turnover of Rs 70.79 lacs/- which is included in the turnover of the distillery.

c) Malt Plant

The 10 Kilo Liters per Day Malt Plant to produce Malt Spirit made from Barley is running perfectly. The quality of Malt Spirit produced thereat is of very high standards. The unit has produced 8,14,774.98 bulk liters of Malt Spirit during the year 2016-17.

2. Share Capital

During the financial year 2016-17, the company had issued Bonus shares in the ratio of 1:1 to the share holders of the company and as a result the paid share capital stands to Rs. 94,33,92,800/- from Rs. 47,16,96,400/-

3. Dividend

Your Directors have not recommended any dividend on the equity shares for the financial year ended March 31, 2017, to conserve the cash resources for modernization & diversification plans of the company.

4. Directors & Key Managerial Personnel

Sh. Harvinder Chopra, Director of the Company retires by rotation and is eligible for the reappointment. The Independent Directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify as an independent director under section 149 (6) of the Companies Act 2013 & 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

There is no change in the Key Managerial personnel during the financial year 2016-17

5. Number of meetings of the Board

During the year under review 6 (six) meetings of the Board of Directors were held to transact the business of the company. The time gap between the two consecutive meetings was not exceeding 120 days. Details of the Board meetings including attendance of Directors at these meetings are provided in the Corporate Governance Report annexed to this report.

6. Board evalution

In a separate meeting of independent Directors, performance of nonindependent directors, performance of Board as a whole and performance of Chairman was evaluated. Based on such report of the meeting of independent Directors and taking into account the views of executive director and non executive director, the Board had evaluated its performance on various perimeters such as Board composition and structure, effectiveness of board processes, effectiveness of flow of information, contributions from each directors etc.

7. Material Changes & commitment affecting the Financial position of the company

There are no material changes affecting the financial position of the company subsequent to the close of the financial year 2016-17 till the date of report.

8. Significant & material orders passed by the Regulators or Courts or Tribunals

There are no significant material orders passed by the regulators or Courts or Tribunal which would impact the going concern status of the company and its future operation. However, Members attention is drawn to the statement on Contingent Liabilities and commitments in the notes forming part of the financial statement.

9. Deposits

Your company has not accepted any deposits from the public during the year. Further there is not any non compliance of Chapter 5 of Companies Act 2013 and rules framed there under.

10. Risk Management

Your company carries out a periodical exercise to identify various risks involved in the business & operations of the company. After identification, such risks are assessed for the degree of risks involved and accordingly steps are taken to mitigate those risks. The objective of such exercise is to mitigate the probable adverse impact on business operations and

thus enhance the competitiveness. The risk assessment process of the company defines the risk management approach at all levels across the organization including determination of the degree of risks and proper steps to be taken to avoid the probable harm. The Board is updated periodically on the risks identified and steps taken for mitigating them.

11. Auditors & Audit report

a. Statutory Auditors

M/s. Jain & Associates, Chartered Accountants Chandigarh, the Statutory Auditors of the Company, retire at the conclusion of this Annual General Meeting and The Board of Directors at its meeting held on 27th May, 2017 have recommended appointment of M/s Aggarwal Sahil & Associates., Chartered Accountants, Chandigarh (Registration No.: 026978N) as the Statutory Auditors of the Company in place of M/s. Jain & Associates, Chartered Accountants Chandigarh, existing Statutory Auditors of the company.

In terms of the provisions of Section 139 of Companies Act, 2013 M/s Aggarwal Sahil & Associates., Chartered Accountants have furnished a certificate that their appointment, if made will be within the limits prescribed under the said section of the Act. As required under regulation 33 of the SEBI (Listing Obligations and Disclosure requirements) regulations 2015 they have also confirmed that they have hold a valid certificate issued by the Peer review Board of the Institute of Chartered Accountants of India.

The Notes on Financial statements referred to in the Auditors report are self explanatory and do not call any further comments.

b. Secretarial Audit

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with the Companies (Appointment and remuneration of Managerial Personnel) Rules 2014 the Board has appointed Mr. Kanwaljit Singh, Practicing Company Secretary as Secretarial Auditors of your company for the financial year 2017-2018. The Secretarial Audit report for the financial year 2016-17 is annexed to this report as Annexure-A

c. Cost Auditors

The Board of Directors upon recommendation of the Audit committee appointed Sh. Sanjeev K. Bansal, Cost Accountant as the Cost Auditor of the company to conduct cost audit for its Sugar & Distillery unit the financial year 2017-2018. Sh. Sanjeev K. Bansal, Cost Accountant has submitted a certificate of eligibility for appointment

In accordance with the provisions of section 148 of the Act read with the Companies (Audit & Auditors)

Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the company. Accordingly consent of members is sought in the ensuing Annual General Meeting.

12. Amounts proposed to be carried to Reserves

Particulars of the amounts proposed to be carried to reserves have been covered as part of the financial performance of the company.

13. Consolidated Financial Statement

As required under the Listing Agreement & in accordance with the Accounting Standard (AS)-21 on consolidated Financial Statements read with AS-23 on accounting for investments in Associates, the Audited consolidated financial statement is provided in the Annual report.

14. Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo:

As required under Section 134 (3)(m) of the Companies Act 2013 read with rule 8 of the Companies (Accounts) Rules 2014, the information relating to the conservation of the energy, technology absorption and foreign exchange earnings and outgo, is annexed and forms part of the report as per Annexure B.

15. Subsidiary

M/s Clearvision Media India (P) Ltd has not commenced any commercial operations during the year under review. Details of the subsidiary as per first proviso to section 129(3) of the Companies Act 2013 read with Rule 5 of the Companies (Accounts) Rules 2014 are attached to this report on AOC-1 as Annexure C.In accordance with the General Circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, statement of Profit & Loss and other documents of the subsidiary companies are not being attached with the Balance Sheet of the company.

However financial information of the subsidiaries companies is disclosed in the Annual report in compliance with the said circular. The company will provide a copy of separate Annual accounts in respect of subsidiary to any shareholder of the company who ask for it and the said annual accounts will also be kept open for inspection at the registered office of the company and that of the respective subsidiary companies

16. Contracts or Arrangements with related Parties

Pursuant to section 134 of the Companies Act,2013 read with Rule 8(2) of the Companies (Accounts) Rules 2014, the Particulars of contracts or arrangements entered into by the company with related parties have been done at arm's length and are in the ordinary course of business. Hence, no particulars are being provided in Form AOC-2.

17. Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements, however there is no transaction during the year.

18. Internal Controls

The company`s internal Control system is commensurate with its size, scale and complexities of its operations. The Audit committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. It also reviews the Internal Audit reports.

19. Change in the nature of business

During the year under review, there has been no change in the nature of business of the company.

20. Extract of Annual Return

The details forming part of the extract of the Annual return is given in Annexure D of this report.

21. Corporate Social Responsibility

The company through M/s Kedar Nath Sharma Hospital & Charitable Trust has taken up social work for the betterment of society.

During the year 2015-16 company has contributed a sum of Rs 41.14Lacs to chief Minister relief fund & purchased an ambulance amounting to Rs 11.77 lacs for providing free Lab test facility the patients thereby has exceeded the prescribed limit of expenditure by 0.37 lacs.

During the year 2016-17 company has transferred an amount of Rs. 35.52 has been transferred to M/s Kedar Nath Sharma Hospital & Charitable Trust for undertaking CSR activities. Details as per Annexure E Pursuant to the provisions of Section 135 of the Companies Act 2013 and rules thereto, a Corporate Social Responsibility committee of the Board has been constituted to monitor CSR activities.

22. Corporate Governance & Policies

Pursuant to regulation 34 (3) of SEBI (Listing obligation and disclosure requirements) 2015. Management discussion and Analysis, Corporate Governance Report and Auditors certificate regarding compliance of conditions of corporate governance are made part of the Annual Report as per Annexure F. Your board has in accordance with the requirements of Companies Act 2013 & SEBI (Listing obligation and disclosures requirement) 2015 has adopted policies such as Related Party Transaction, Corporate Social Responsibility Policy, Whistle Blower and Vigil Mechanism policy. These policies are available on the website of the company and can be viewed on www.picagro.com.

Your board has in accordance with the requirements of Companies Act 2013 & SEBI (Listing obligation and disclosure requirements) 2015, has formed Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Audit Committee & Stakeholders relationship Committee is given in Annexure F.

23. Disclosure under the sexual harassment of women at workplace (Prevention, Prohibition and Redressal Act 2013)

During the year under review, there were no cases filed pursuant to the aforesaid Act

24. Information Pursuant to Rule 5 of the Companies (Appointment and remuneration of managerial (personnel) Rules 2014

Sr. No	Information required	Input
1.	The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year.	Please refer Annexure G-1
2.	The percentage increase in remuneration of each Director, Chief Financial officer, Company Secretary or manager, if any in the financial year	Please refer Annexure G-2
3.	The percentage increase in the median remuneration of employees in the financial year.	23.39
4.	The number of permanent employees on the rolls of company	143
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase of 23.39 in salaries of managerial personnel: Average percentile increase in salaries of non managerial personnel: The salary increase are a functions of various factors due to inflationary trends, motivational human development policies.
6.	Affirmation that the remuneration is as per the remuneration policy of the company	The remuneration paid to the Directors is as per the remuneration policy of the company.
7.	Statement showing the name of every employee of the company who- (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate , was not less than sixty Lakh rupees. (ii) if employed for the part of financial year, was in receipt of remuneration for any part of that year at a rate which, in the aggregate was not less than five lakh rupees per month. (iii) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, or as the case may be, at a rate, in the aggregate , is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children not less than two percent of the equity shares of the company	The particulars of employees and related disclosures: In terms of the provisions of section 197(12) of the Companies Act 2013, read with rule 5(2) & 5(3) of the Companies (Appointment and remuneration of managerial personnel) Rules Amendment 2016, the names of employees drawing remuneration in excess of the limits set out in the said rules forming part of this report, is given in the annexure to this report. However, pursuant to provision of section 136(1) of the Companies Act 2013, all reports and accounts are sent to all the shareholders of the company except this annexure. Any shareholder, interested in inspecting this report, can visit our Registered office or write to the Company Secretary for a copy of it.

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. Remuneration policy is stated as per Annexure G-3

25. Director's Responsibility Statement

Pursuant to the requirement under section 134 (3) (c) and section 134(5) of the Companies Act 2013, your Directors hereby report that:

a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

b) The Directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable & prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit & Loss of the Company for the said period.

c) 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

d) The Directors have prepared the Annual Account ongoing concern basis.

e) The Directors in the case of a listed company had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

f) 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.

26. Insurance

The company has taken adequate insurance policies for its assets against possible risks like fire, flood, public liability, marine etc.

27. Appreciation

Your Directors wish to place on record their appreciation towards the contribution of all the employees of the company and their gratitude to the company's valued customers , farmers, bankers, vendors, for their continued support and confidence in the company.

For Piccadily Agro Industries Limited

	Sd/-	Sd/-
Place : Bhadson, Karnal	(Akhil Dada)	(Harvinder Singh Chopra)
Date : 27/5//2017	Chairman	Managing Director.
	DIN No. 02321706	DIN No. 00129891

Annexure-A

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Piccadily Agro Industries Limited
Village Bhadson, Umri Indri Road,
Tehsil: Indri, Disst: Karnal
Haryana

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PICCADILY AGRO INDUSTRIESLIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the PICCADILY AGRO INDUSTRIESLIMITED'S books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2017 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 manne rand subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms andreturns filed and other records maintained by PICCADILY AGRO INDUSTRIESLIMITED ("theCompany") for the financial year ended on March 31, 2017accordingto the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the amendments thereof: Not Applicable, as none of the securities of the company were delisted during the audit period.
d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- Not applicable as the company has not issued any securities during the financial year under review.
e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014- Not Applicable as the company has not provided any share based benefits to the employees during the year.
f) The Securities and Exchange Board of India (Issue and Listingof Debt Securities) Regulations, 2008and Chapter V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Not applicable as the company has not issued any debt securities during the financial year under review.
g) 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- Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not applicable as the company has not bought back any of its securities during the financial year under review.

(vi) The major provisions and requirements have also been complied with as prescribed under all applicable Labour laws viz. The Factories Act, 1948, The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, The Payment of Bonus Act, 1965, Industrial Dispute Act, 1947, Employee State Insurance Act, 1948, The Employee's Provident Fund and Miscellaneous Provisions Act, 1952.
(vii) Environment Protection Act, 1986 and other environmental laws.
(viii) Hazardous Waste (Management and Handling) Rules, 1989 and the Amendments Rules, 2003.
(ix) The Air(Prevention and Control of Pollution) Act, 1981
(x) The Water (Prevention and Control of Pollution) Act, 1974

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

a) Secretarial Standards issued by The Institute of Company Secretaries of India as notified by Government of India.
b) The SEBI (Listing Obligations & Disclosure) Regulations, 2015 being listed with BSE Limited.