



PIONEER AGRO EXTRACTS LTD.

23rd Annual Report 2014-2015

The Pioneering Continues...

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PIONEER AGRO EXTRACTS LTD.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Chairman cum Managing Director

Mr. Jagat Mohan Aggarwal

Executive Director

Mr. Ajay Kumar Goel

Mr. Bharat Bhushan Aggarwal

Independent Director

Mr. Rajinder Kumar Uppal

Dr. Dinesh Sharma

Mr. Sanjeev Kumar Kohli

Mrs. Neeraj Sharma

Statutory Auditor

Anil Vasudeva & Co. Chartered Accountants

Internal Auditor

Yudhistar Sharma & Co. Chartered Accountants

Secretarial Auditor

Anuj Bansal & Associates
Practicing Company Secretaries

Registrar & Transfer Agent

Abhipra Capital Limited,
Abhipra Complex, A- 387,
Dilkush Industrial Area, Azadpur
Delhi-110033

Company Secretary & Compliance Officer

Mr. Sahil Mahajan

Chief Financial Officer

Mr. S.M. Parashar

Registered Office

Chhoti Nahar, Malakpur, Pathankot, Punjab-145025

Bankers

Jammu & Kashmir Bank Limited
Warehouse Gurdaspur Road,
Pathankot, Punjab-145001



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NOTICE

Notice is hereby given that the 23rd 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 Wednesday the 30th day of September, 2015 at 11.00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2015 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 consider and if thought fit, to pass , the following resolution as ordinary resolution:

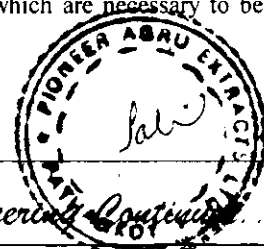
“RESOLVED THAT pursuant to the provisions of section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Anil Vasudeva & Co. Chartered Accountants, Pathankot (Firm Registration number 0059471N with the Institute of Chartered Accountants of India), who have offered themselves for re appointment and have confirmed their eligibility to be appointed as Auditors. in terms of provisions of section 141 of the Act, and rule 4 of the rules, be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.”

Special Business:

4. To approve remuneration of Cost auditors for the financial year ending on 31st March 2016 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 148 and all other applicable provision, if any, of the Companies Act 2013 and the Companies (Audit and Auditors) rules, 2014, M/s J. Verma & Associates, Cost Accountants, (Registration No 27611) the Cost Auditors appointed by the Board of directors of the company, to conduct the audit of the cost records of the company in respect of animal or Vegetable Fats & Oils for the financial year ending March 31, 2016, at such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the cost Auditors.

RESOLVED FURTHER THAT Mr. Jagat Mohan Aggarwal, Managing Director be and is hereby authorized to digitally sign the all prescribed Forms and to do all the acts, deeds and things which are necessary to be complied with ROC to give effect to this resolution.”



The Pioneer Industries



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5. To appoint Ms Neeraj Sharma (DIN:07113928) as Women Director in category of independent director and in this regard to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Ms Neeraj Sharma (DIN:07113928) who was appointed as women director w.e.f 12.03.2015 pursuant to Sec 161 of the Companies Act 2013 and whose term of office is expires at this annual general meeting as per applicable provisions of Companies Act 2013 and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company pursuant to section 149 of the Act to hold office for 5 (five) consecutive years for a term up to the conclusion of 28th Annual General Meeting of the Company in the calendar year 2020.

RESOLVED FURTHER THAT Mr. Jagat Mohan Aggarwal, Managing Director be and is hereby authorized to digitally sign the all prescribed Forms and to do all the acts, deeds and things which are necessary to be complied with ROC for the appointment of an independent Director."

6. To appoint Mr. Sanjeev Kumar Kohli (DIN:07144225) as an independent director and in this regard to consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Sanjeev Kumar Kohli (DIN:07144225) who was appointed as additional director w.e.f 01.04.2015 pursuant to Sec 161 of the Companies Act 2013 and whose term of office is expires at this annual general meeting as per applicable provisions of Companies Act 2013 and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company pursuant to section 149 of the Act to hold office for 5 (five) consecutive years for a term up to the conclusion of 28th Annual General Meeting of the Company in the calendar year 2020.

RESOLVED FURTHER THAT Mr. Jagat Mohan Aggarwal, Managing Director be and is hereby authorized to digitally sign the all prescribed Forms and to do all the acts, deeds and things which are necessary to be complied with ROC for the appointment of an independent Director."

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



Sahil Mahajan
(Sahil Mahajan)
Company Secretary
ACS- 33653

Place: Pathankot
Date 20.08.2015

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NOTES: -

- The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no 4 to 6 as stated above in annexed hereto.
- 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.
- 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.
- The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2015 to 30th September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
- Members, who have not registered their e-mail id so far, are requested to registered 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 rta@abhipra.com or with the company at complianceofficer@pioneeragro.co.in
- 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.
- 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.
- 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	59 Years
Qualification	Post graduation
Expertise in Specific Area	Sales, Marketing & Allied matters
Date of first Appointment on the Board of the Company	January 20, 1993
Shareholding in Pioneer Agro Extracts Limited	83,400 Shares
List of Directorship held in other companies	Pioneer Industries Limited Mohan Timbers Private Limited Transworld Polymers Private Limited ASP Fincap Private Limited
Membership/Chairmanships of Audit and stake holders relationship committees	Refer to Report on CORPORATE GOVERNANCE



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PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company will be providing 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). The detailed procedure to be followed in this regard has been given in Annexure - A to the notice. The members are requested to go through them carefully.

ANNEXURE TO THE NOTICE:

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

ITEM NO. 4

The Board of Directors on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s J. Verma & Associates, Cost Accountants, (Registration No. 27611) as cost auditors of the company to conduct the audit of the cost accounts and records maintained by the Company for the financial year ending 31st March, 2016.

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

Accordingly the consent of the members of the company is being sought for passing an ordinary resolution set out at Item No-4 of the notice for ratification of remuneration payable to the cost auditors for the financial year ending on 31st March 2016.

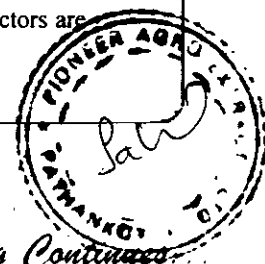
None of the Directors/ Key Managerial Personnel/ their relatives are in any way concerned or interested financially or otherwise in the resolution set out at item No 4 of the notice.

The Board recommends the ordinary resolution set out at Item No 4 of the notice for the approval by the shareholders of the company.

ITEM NO. 5 AND 6 :

The Board of Directors in their meeting held on 1st April, 2015 had Appointed Mr. Sanjeev Kumar Kohli as an additional Director pursuant to section 161 of the Companies act 2013 and he is entitled to hold office upto the date of this Annual General meeting and on 12th March, 2015 appointed Ms Neeraj Sharma as an Women Director in category of additional Director pursuant to section 161 of the Companies act 2013 and she is also entitled to hold office upto the date of this Annual General meeting

As per the current provisions of company law and clause 49 of the Listing Agreement, independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.



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It is proposed to appoint Mr Sanjeev Kumar Kohli & Ms Neeraj Sharma as independent directors under section 149 of the Act and clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of 28th Annual General Meeting of the company in the calendar year 2020.

Mr Sanjeev Kumar Kohli & Ms Neeraj Sharma are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as directors.

The company has received notices in writing from members along with deposits of requisite amount under section 160 of the Act proposing the candidature of each of Mr. Sanjeev Kumar Kohli & Ms Neeraj Sharma for the office of Directors of the Company.

The company has also received declarations from Mr Sanjeev Kumar Kohli & Ms Neeraj Sharma that they meet with the criteria of independence as prescribed both under sub section (6) of section 149 of the Act and under clause 49 of the Listing Agreement.

In the opinion of the Board, Mr Sanjeev Kumar Kohli & Ms Neeraj Sharma fulfill the conditions for appointment as independent directors as specified in the Act and the Listing Agreement. Mr Sanjeev Kumar Kohli & Ms Neeraj Sharma are independent of the management.

Brief resume of Mr. Sanjeev Kumar Kohli & Ms Neeraj Sharma, nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with the stock exchanges, are provided herein below.

Name	Mr. Sanjeev Kumar Kohli	Ms Neeraj Sharma
Directors Identification number (DIN)	07144225	07113928
Age	50 Years	50 Years
Qualification	Post Graduate	M-Phil
Expertise in Specific Area	Marketing & Business Promotion	Administration & Management
Date of first Appointment on the Board of the Company	01.04.2015	12.03.2015
Shareholding in Pioneer Agro Extracts Limited	Nil	Nil
List of Directorship held in other companies	Nil	Nil
Membership / Chairmanships of Audit and stake holders relationship committees	Refer to Report on CORPORATE GOVERNANCE	Refer to Report on CORPORATE GOVERNANCE

Copy of the draft letters for respective appointments of Mr Sanjeev Kumar Kohli & Ms Neeraj Sharma as independent directors setting out terms and conditions are available for inspection by members at the registered office of the company.

This statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the stock exchanges.



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Mr Sanjeev Kumar Kohli & Ms Neeraj Sharma are interested in the resolutions set out respectively at item nos. 5 & 6 of the notice with regard to their respective appointments.

The relatives of Mr Sanjeev Kumar Kohli & Ms Neeraj Sharma may be deemed to be interested in the resolution set out respectively at item nos. 5 & 6 of the notice, to the extent of their shareholding interest, if any, in the Company.

Save and except above, none of the Directors/ Key Managerial Personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary resolutions set out at item nos. 5 & 6 of the notice for approval by the shareholders.

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



Sahil Mahajan
(Sahil Mahajan)
Company Secretary
ACS- 33653

Place: Pathankot
Dated: 20.08.2015

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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, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, 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 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (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 23rd September, 2015, 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 Participants(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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DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 23rd Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2015.

Financial Results:

Particulars	March 31, 2015	March 31, 2014
Gross Sales	517019247	381205631
Less: State Excise & VAT	20476	64834
Net Sales	516998771	381140797
Other Income	3353819	2964338
Total	520352590	384105134
Profit before depreciation & taxation	-19675948	-10053346
Less: Depreciation	6715316	7577899
Less: Provision for taxation	657175	710644
Add: Prior period adjustment (Taxation)	93750	0
Profit after taxation	-25827839	-16920581
Add: Balance brought forward from previous year	-17745164	-824583
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	-43573003	-17745164