

21st ANNUAL REPORT

2014-15



PICCADILY AGRO INDUSTRIES LTD.

Board of Directors

Sh. Akhil Dada, Director
Sh. Harvinder Chopra, Managing Director
Sh. Jai Parkash Kaushik, Director
Sh. Vinod Dada, Director
Ms. Bhawna Gupta, Director

Auditors

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

Registered Office & Factories

Village Bhadson, Umri-Indri Road,
Tehsil Indri, Distt. Karnal, Haryana

Corporate Office

DLF Building, D Block, 3rd Floor
IT Park Chandigarh

Company Secaratory
Bhawana Gupta

CIN No. : L01115HR1994PLC032244

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NOTICE

Notice is hereby given that the Twenty-First Annual General Meeting of the members of Piccadilly Agro Industries Limited will be held on Wednesday, 30th September 2015 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, 2015, 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, 2015.
2. To appoint a Director in place of Sh. Jai Parkash Kaushik (DIN: 02354480), 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 M/s Jain & Associates, Chartered Accountants (Registration no 001361N), be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the company at such remuneration as shall be fixed by the Board of Directors of the company."

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 149 & 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Bhawana Gupta (DIN : 07144762), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who hold office up to the date of this Annual General Meeting 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 Director of the Company liable to retire by rotation."
5. 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, 2016 be paid the remuneration as set out in the 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"

By Order of the Board of Directors
 Sd/-
 Harvinder Chopra
 Managing Director
 DIN No : 00129891

Dated: 30/05/2015
 Place: Gurgaon

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 Wednesday, 23rd September to Wednesday, 30th September 2015 (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 address 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 10 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 company /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 at the company's Corporate office. Members are requested to note that dividends not enclosed or claimed within seven years from the date of transfer to the company's unpaid dividend account, 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 under clause 49 of the Listing agreement in respect of Director seeking appointment/reappointment:

Name of Director	Sh. Jai Parkash Kaushik
Director identification number	DIN: 02354480
Date of Birth	5/10/1950
Date of Appointment	12/11/2011
Qualification	Retired IAS officer
Expertise in specific functional area	Well experienced and possess expertise in business, & entrepreneurship qualities
Shareholding in Piccadily Agro Industries Ltd	Nil
Directorship in other companies	Piccadily Sugar & Allied Industries Limited
Committee position held in other companies	Chairman of Audit Committee of Piccadily Sugar & Allied Industries Limited Member of Corporate Social responsibility Committee of Piccadily Sugar & Allied Industries Limited Member of Stakeholder & Relationship committee of Piccadily Sugar & Allied Industries Limited Member Risk Management Committee of Piccadily Sugar & Allied Industries Limited

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. 23rd September 2015 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. As per explanation (ii) on rule 20 of the Companies (Management and Administration) Rules 2014, cut-off-date means not of earlier than 7 days before the date of General meeting.

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 & clause 35B of Listing Agreement and any other applicable provisions, the Company is pleased to provide its members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) on the items mentioned in the notice by electronic means through e-voting Services provided by National Securities Depository Ltd (NSDL).

The instructions for remote voting are as under:

- A. In case a member receives e-mail from NSDL (For members whose email addresses are registered with the company /Depository Participant)the member should open the PDF file attached with the email . The said PDF file contains his /her user ID and password for e-voting . Please note that the password is an initial password
- B. In case member receives AGM Notice in physical form (for members whose e-mail addresses are not registered with the Company /Depository participants) the user ID and initial password for remote e-voting is provided on the covering letter enclosed with the Annual report.
- C. The following steps should be followed for casting the vote through remote e-voting (in both the cases mentioned at 13(A) & 13(B) above):
- Open the internet browser and type the following URL:<http://www.evoting.nsdl.com>
 - Click on Shareholder-Login
 - If you are already registered with NSDL for e voting then you can use your existing user ID and password.
 - If you are logging for the first time, please enter your user ID and password provided through e-mail(as per serial No 13(A) above) or in physical form (as per Sr No 13(B) above) as the case may be.
 - The password change menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - Home page of remote e-voting opens. Click on remote e-voting >active voting cycles.
 - Select "EVEN" (E -Voting Event number) of Piccadily Agro Industries Limited for the purpose of voting in AGM as mentioned in the covering letter enclosed with the Annual report. Now you are ready for remote e-voting as caste vote page opens.
 - The voting rights of the shareholder shall be reckoned in proportion to their shares in the total paid up equity share capital of the company as on 23rd September 2015.
 - Cast your vote by selecting appropriate option and Click on "submit" and also confirm when prompted.
 - Upon confirmation, the message "Vote Caste Successfully" will be displayed.

