

*Progressive Extractions & Exports Limited*

***Progressive Extractions & Exports Limited***

***32nd Annual Report***

***2012-2013***

*32nd Annual Report*

# *Progressive Extractions & Exports Limited*

## **BOARD OF DIRECTORS**

**ShriSundeepMaheshwari**                      **Director**

**ShriAvneeshSabherwal**                      **Director**

**ShriNitinBhondwe**                              **Director**

### **Auditors**

M/S K.C. Koshal & Co.  
Chartered Accountant

### **Bankers**

Syndicate Bank Ltd

#### **Registered Office**

Shri Mohan Parisar, 232 Zone-II, MaharanaPratap Nagar, Bhopal 462 011

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### **Head office**

Shri Mohan Parisar, 232 Zone-II, MaharanaPratap Nagar, Bhopal 462 011

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## **REGISTRAR AND TRANSFER AGENT**

**M/s Intime Spectrum Registry Limited**

A-31, 3<sup>rd</sup> Floor, Naraina Industrial Area,  
Phase-I, New Delhi 110 028

Members are requested to avail the facility of keeping their shares in Demat form as the Company's shares have been admitted in NSDL and CDSL. The ISIN allotted to Co. is INE421E01012

# *Progressive Extractions & Exports Limited*

## NOTICE

NOTICE is hereby given that the 32<sup>nd</sup> **ANNUAL GENERAL MEETING** of the members of PROGRESSIVE EXTRactions & EXPORTS LIMITED., will be held on, Sunday 29<sup>th</sup> September, 2013 at 2.30 p.m. at the Registered Office of the Company at Shri Mohan Parisar, Zone-I, Maharar Nagar, Bhopal- 462 011 (M.P.) to transact the following business-

### **ORIDINARY BUSINESS:**

1. To receive and adopt the Directors' Report and Profit and Loss Account for the year ended 31<sup>st</sup> March 2013 and the Balance Sheet as at that date with the notes and schedules along with the Auditors Report and the Directors' Report thereon.
2. To appoint a Director in place of Mr.AvneeshSabherwal, who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr.NitinBhondwe, who retires by rotation and is eligible for re-appointment.
4. To appoint M/S K.C. Koshal& Company, Chartered Accountant as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting to the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company.

By the order of the Board,  
For **Progressive Extractions & Exports Limited**

s/d  
Director

Regd. Office  
Shri Mohan Parisar, Zone-I, Maharar Nagar,  
Bhopal- 462 011 (M.P.)

Date : 1<sup>st</sup> September, 2013

### **NOTES:**

1. **A MEMBER entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument of proxy should, however, be deposited at the Registered Office of the Company not less than Forty-Eight hours before the commencement of the meeting.**
2. The register of members and Share Transfer Register of the Company shall remain closed from 25<sup>th</sup> September, 2013 to 29<sup>th</sup> September, 2013 (both days inclusive).

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# *Progressive Extractions & Exports Limited*

## **DIRECTORS' REPORT**

### **The Members of Progressive Extractions & Exports Limited**

Your directors present herewith the 31<sup>st</sup> Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2013.

<b>FINANCIAL RESULTS</b>	<b>(Rs. In Lakhs)</b>	
	<b>2012-13</b>	<b>2011-12</b>
Total Income	2.13	3.75
Total Expenditure	9.77	0.44
Profit / (Loss) before Depreciation	-7.65	3.31
Less: Depreciation	4.94	0.41
Net profit before Tax	-12.59	2.90
Less: Provision for Tax	0.00	0.00
Net Profit	-12.59	2.90
Profit / (Loss) brought forward from previous year	(59.33)	( 62.23)
Balance carried to Balance Sheet	(71.92)	(59.33)

#### **OPERATIONS:**

During the year under review the operations of the company have remained suspended. The Company has parted with plant and machineries and other fixed assets. The Company is committed to continue its activities with the help of its marketing department and is working hard to create marketing to resumes its trading activities.

#### **OPPORTUNITIES AND RISKS:**

Company is in the business of job work operations of solvent extraction and oil refining and trading of refined oil. Though during the year under review operations of company are suspended, the Company is hopeful to revive its operations and efforts are being made in this regard.

#### **FINANCE:**

The Company has not obtained any financial assistance from Banks and other financial institutions during year under review.

#### **DIVIDEND:**

Since the company has suspended its operations your directors do no recommend any dividend for the year under review.

#### **FIXED DEPOSITS**

During the year under review, your Company has neither invited nor accepted any fixed deposits from the public within the meaning of Section 58A of the Companies Act, 1956.

# *Progressive Extractions & Exports Limited*

## **DEMATERIALIASATION:**

The equity shares of your Company are being compulsorily traded in dematerialization form. The ISIN No. is INE421E01012. Nearly 42.78 % of the equity shares have been dematerialised form.

## **DIRECTORS:**

During the year under review, Mr AvaneeshSabharwal and Mr.NitinBhondwe, directors retire by rotation who offers themselves for reappointment.

## **DIRCTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed:

- (1) That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March 2013; the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (2) That the Directors have adopted such accounting policies and applied them consistently and made judgments estimates that were reasonable and prudent so as to give a true and fair view of the state affair of the Company at the end of the financial year and of the profit or loss of the company for the year under review.
- (3) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (4) That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March 2013 on a "going concern" basis.

## **PARTICULARS OF EMPLOYEES:**

During the year under review, there were no employees, covered under section 217 (2A) of the Companies Act, 1956. Provisions of Section 217 (1) (e) of the Companies act, 1956 is not applicable to the Company.

## **CORPORATE GOVERNANCE:**

As per revised clause 49 of the Listing Agreement with Stock Exchange, a separate section on Corporate Governance together with a certificate from Company's Auditors confirming Compliance is set out in the Annexure forming part of this report.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

The details required, to the extent applicable, under the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 are as under and form part of this report. The Company regularly takes necessary steps to conserve power consumption at its plant in order to reduce its cost of production.

At present the Company has no specific Research and Development Department.

During the year under review, the Company neither earned nor spent any foreign exchange.

# *Progressive Extractions & Exports Limited*

## **AUDITORS:**

M/S K. C. KOSHAL& Company, Chartered accountants, being eligible as statutory auditors of the company, offers themselves for re-appointment. Members will be required to appoint Auditors for the current year till the conclusion of next Annual General Meeting of the company at remuneration to be fixed by the Board of Directors of the company.

## **ACKNOWLEDGEMENT:**

Your directors wish to place on record their appreciation for the support and cooperation, which the Company continues to receive from its customers, various Govt. Agencies, the Company's Bankers and employees. The Directors also wish to place on record their appreciation for the sense of responsibility and team work displayed by employee at all levels.

**For and on behalf of the Board of Directors**

**Place: Bhopal**  
**Date: 1<sup>st</sup> September 2013**

**s/d**  
**Director**

# Progressive Extractions & Exports Limited

## ANNEXURE TO THE DIRECTOR'S REPORT

### REPORTS ON CORPORATE GOVERNANCE

Pursuant to the revised Clause 49 of the Listing Agreement the detailed report on Corporate Governance is set below:

The Company strongly believes in enhancing and balancing stakeholder values through good corporate governance. To pursue this objective the company has adopted its own code formulated by its experience in the field. The company has been consistently improving transparency and accountability to all its stakeholders.

**To further reinforce its commitment to good corporate governance and to bring objectivity in governance process, the company has an Audit Committee, which comprise of non-executive directors and independent directors.**

#### [I] BOARD OF DIRECTORS

The Board of Directors of the Company comprises of Non Executive Directors. The Board of Directors consists of the following;

- i) Mr.NitinBhondwe is a non-executive independent director. He is a director in other Eight companies. He is also a member of audit committee of the Board of Directors of Public Limited Company at Salamatapur.
- ii) Mr.AvneeshSabherwal is a Non executive independent director. He is a director in one other company. He is not a member of any committee of any other company.
- iii) Mr.SundeepMaheshwari is a promoter and non executive non independent director. He is director in five other companies. He is not a member of any committee of the Board of Directors of any company.

#### Number of Board Meetings

The Boards meets at least once in a quarter to consider amongst other business matters, the quarterly performance of the Company and financial results. Directors attending the meeting actively participate in the deliberations at these meetings. During the year under review Board met 7 times on 16.04.12, 28.05.12, 09.07.12, 03.09.12, 12.10.12, 18.01.13, and 31.03.13.

#### Composition and Category of Directors

As per Clause 49 of the Listing Agreement in case of non-executive Chairman, one third of the Board should comprise of the non-executive Directors. The Company had already complied with the criteria as shown below

Name of director	Category	Designation	No Of meetings Held	No. Of meetings Attended	* No. Of membership in Boards of other companies	No. Of membership in Committees of other companies	Last AGM attended
Mr.Sundeep Maheshwari	Non Executive and Non Independent	Director	7	7	05	-	Yes
Mr.Avneesh Sabherwal	Non Executive and Independent	Director	7	7	01	-	Yes
Mr.Nitin Bhondwe	Non Executive and Independent	Director	7	7	08	1	Yes

\* Does not include directorship / committee positions in companies incorporated outside India

# *Progressive Extractions & Exports Limited*

## **Code of Conduct:**

The Board have laid down a code of conduct for all Board members and senior management of the Company and all Board members and senior management personnel are affirming its compliance on an annual basis.

## **[II] AUDIT COMMITTEE:**

Your Board of Directors has constituted an Audit Committee in line with requirements, under section 292A of the Companies Act, 1956 (the Act). The Audit Committee consists of Mr.SundeepMaheshwari, Mr.NitinBhondwe and Mr.AvneeshSabherwal and is chaired by Mr.AvneeshSabherwal, Independent Director.

During the year under review, the Audit Committee met four times. All the members of the committee attended the meetings. The charter of role and responsibilities of the audit committee includes the following major areas.

- To review reports of the Internal Audit Department and recommend to the Board to decide about the scope of its work including the examination of major items of expenditure.
- To meet statutory and internal auditors periodically and discuss their findings, suggestions and other related matters.
- To review the auditors' report and limited review on the financial statements and to seek clarifications thereon if required, from the auditors and to implement any suggestion.
- To review the weaknesses in internal controls, if any, reported by the internal and statutory auditors and report to the Board the recommendations relating thereto.
- To act as a link between the statutory and internal auditors and the Board of Directors.
- To recommend a change in the auditors if in the opinion of the Committee the auditors have failed to discharge their duties adequately.

The committee acts in accordance with the terms of reference specified by the Boards. During the year under review the Audit Committee has met every quarter for review of quarterly / half yearly and annual accounts and financial statements. Audit Committee also ensures compliance of internal control system.

## **[III] SUBSIDIARY COMPANY**

The Company does not have any subsidiary Company.

## **[IV] DISCLOSURES**

1. Related party transactions:

Related party transactions under clause 49 of the Listing Agreement are defined as the transactions of the Company of a material nature with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large. All these contracts or arrangements are entered in the Register of Contracts under section 301 of the Companies Act, 1956 and the register is placed before the Board of Directors from time to time. The relevant disclosures are part of notes to the accounts.

2. The Company has complied with all the procedural requirements of regulatory authority on matters related to capital market.
3. The Company has already laid broad guidelines for Board disclosures.



# *Progressive Extractions & Exports Limited*

4. Following are the details of shareholding of Directors of the Company:

a. Mr.SundeepMaheshwari	Director	5.02%
b. Mr.AvneeshSabherwal	Director	0.00%
c. Mr.NitinBhondwe	Director	0.00 %

## **REMUNERATION COMMITTEE**

Since none of your directors are receiving any remuneration or sitting fees from the company, the Company has not constituted Remuneration Committee.

## **SHARE TRANSFER & SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE**

A shareholders / investors grievance Committee headed by a Non-Executive Directors was formed to specifically look into redressed of complaints like transfer of shares, issuance of duplicate shares, non-receipt of Annual Report and Dematerialization etc, received from shareholders / investors and improve the efficiency in investors service and all other day-to-day matters governing the relationship between the company and its shareholders, wherever possible.

### **Constitution and Composition**

The Committee was constituted of Mr.SundeepMaheshwari, Mr.NitinBondwe and Mr.AvneeshSabherwal

### **Others**

Name and designation of the compliance officer: Mr. Rakesh Bhatia

### **Appointment of Directors**

During the year, the Company had not inducted any new directors on the Board

### **Appointment of Auditors**

M/S K. C. KOSHAL& Company being eligible offers them for re-appointment. Members will be required to appoint Auditors for the current year till the conclusion of next Annual General Meeting of the company at remuneration to be fixed by the Board of Directors of the company.

# *Progressive Extractions & Exports Limited*

## **ANNUAL GENERAL MEETING**

Details of the last three Annual General Meeting held...

Particulars	F.Y 2009-2010	F.Y 2010-2011	F.Y 2011-2012
DAY	Wednesday	Thursday	Saturday
DATE	29.09.2009	29.09.2010	29.09.2010
TIME	3 P.M.	3 P.M.	3 P.M.
VENUE	Shri Mohan Parisar, 232,Zone-II, M.P.Nagar, Bhopal-462011	Shri Mohan Parisar, 232,Zone-II, M.P.Nagar, Bhopal-462011	Shri Mohan Parisar, 232,Zone-II, M.P.Nagar, Bhopal-462011

## **[V] CERTIFICATION**

CEO/ CFO certificate to the Board under this clause is annexed.

## **MEANS OF COMMUNICATION**

The Company has a email ID viz., [extreactions@yahoo.in](mailto:extreactions@yahoo.in)

## **[VI] REPORT ON CORPORATE GOVERNANCE**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>I. Board of Directors</b>	<b>49 (I)</b>		-
(A) Composition of Board	49 (IA)	Yes	-
(B) Non-executive Directors' Compensation & disclosures	49 (IB)	Yes	-
(C) Other provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49 (ID)	Yes	-
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(A) Qualified and Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Power of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 (IID)	Yes	-

## *Progressive Extractions & Exports Limited*

(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
<b>III. <u>Subsidiary Companies</u></b>	<b>49 (III)</b>	N.A.	The Company does not have a subsidiary company
<b>IV. <u>Disclosures</u></b>	<b>49 (IV)</b>		
(A) Basis of Related Party Transactions	49 (IVA)	Yes	-
(B) Disclosure of Accounting Treatment		Yes	-
(C) Board Disclosure	49 (IVB)	Yes	-
(D) Proceeds from public issue, right issue, preferential issue, etc.	49 (IVD)	N.A.	-
(E) Remuneration of Directors	49 (IVE)	Yes	-
(F) Management	49 (IVF)	Yes	-
(G) Shareholders	49 (IVG)	Yes	-
<b>V. <u>CEO/ CFO Certification</u></b>	<b>49 (V)</b>	Yes	-
<b>VI. <u>Report on Corporate Governance</u></b>	<b>49 (VI)</b>	Yes	-
<b>VII. <u>Compliance</u></b>	<b>49 (VII)</b>	Yes	-

# *Progressive Extractions & Exports Limited*

## [VII] COMPLIANCE

### **CERTIFICATE FROM CHARTERED ACCOUNTANT**

**To the Members of  
Progressive Extractions and Exports Limited**

We have examined the compliance of conditions of Corporate Governance by Progressive Extractions and Exports Limited for the year ended 31<sup>st</sup> March, 2013, as stipulated in revised clause 49 of the Listing Agreement of the said Company with Stock Exchange(s). The company has complied the relevant clause 49.

The Compliance of conditions of Corporate Governance is responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit for an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Agreement.

Based on the certificate received from Share Transfer Agent and as per the records maintained by the Company, we state that in respect of investor grievances received during the year ended 31<sup>st</sup> March, 2013, no investor grievances are pending against the Company for period exceeding one month.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affair of the company.

For K.C. Koshal & Co  
Chartered Accountants

s/d  
**(CA. Shashank Jain)**  
**Proprietor/Partner**  
Membership No. 128861  
PLACE : Bhopal  
DATED : 20<sup>th</sup> May, 2013

# *Progressive Extractions & Exports Limited*

PROGRESSIVE EXTRACTIONS & EXPORTS LIMITED

Regd. Office: 232, Zone I,  
M.P. Nagar, B HOPAL -011 (M.P.)

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## **CEO/CFO CERTIFICATION TO THE BOARD (Under Clause 49(V) of Listing Agreement)**

We certify that –

- a) We have reviewed the financial statement and the cash flow statement for the yet 2012-13 and to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - (ii) These statements together present a true and fair view of the Company's affair and are in compliance with existing accounting standards, applicable laws and regulations;
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2012-2013 which are fraudulent, illegal or volatile of the Company's code of conduct;
- c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any of, which we are aware of and the steps we have taken or propose to take rectify these deficiencies.
- d) We have indicated to the Auditors and Audit Committee-
  - i) Significant changes in internal control over the financial reporting during the year 2012-2013;
  - ii) Significant changes in accounting policies during the year 2012-13 and that the same have been disclosed in the notes to the financial statements: and
  - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over the financial reporting.

For Progressive Extractions and Exports Limited

Bhopal

Date :13<sup>th</sup> May'2013

s/d  
(Nitin Bhondwe)  
Director

# *Progressive Extractions & Exports Limited*

PROGRESSIVE EXTRactions & EXPORTS LIMITED

Regd. Office: 232 Zone I,

M.P.Nagar, BHOPAL-011 (M.P.)

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## **DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, Mr. Nitin Bhondwe, Director of the Company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 31.03.2013.

For Progressive Extractions and Exports Limited

Place: Bhopal

Date: 13<sup>th</sup> May'2013

s/d

(Nitin Bhondwe)

Director

# *Progressive Extractions & Exports Limited*

## GENERAL SHAREHOLDER INFORMATION

1. Annual General Meeting of the Company will be held on Thursday the 29<sup>th</sup> Sunday, 2013 at 2.30P.M. at Shri Mohan Parisar, 232 Zone-II, MaharanaPratap Nagar, Bhopal 462 011
2. Tentative calendar of events for the financial year 2013-2014 (April –March) is given below:  
First Quarter - on or before 31-07-2013, Second Quarter - on or before 31-10-2013 Third Quarter - on or before 31-01-2014, Forth quarter - on or before 30-04-2014
3. Book closure : Register of member and share transfer register will remain close from 25.09.201 to 29.09.2014 (both days inclusive)
4. The shares of the Company are listed on: Bombay Stock Exchange Limited Mumbai,
5. The scrip code of the Company at BSE is: 531265
5. Market price data (During 2012-2013):  
Since the scrip of the Company is suspended from trading from Bombay Stock Exchange the information under this head could not be given.
6. The Company has appointed M/s Intime Spectrum Registry Limited A-31, 3<sup>rd</sup> Floor, Naraina Industrial Area,Phase-I, New Delhi 110 028
7. As share transfer agent. All the transfer received process and approved by the Share Transfer Committee at its meeting. For redressal of related grievances, shareholders may contact Mr.Rakesh Bhatia, compliance officer, at the registered office address of the Company.
8. The Company's share covered under the compulsory dematerialization list and is transferable through the depository system. Company's ISIN no.: **INE421E01012** shares received for physical transfer are registered within a maximum period of two weeks from the date of receipt, the documents are clear in any respect.
9. DISTRIBUTION OF SHAREHOLDING AS ON 31-03-2011

NO.OF SHARES	NO.OF SHAREHOLDERS	% OF SHAREHOLDERS	NO OF SHARES HELD	% OF SHARE CAPITAL
UPTO 1000	791	90.61%	206150	5.72%
1001 – 2000	25	2.86%	37900	1.05%
2001 -3000	16	1.83%	37300	1.03%
3001 - 4000	8	0.92%	29500	0.82%
4001 - 5000	9	1.03%	40900	1.13%
5001 - 10000	9	1.03%	65250	1.81%
10001 - 50000	6	0.69%	150400	4.17%
50001-100000	3	0.34%	211200	5.86%
100001 & Above	6	0.69%	2825800	78.40%
<b>TOTAL</b>	<b>873</b>	<b>100.00%</b>	<b>3604400</b>	<b>100.00%</b>

**Dematerialisation of shares :** The Company has appointed M/s. M/s Intime Spectrum Registry Limited A-31, 3<sup>rd</sup> Floor, Naraina Industrial Area,Phase-I, New Delhi 110 028 as depository registrar and signed tripartite agreement with NSDL and CDSL to facilitate dematerialization are generally confirmed with in a maximum period of two weeks from the date of receipt, if the documents are clear in all respect. There are about 42.78 % of the equity shares have been dematerialised.

# *Progressive Extractions & Exports Limited*

## **AUDITORS' REPORT**

To the Members

PROGRESSIVE EXTRactions & EXPORTS LIMITED

1. We have audited the attached Balance Sheet of Progressive Extractions & Exports Limited as at March 31, 2013, the Profit and Loss Account for the Year ended on that date annexed hereto and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order to the extent applicable.
4. Further to our comments, we report that:
  - (i) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (ii) in our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
  - (iii) the Balance Sheet, Profit and Loss Statement and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (iv) in our opinion, the Balance Sheet, Profit and Loss Statement and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section 211 of the Companies Act, 1956;
  - (v) on the basis of written representations received from the directors, as on March 31, 2013, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956; and



# *Progressive Extractions & Exports Limited*

- (vi) in our opinion and to the best of our information and according to the explanations given to us, and read with other notes appearing in Schedule '2.1-2.14' give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- a) in the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2013;
  - b) in the case of the Profit and Loss Statement, of the profit for the year ended on that date; and
  - c) in the case of the Cash Flow Statement, of the cash flows ended on that date.

For K.C.KOSHAL & CO.  
Chartered Accountants  
s/d

(CA. SHASHANK JAIN)  
Partner  
M. No.:128861

Place : Bhopal  
Dated : 20<sup>th</sup> May, 2013

# *Progressive Extractions & Exports Limited*

## **ANNEXURE TO THE AUDITORS' REPORT**

- (i)
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - (b) The management has physically verified the assets in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - (c) In our opinion, due to disposal of substantial assets during FY 2004-05, the going concern status of the company has been affected.
  
- (ii)
  - (a) As explained to us, no inventories are acquired or held during the year. At the end of the year there was no stock in trade.
  - (b) No stocks acquired or held during the year.
  - (c) No stocks acquired or held during the year.
  
- (iii)
  - (a) The company had taken unsecured loans from three companies covered in the register maintained under section 301 of the companies Act, 1956. The maximum amount involved during the year was Rs.98.20 Lacs and the year-end balance of loans taken from such companies was Rs.92.20 Lacs. The company has granted an inter-corporate deposit, unsecured to a company listed in the register maintained under section 301 of the Companies Act, 1956. The year end balance of the same is Rs.541 Lacs.
  - (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions on which loans have been taken from/granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
  - (c) There is no overdue amount of loans taken from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. However, in respect of inter-corporate deposit granted, the Borrower Company is a promoter-group Company and as such there is no evidence substantiating any specific action taken by the Company for recovery of this deposit except that the promoters are putting in efforts to raise funds for all the group companies.

## *Progressive Extractions & Exports Limited*

- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of fixed assets. During the course of our audit, we have not observed any major weaknesses in internal controls.
- (v) (a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rupees fifty thousand in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time where such market prices are available.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public during the period covered by our audit report.
- (vii) In our opinion, the Company has not maintained internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government has not prescribed maintenance of Cost Records under Section 209(1)(d) of the Companies Act, 1956 in respect of the company as no manufacturing activities are being carried by the Company.
- (ix) According to the information and explanations given to us, Company is generally regular in depositing with appropriate authorities undisputed statutory dues relating to provident fund, investor education and protection fund, employees state insurance, wealth tax, customs duty, excise duty, cess and other statutory dues applicable to it except for certain minor delays.
- (x) In our opinion and according to the information and explanations given to us, the Company has settled the issue of overdue Loan & interest payable to financial institution, as per the mutual settlement with MPSIDC and MPFC.
- (xi) The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.

## *Progressive Extractions & Exports Limited*

- (xii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society, Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were raised.
- (xv) In our opinion and according to the information and explanations given to us, and on an overall examination of the Balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment and vice versa.
- (xvi) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xvii) In our opinion and according to the information and explanations given to us, the Company has not issued any secured debentures during the period covered by our report. Accordingly, the provisions of clause 4 (xix) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xviii) During the period covered by our audit report, the Company has not raised any money by public issues.
- (xix) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For K.C.KOSHAL & CO.  
Chartered Accountants  
s/d

(CA. SHASHANK JAIN)  
Partner  
M.No.: 128861

Place : Bhopal  
Dated : 20<sup>th</sup> May, 2013

# *Progressive Extractions & Exports Limited*

## PROGRESSIVE EXTRACTIONS & EXPORTS LTD. BALANCE SHEET AS AT 31st MARCH 2013

	Particulars	Note No.	AS at 31.03.2013	AS at 31.03.2012
I	<b>EQUITY AND LIABILITIES</b>			
1	<b>Share holders' funds</b>	<b>2.1</b>		
	(a) Share Capital		36,044,000	36,044,000
	(b) Reserve & Surplus		48,667,519	(4,433,112)
	<b>Sub Total-Share holders' funds</b>		<b>84,711,519</b>	<b>31,610,888</b>
2	<b>Non-Current Liabilities</b>	<b>2.2</b>		
	(a) Long term borrowings		-	67,500,000
	(b) Deffered tax liabilities (Net)		10,347,130	10,347,130
	(c) Other long term liabilities		-	-
	(d) Long term provisions		-	43,500,261
	<b>Sub Total-Non current Liabilities</b>		<b>10,347,130</b>	<b>121,347,391</b>
3	<b>Current Liabilities</b>	<b>2.3</b>		
	(a) Short term borrowings		-	-
	(b) Trade payables		567,461	689,961
	(c) Other current liabilities		-	-
	(d) Short term provisions		702,795	701,795
	<b>Sub Total-Current Liabilities</b>		<b>1,270,256</b>	<b>1,391,756</b>
	<b>TOTAL-EQUITY AND LIABILITIES</b>		<b>96,328,905</b>	<b>154,350,035</b>
II	<b>ASSETS</b>			
1	<b>Non-Current Assets</b>	<b>2.4</b>		
	(a) Fixed assets- Tangible		1,508,557	353,898
	(d) Work in Progress		4,547,255	-
	(c) Long term loans & advances		-	-
	(d) Other non current assets		-	-
	<b>Sub Total- Non-current assets</b>		<b>6,055,812</b>	<b>353,898</b>
2	<b>Current Assets</b>	<b>2.5</b>		
	(a) Trade receivables		-	76,767,595
	(b) Cash and cash equivalents		1,729,615	680,964
	(c) Short term loans & advances		88,375,447	76,379,547
	(d) Other current assets		168,031	168,031
	<b>Sub Total-current assets</b>		<b>90,273,093</b>	<b>153,996,137</b>
	Notes forming part of the consolidate Accounts	<b>2.1 - 2.14</b>		
	<b>TOTAL ASSETS</b>		<b>96,328,905</b>	<b>154,350,035</b>

FOR PROGRESSIVE EXTRACTIONS & EXPORTS LTD.

s/d  
(A.SABHARWAL)  
Director

s/d  
(NITIN BHONDWE)  
Director

As per our report of even date attached  
FOR K. C. KOSHAL & Co.  
CHARTERED ACCOUNTANTS

s/d  
CA. SHASHANK JAIN  
PARTNER  
M.NO. :  
128861

Place : Bhopal  
Dated : 20th May, 2013

# *Progressive Extractions & Exports Limited*

## PROGRESSIVE EXTRACTIONS & EXPORTS LTD. PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED ON 31st MARCH 2013

	Particulars	Note No.	For the year ended on 31.03.2013	For the year ended on 31.03.2012
I	<b>Income</b>	<b>2.6</b>		
	(a) Revenue from operations		-	-
	(b) Other Income		212,500	375,150
II	<b>Total Revenue</b>		<b>212,500</b>	<b>375,150</b>
III	<b>Expenses</b>	<b>2.7</b>		
	(a) Cost of material consumed		-	-
	(b) Purchase of stock in trade		-	-
	(c) Chang in inventories of finshed goods/ W.I.P.		-	-
	(d) Employee benefit expenses		-	-
	(e) Depreciation and amortisation expenses		494,109	41,335
	(f) Other Expenditure		976,903	43,796
	<b>Total Expenses</b>		<b>1,471,012</b>	<b>85,131</b>
IV	<b>Profit (+) / Loss (-) before exceptional and extraordinary items (II-III)</b>		<b>(1,258,512)</b>	<b>290,019</b>
V	Exceptional items		-	-
VI	<b>Profit (+) / Loss (-) Before Extraordinary items and Tax (IV-V)</b>		<b>(1,258,512)</b>	<b>290,019</b>
VII	Extra ordinary Item		-	-
VIII	<b>Profit (+) / Loss Before Tax (VI-VII)</b>		<b>(1,258,512)</b>	<b>290,019</b>
IX	Tax Expenses		-	-
X	<b>Profit (+) / Loss (-) for the period (VIII-IX)</b>		<b>(1,258,512)</b>	<b>290,019</b>
XI	<b>Earning per Equity share:</b>			
	(36,04,400 Equity shares of Rs. 10/- each)			
	(a) Basic		(0.35)	0.08
	(b) Diluted		-	-
	Notes forming part of the consolidate Accounts	<b>2.1 - 2.14</b>		

FOR PROGRESSIVE EXTRACTIONS & EXPORTS LTD.

s/d  
(A.SABHARWAL)  
Director

s/d  
(NITIN BHONDWE)  
Director

As per our report of even date attached  
FOR K. C. KOSHAL & Co.  
CHARTERED ACCOUNTANTS

s/d  
CA. SHASHANK JAIN  
PARTNER  
M.NO. : 128861

Place : Bhopal  
Dated : 20th May, 2013

# *Progressive Extractions & Exports Limited*

## NOTES FORMING PART OF CONSOLIDATE ACCOUNTS

### **1 SIGNIFICANT ACCOUNTING POLICIES**

#### **1. Basis of Preparation of Accounts**

These accounts are prepared under the historical cost convention. The accounts conform to applicable Accounting standards in India. Financial statements are prepared in accordance with relevant presentational requirements of the Companies Act, 1956.

#### **2. Revenue Recognition**

Mercantile system of accounting followed.

#### **3. Fixed Assets**

a. Fixed assets are shown at cost. Cost in case of depreciable assets is taken net of subsidy received in relation to specific fixed assets from Government or other authorities. Preoperative expenses including interest up to the date of installation of individual assets are capitalized and added to the cost of the fixed assets when installed.

b. Depreciation on fixed assets is provided on straight line basis and at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956.

#### **4. Inventories**

The company has abandoned all its manufacturing activities. There were no trading activities carried out during the year.

#### **5. Sundry Debtors, Loans & Advances**

Provision for doubtful debts and loans and advances are made as and when they are considered doubtful.

#### **6. Miscellaneous Expenditure**

Preliminary and share issue expenses are amortized over a period of 10 years.

#### **7. Foreign Currency Transactions.**

There is no foreign Currency transaction for the year.

#### **8. Retirement benefits.**

Necessary provisions are made by the company.

#### **9. Provision for income tax.**

Due to carry forward losses, no provision for income tax has been made.

#### **10. Borrowing Cost**

Borrowing costs attributable to acquisition and construction of assets are capitalized as per the cost of such assets upto the date such assets is ready for its intended use. Other borrowing costs are charged to Profit & Loss Account.

# *Progressive Extractions & Exports Limited*

## **2- NOTES TO THE ACCOUNTS**

### **2.1 Share holder's Fund**

	As at 31.03.2013	As at 31.03.2012
<b>Share Capital</b>		
<b>AUTHORISED</b>		
40,00,000 equity shares of Rs.10/- each	40,000,000	40,000,000
3,00,000 Redeemable Preference shares of Rs.100/- each	30,000,000	30,000,000
<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>		
36,04,400 Equity Shares of Rs.10/- each	<b>3,60,44,000</b>	<b>3,60,44,000</b>
Following are the Corporate Bodies/Persons holding more than 5% Share of total share capital		
	<b>No. of shares</b>	<b>Percentage</b>
1. Econotech Services Pvt. Ltd.	1,81,200	5.03%
2. Amarkanak Farms Pvt. Ltd	10,81,300	30.00%
3. Betwa Finlease Pvt. Ltd.	10,81,900	30.02%
4. Betwa Realators Pvt. Ltd.	3,00,400	8.33%
5. Mr. Sundeep Maheshwari	1,81,000	5.02%
<b>Reserve and Surplus</b>		
<b>Capital Reserve</b>		
1. State Subsidy	15,00,000	15,00,000
2. Assets Realization Reserve	5,43,59,143	0
<b>General Reserve</b>		
<b>Profit and loss account</b>		
As per last Account	(59,33,112)	(62,23,131)
Less : Transfer from Profit & Loss Account	(12,58,512)	2,90,019
Balance of Profit and loss account	(71,91,624)	(59,33,112)
	<b>4,86,67,519</b>	<b>(44,33,112)</b>



# *Progressive Extractions & Exports Limited*

## 2.2 Non Current Liabilities

	As at 31.03.2013	As at 31.03.2012
<b>Long Term Borrowings</b>		
Inter Corporate Deposits (Including interest accrued and due)	0	12,73,67,193
Less: interest on loan	0	5,98,67,193
	<b>0</b>	<b>6,75,00,000</b>
<b>Deferred tax liabilities (Net)</b>	<b>1,03,47,130</b>	<b>1,03,47,130</b>
<b>Long term liabilities</b>	<b>0</b>	<b>0</b>
<b>Long term provisions</b>	<b>0</b>	<b>4,35,00,261</b>
	<b>1,03,47,130</b>	<b>12,13,47,391</b>

Madhya Pradesh Financial Corporation (MPFC) in exercise powers conferred on it under Section 29 of the State Financial Corporation Act, 1951 taken over all the immovable and movable assets charged to it by the Company on 17<sup>th</sup> August, 2004. Such assets have been finally auctioned out by MPFC during the year 2004-05. The difference amount being the shortfall between the book value and auction value of assets was debited to MPFC as amount recoverable from them as trade receivables. However the market value of Assets was much higher than the book value of assets. The matter of Settlement of dues of MPFC & MPSIDC and refund of balance amount to the company (against the assets auctioned by MPFC ) was pending since 2005. During the current year the matter is settled and after adjusting all the dues of MPFC & MPSIDC Company has received balance amount and treated as capital reserve in the books.

## 2.3 Current Liabilities

	As at 31.03.2013	As at 31.03.2012
<b>Short Term Borrowings</b>	<b>0</b>	<b>0</b>
<b>Trade payables</b>		
Sundry Creditors	3,29,550	4,52,050
Advances received from customers	2,37,911	2,37,911
	<b>5,67,461</b>	<b>6,89,961</b>
<b>Other Current Liabilities</b>		
<b>Short term provisions</b>		
Provision for Leave Encashment	6,92,795	6,92,795
Provision for Audit Fee	10,000	9,000
	<b>7,02,795</b>	<b>7,01,795</b>

# *Progressive Extractions & Exports Limited*

## 2.4 Non Current Assets

	As at 31.03.2013	As at 31.03.2012
<b>Fixed Assets (Tangible) - Gross Block</b>	49,99,170	33,50,402
Less: Depreciation	34,90,613	29,96,504
<b>*Net Block</b>	<b>15,08,557</b>	<b>3,53,898</b>

\*Statement of Fixed Assets Attached.

Contingent liabilities not provided for in respect of –  
Equitable mortgage of office flat as collateral security for loans availed by others. Gross Block Rs.4,57,359 ( Previous Year Rs.4,57,359).

Company has entered into joint venture for construction of Office/ residential blocks on leased land. Work in progress of the venture as certified by the management is Rs 45,47,255/-.

## 2.5 Current Assets

	As at 31.03.2013	As at 31.03.2012
<b>Trade receivables</b>	<b>0</b>	<b>7,67,67,595</b>
<b>Cash &amp; Cash equivalents</b>		
Cash in Hand	11,79,426	6,80,914
Balance with schedule banks (Current Account)	50,189	50
Balance with schedule banks (Term deposit)	5,00,000	
	<b>17,29,615</b>	<b>6,80,964</b>
<b>Short Term Loans &amp; Advances</b>		
Advances recoverable in cash or in kind or for value		
to be received/adjusted - Unsecured considered good	3,34,01,275	21,405,375
- Unsecured considered doubtful	4,300,350	4,300,350
Less: Provision for doubtful advances	(4,300,350)	(4,300,350)
Staff Loans	-	-
Inter Corporate Deposit	54,100,000	54,100,000
Security Deposit Outward	10,545	10,545
Taxes and duties paid under dispute	863,627	863,627
	<b>8,83,75,447</b>	<b>7,63,79,547</b>
<b>Other Current Assets</b>		
Miscellaneous Expenditure (To the extent not written or adjusted)	<b>168,031</b>	<b>168,031</b>

## *Progressive Extractions & Exports Limited*

The Company had placed inter-corporate deposit of Rs.5,41,00,000 with M/s.Betwa Realtors Private Limited bearing interest @ 18.5% p.a. In view of the default being committed by the said company in repayment, interest on the said deposit amounting to Rs.1,00,08,500 for the current year has not been recognized. The Company has taken necessary steps for recovery of the deposit along with interest. The Company has considered no provision necessary at this stage.

### 2.6 Income

	For the year ended on 31.03.2013	For the year ended on 31.03.2012
<b>Revenue from operation</b>	-	-
<b>Miscellaneous Income</b>	2,12,500	375,150
	<b>2,12,500</b>	<b>3,75,150</b>

### 2.7 Expenditure

	For the year ended on 31.03.2013	For the year ended on 31.03.2012
<b><u>MANUFACTURING, SALES &amp; ADMINISTRATIVE EXPENSES</u></b>		
Salaries & Wages	2,82,120	-
Contribution to P.F. & E.S.I. Employees' welfare & other benefits	-	-
Insurance	1,150	826
Repairs & Maintenance -		
Building	0	1,450
Plant & Machinery	-	-
Others (vehicles)	54,894	-
Travelling & Conveyance	3,09,550	1,320
Audit Fee	10,000	9,000
Preliminary & Share Issue Expenses w/off	-	-
Legal & Professional Exp.	2,93,525	-
Bank Charges	1164	-
Other General Expenses	24,500	31,200
	<b>9,76,903</b>	<b>43,796</b>

# *Progressive Extractions & Exports Limited*

**2.8** Estimated amount of contracts remaining to be executed on capital account and not provided for – Rs. NIL (Previous year Rs.NIL)

**2.9** Sundry Creditors include due to small scale industries is Rs Nil (Previous year Nil) .

**2.10** Payment to Directors (Subject to approval of shareholders) :

Particulars	For the Year ended on 31.03.2013	For the year ended on 31.03.2012
(i) Payment to Managing Director	Nil	Nil
Salary & perquisites	Nil	Nil
Contribution to Provident & Other funds	Nil	Nil
(ii) Payment to Executive Director :	Nil	Nil
Salary & perquisites	Nil	Nil
Contribution to Provident & Other funds	Nil	Nil

**2.11** Payment to Auditors:

Particulars	For the Year ended on 31.03.2013	For the year ended on 31.03.2012
Audit Fee	10,000	9,000
Other Services	Nil	Nil
Reimbursement of expenses	Nil	Nil

**2.12** Segment Reporting:

a. Business Segment

The company does not have any commercial activities.

**2.13** Disclosure of Related Parties & Related Party Transactions :

a. Related Parties where control exists –

1.Key Management Personnel-ShriAvaneesh Sabharwal (Director)  
ShriNitin Bhondwe( Director)

ii. Enterprise holding substantial

Interest in voting power                      Amarkantak Farms Pvt. Ltd.  
Betwa Realtors Pvt.Ltd  
BetwaFinlease Pvt Ltd

b. Related Party transactions (including transactions where related party relationship exists without control):

Particulars	For the year ended 31.03.2013	For the year ended 31.03.2012
Purchases	Nil	Nil
Expenses Reimbursible	Nil	Nil
Expenses Recoverable	Nil	Nil
Inter Corporate Deposit Given	Nil	Nil
Refund of Inter Corporate Deposit	Nil	Nil

## *Progressive Extractions & Exports Limited*

Interest Payment	Nil	Nil
Short Term Advances Given	Nil	Nil
Capital Advances given recd. Back	Nil	Nil
Interest Charged on ICD given	Nil	Nil
Rent Paid	Nil	Nil
Consultancy Charges	Nil	Nil
Dividend Payment	Nil	Nil
Sales	Nil	Nil
Year end balance		
Account Receivable	9869453	9869453
Inter-corporate Deposit given	54100000	54100000
Accounts Payable	Nil	Nil
Payment to Key Management Personnel	Nil	Nil
Remuneration	Nil	Nil
Reimbursement of Travel Expenses	Nil	Nil

### 11. Earnings per share :

	For the year ended 31.03.2013	For the year ended 31.03.2012
Net Profit for the period Attributable to Shareholders	(12,58,512)	290,019
Weighted Average number of Equity Shares outstanding	36,04,400	36,04,400
Basic and diluted earning per share (face value of Rs.10 each)	(0.35)	0.08

**2.14** Previous year figures have been regrouped and re-classified to conform to this year's classification.

As per our Report attached  
For K.C.KOSHAL & CO.  
Chartered Accountants

s/d  
(CA. Shashank Jain)  
Partner

Membership No.: 128861

Place : Bhopal

Dated : 20<sup>th</sup> May, 2013

For and on behalf of the Board of Directors

s/d  
(Avaneesh Sabharwal)  
Director

s/d  
(Nitin Bhondwe)  
Director

# *Progressive Extractions & Exports Limited*

## **DIRECTORS' REPORT**

To The Members,

Your Directors have pleasure in presenting the 32nd Annual Report of the Company with the Audited Statement of Accounts for the year ended on 31<sup>st</sup> March, 2013

	<b>(Rs. In Lakhs)</b>	
Financial Highlights	2012-13	2011-12
Sales & Other Income	2.13	3.75
Profit Before Tax	-12.58	2.90
Net Profit After Tax	-12.58	2.90

### **STATEMENT OF AFFAIRS**

During the year, your Company has received In-Principle approval from BSE Limited for trading of equity subject to fulfilment of certain requirement.

The company is committed to continue its activities with the help of its marketing department and is working hard to create a marketing network to resume its activities.

The matter of Settlement of dues of MPFC & MPSIDC and refund of balance amount to the company (against the assets so auctioned by MPFC ) was pending since 2005, during the current year the matter is settled and after adjusting all the dues of MPFC & MPSIDC Company has received balance amount.

### **Future Outlook**

The company is consolidating its position to improve its marketing performance during the coming years and to in case its long-standing goodwill. Company has entered into joint venture for construction of Office/ residential blocks on leased land.

### **Directors**

During the year ShriAvneeshSabharwal and **ShriNitinBhondwe**, directors retire by rotation who offers themselves for reappointment.

### **Particulars of Employees**

Particulars of employees pursuant to section217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended are not being furnished herewith since there is no employee who is getting remuneration as per the provisions therein.

### **Conservation of Energy, Technology absorption Etc.**

Since the company do remained with any manufacturing activities, the required disclosure containing particulars pursuant to To Companies (Disclosure of Particulars in the report of Board of Directors ) Rules, 1998 and forming part of Directors' Report has not been furnished.

# *Progressive Extractions & Exports Limited*

## **Public Deposit**

During the 2012-13 your company has not accepted any deposits and as such, no amount of principal and interest was outstanding on the date of Balance Sheet.

## **Listing of the shares of the company**

During the year, Your Company has received In-Principle approval from BSE Limited, for revocation of suspension from trading of Equity Shares of the Company, subject to timely compliance of various clauses of Listing Agreement for 2 consecutive quarters from the date of In-Principle approval. The Company is regular for filing compliance with BSE, also submitted its Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement of BSE.

## **Industrial Relation**

The industrial relations continued to be cordial throughout the year. Your Directors wish to place on record their sincere appreciation for the excellent team work with which the workers and officers of the company at all level contributed for satisfactory performance of the company.

## **Auditors**

The present auditors, M/s K.C. Koshal & Co. ,Chartered Accountants, Auditors of the Company hold the office until the conclusion of the ensuing Annual General Meeting., , M/s K.C. Koshal & Co. ,Chartered Accountants being eligible, have offered themselves for re-appointment and have confirmed that their appointment, if made, would be within the limits prescribed under section 224 (1B) of the Companies Act, 1956.

On behalf of the Board

S/d	s/d
(AvaneeshSabharwal)	(NitinBhondwe)
Director	Director

Dated :1<sup>st</sup> September, 2013

Registered Office  
232, Zone-I, M.P. Nagar, Bhopal

# *Progressive Extractions & Exports Limited*

## ANNEXURE-II

### REPORT ON CORPORATE GOVERNANCE

#### **a) Board of Directors**

The Board of Directors consists of the Following

- i) **ShriNitinBhondwe** Executive Director. He is a Director in eight other companies. He is a member of audit committee of the Board of Directors of Public Limited Company at Salamatpur (M.P)
- ii) **ShriAvneeshSabherwal**, Non Executive and independent Director. He is Director in One other companies. He is not a member of any committee of the Board of Directors of any Company.
- iii) **Shri Sundeep Maheshwari** Non Executive and Non independent Director. He is a Director in five other companies. He is not a member of any committee of the Board of Directors of any Company.

A total Seven Board Meeting were held during the year 2012-13 These meetings were held on 16.04.12, 28.05.12, 09.07.12, 03.09.12, 12.10.12, 18.01.13, and 31.03.13 and gap between any two Board Meetings was not more than that permitted by law. The attendance by Directors at the Board Meeting was follows:

<b>Dates of meeting</b>	<b>Category of Membership</b>	<b>Attendance Particulars</b>	
ShriAvneeshSabherwal	NE & ID	7	Yes
ShriSundeepMaheshwari	NE & NI	7	Yes
ShriNitinBhondwe	NE & ID	7	Yes-

C: Chairman; MD: Managing Director; ED: Executive Director NE&ID: Non Executive and Independent Director: NE & NI:Non Executive and Non Independent Director

Legal requirement about Board Meeting were complied with. No Director is member/Chairman of Committees of Board of Directors of more than the number as permitted in clause 49 of the listing Agreement.

#### **b. Audit Committee**

- i) An audit committee was constituted in accordance with Section 292A of the Companies Act, 1956 and clause 49 of the Listing Agreement with effect from 31.03.2004. The Committee consist of the Chairman – ShriAvaneeshSabharwal who is independent and non-executive Director and is having financial and accounting knowledge. Other two members of the Committee – ShriSundeepMaheshwari and ShriNitinBhondwe are also non-executive Director.
- ii) The terms of reference of the Audit Committee specified by the Board are as contained under Clause 49 of the Listing Agreement.
- iii) The Audit Committee met on 16.04.2012, 15.07.2012 12.10.2012, 18.01.2013 and 31.03.2013



# *Progressive Extractions & Exports Limited*

## c. **Remuneration of Directors.**

- i) No Director was paid any remuneration/ stock option.
- ii) No Director was paid any sitting fees for attending Board Meetings.
- iii) The Board has not yet constituted a Remuneration Committee since there was no occasion when such committee was need as per law/listing agreement.

## d. **Management Discussion and Analysis.**

- i) **Industry Structure & Development:** Edible Oil industry being based on agriculture depends heavily on vagaries of nature. This is more specific to Madhya Pradesh where majority of soya cultivation is non-irrigated. Farmers have small holdings of land where mechanised and scientific methods of cultivation are difficult to be adopted. Soyabean Processors Association of India (SOPA) has undertaken various schemes to educate farmers for better yield of soyabean.
- ii) **Internal Control Systems & Adequacy:** The day to day operations of the company are looked after by the Director who have a team of professionals to man key areas of operations. In addition, the company has the following committees to over view the management.
  - 1. Audit Committee of Board of Directors.
  - 2. Share Transfer and Investors' Grievance Committee of Board of Directors.

The Company has an adequate internal control system, procedures, checks designed to provide reasonable assurance on achievement of the objectives relating to efficiency and effectiveness of operations, reliability of financial reporting and compliance with applicable laws and regulations.

- iii) **Opportunities and the outlook:** The industry foresees a potential growth in view of a wide gap between demand and supply of edible oil in the country. Efforts have been made by the Central and State Governments to enhance edible oil production by way of various incentives and schemes.
- iv) **Threats:** Owing to cheaper imports of oil, there is severe pressure on the industry to be competitive. In the era of globalisation and liberalisation of economy many foreign players have entered the market with their large infrastructure and economics of scale which pose a threat to the local industry.
- v) **Risks & Concerns:** Nature plays very important role in functioning of the industry. Monsoons and climatic conditions can influence production of soyabean to a great extent. Similarly Government policies can also adversely affect the industry.
- vi) **Human Resources :**The company has its own system to monitor all its functions to ensure proper and adequate control, facility, transparency and accuracy. The employer-employee relations has been cordial. The company considers the quality of its human resources as its important assets and tries to attract, employ, train and retain the best talent available in the industry.

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## **d) Shareholders:**

- i) The Committee comprises of ShriAvneeshSabherwal, as Chairman and ShriSundeepMaheshwari and ShriNitinBhondwe are members of the Committee. The Committee interalia, approves issue of duplicate share certificate and oversees and reviews all matters connected with securities transfer. The Committee also looks into redressing of shareholders'/ investors' complaints like transfer of shares, non-receipt of balance sheet, non-receipt of dividends etc. and also transfer/transmission and dematerialization of securities issued by the Company.
- ii) The Shares of the Company have been dematerialised and ISIN No. is INE421E01012.
- iii) Promoters along-with persons acting in concert hold 83.22% of the paid up capital, Private Bodies Corporate hold 0.52% and while other public hold 16.26%.
- iv) The Last three Annual General Meetings of the Company were held as Under:-

<b>Year</b>	<b>Location</b>	<b>Date</b>	<b>Time</b>	<b>No. of Special Resolution Passed</b>
2009-10	Shri Mohan Parisar 232, Zone-I M.P.Nagar, Bhopal 462 011	29.09.10	3 P.M.	2
2010-11	Shri Mohan Parisar 232, Zone-I M.P.Nagar, Bhopal 462 011	29.09.11	3 P.M.	2
2011-12	Shri Mohan Parisar 232, Zone-I M.P.Nagar, Bhopal 462 011	29.09.12	3 P.M.	2

Date : 1<sup>st</sup> September, 2013

By the Order of the Board of Directors

Registered Office:

Shri Mohan Parisar,

232, Zone I,

M.P.Nagar,Bhopal 462 011

Madhya Pradesh

S/d  
Director

s/d  
Director