



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Regd. Off : 303/4/5, A to Z Industrial Premises, G. K. Marg, Lower Parel (W),
Mumbai - 400013 (India)

CIN NO. L72200MH1984PLC094539

September 2, 2021

BSE Limited

1st Floor, New Trading Wing,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai - 400001
Scrip Code: 540717

Metropolitan Stock Exchange of India Ltd

Vibgyor Towers, 4th Floor,
Plot No.C-62, G- Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400098
Symbol: PQIF

Subject: Submission of Annual Report for the Financial year 2020-21

Dear Sir/Madam,

In Compliance with Regulation 34 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report for the Financial Year 2020-2021, which includes the Notice of the 37th Annual General Meeting of the Company scheduled to be held on Monday, 27th September, 2021.

The Annual Report is available on the website of the Company at <http://poloqueen.com/annualreports.php>.


The Annual Report is also being sent through electronic mode to those Members whose e-mail addresses are registered with the company/Registrars and transfer Agent/Depositories.

This is for your information and records.

Thanking You,

Yours truly,

For Polo Queen Industrial and Fintech Limited


Vandana Yadav
Company Secretary

Encl: a/a



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

BOARD OF DIRECTORS	: Mr. Nandlal Sanghai	: Non- Executive Director
	Mr. Umesh Kumar Agarwalla	: Whole Time Director
	Mr. Prabhas Sanghai	: Non- Executive Director
	Mr. Rahul Kumar Sanghai	: Non- Executive Director
	Mr. Udit P. Sanghai	: Whole Time Director & CFO
	Mr. Aspi Katgara	: Independent Director
	Mr. Natwarlal Gaur	: Independent Director
	Mr. Aftab Diamondwala	: Independent Director
	Mrs. Feroza Panday	: Independent Director
	Mr. Shridatta Haldankar	: Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER : Mrs. Vandana Yadav

BANKERS : Central Bank of India

STATUTORY AUDITOR : M/s. Gupta Raj & Co., Chartered Accountants
2-C, Mayur Apartments, Dadabhai Cross Road No.3,
Vile Parle (West), Mumbai - 400056.
Tel.: 022 26210901/26210902
E-mail: ca.nikuljalan@guptaraj.com

INTERNAL AUDITOR : M/s. Janak Mehta, Chartered Accountants
Unit No. 8, Swastik Plaza, V. L. Mehta Road,
Next to Kalaniketan, Vile Parle (West), Mumbai - 400049.
Tel.: 022 26184030 E-mail: cajanakmehta@gmail.com

**REGISTRARS AND
SHARE TRANSFER
AGENTS** : Satellite Corporate Services Private Limited
Office No. 106 & 107, Dattani Plaza, East West Compound,
Andheri Kurla Road, Sakinaka, Mumbai - 400072.
Tel: 022-28520461/462 Email: service@satellitecorporate.com

REGISTERED OFFICE : 304, A to Z Industrial Estate, Ganpatrao Kadam Marg,
Lower Parel, Mumbai- 400 013.
Tel: 022 24935421/24817001 Fax: 022 24935420/24817047
E-mail: info@poloqueen.com Website: www.poloqueen.com



No.	CONTENTS	Page No.
1.	Notice	1-16
2.	Directors' Report	17-26
3.	Management Discussion and Analysis	27-29
4.	Report on Corporate Governance	30-40
5.	Certificate	41-43
6.	Auditors' Report on Standalone Financial Statements	44-50
7.	Standalone Financial Statements	51-72
8.	Auditors' Report on Consolidated Financial Statements	73-77
9.	Consolidated Financial Statements	78-102



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Shareholders of Polo Queen Industrial and Fintech Limited will be held on Monday September 27, 2021 at 3.00 pm through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) facility to transact the following items of business. The deemed venue of the meeting shall be the registered office of the Company, 304, A to Z Industrial Estate, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Standalone Financial Statements for the Financial Year Ended March 31, 2021, and the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements for the Financial Year Ended March 31, 2021, and the report of the Auditors thereon.
3. To appoint a Director in place of Mr. Nandlal Sanghai (DIN 00181592), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Umesh Kumar Agarwalla (DIN 00231799), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:**

“RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 28th September, 2015 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made there under (including

any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any Committee thereof) to sell, lease or create such mortgages/ hypothecation and charge in addition to the existing charges/ mortgages and hypothecations created/ to be created by the Company in such form and manner and with such ranking and on such terms as the Board may determine on all or any of the moveable and/ or immoveable properties, both present and future or substantially the whole of the undertaking(s) or the undertaking(s) of the Company for securing any loans/ credit facility obtained or as may be obtained from any lender, financial institution or person or persons from time to time together with interest, costs, charges, expenses and any other money payable by the Company, shall not at any time exceed the limit of Rs. 200 crore (Rupees Two Hundred Crore only);

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

6. **To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:**

“RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 30th September, 2014 and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 100 Crores (Rupees One Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013;

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or to Managing Director or Whole time director of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities;

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT in supersession of the earlier resolution passed at the Annual General Meeting of the Company held on 20th October, 2020 pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the 'Rules'), and other applicable provisions if any of the Companies Act 2013 and provision of Regulation 23 of the SEBI (Listing Obligations and Disclosers Requirements)2015 including any subsequent modifications, amendments or clarifications thereon, and pursuant to the approval of the Audit Committee, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to

exercise the powers conferred on the Board under this resolution) be and is hereby accorded for entering into Related Party Transactions, Contracts or Arrangements including Material Related Party Transactions, Contracts or Arrangements in ordinary course of business and arms lengths basis with related parties within the meaning of the Act and SEBI (Listing Obligations and Disclosers Requirements)2015 from the Financial Year 2020-2021 and onwards for each Financial Year, on such terms and conditions as may be mutually agreed upon between the Company and the related party(ies) as set out in the explanatory statement;

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

Place : Mumbai
Date : August 13, 2021

By Order of the Board of Directors
VANDANA YADAV
COMPANY SECRETARY
(Membership No. - A40717)



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NOTES FOR SHAREHOLDERS' ATTENTION:

1. An Explanatory Statement setting out all the material facts as required under Section 102 of the Companies Act, 2013 in respect of special business of the Company is appended and forms part of the Notice.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars"). and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company being conducted through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) herein after called as "e-AGM". The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM for this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis The detailed instructions for joining the meeting through VC/OAVM form part of the Notes to this Notice.
5. The Company has enabled the Members to participate at the 37th AGM through the VC facility provided by Satellite Corporate Services Private Limited, Registrar and Share Transfer Agents by using their remote e-voting login credentials and selecting the EVSN (e-Voting Sequence Number) for Company's AGM The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
6. As per the provisions of Clause 3.A.III. of the MCA General Circular No. 20/2020 dated 5th May 2020, the matters of Special Business as appearing at Item Nos. 5 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
7. In addition to the above, the proceedings of the 37th AGM will be web-cast live for all the shareholders as



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

on the cut-off date i.e. Tuesday, September 21, 2021. The shareholders can visit www.evotingindia.com and login through existing user id and password to watch the live proceedings of the 37th AGM on Monday, September 27, 2021 from 3.00 pm IST onwards.

8. As per the provisions under the MCA Circulars, Members attending the 37th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 37th AGM being held through VC.
10. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
11. The Company has appointed M/s. Dipti Nagori & Associates, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
12. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 37th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 37th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
13. Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM, on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to csdiptinagori@gmail.com with a copy marked to service@satellitecorporate.com.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. The Register of Members and Share Transfer books will remain closed from Wednesday, 22nd September, 2021 to Monday, 27th September, 2021 (both days inclusive).
16. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Satellite Corporate Services Limited, (R&TA), Office No. A-106/107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka, Mumbai 400 072.
17. Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by sending an email to secretarial@poloqueen.com / service@satellitecorporate.com.
18. Statutory Registers and documents referred to, in the Notice and Explanatory statement are open for inspection by the Members at the Registered office of



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

the Company on all days (excluding Saturdays and Sundays) between 11.00 a.m to 1.00 p.m upto the date of the 37th Annual General Meeting.

19. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), with respect to Directors seeking appointment/re-appointment at the 37th Annual General Meeting is annexed to this Notice.
20. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
21. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, Satellite Corporate Services Limited, (R&TA), Office No. A-106/107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka, Mumbai 400 072.
22. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Kindly submit self-attested copy of cancelled cheque, Adhaar Card and Pan card along with request for consolidation of folios.
23. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
24. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
25. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
26. Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by each participant in the securities market. Members holding shares in physical form can furnish their PAN to Satellite Corporate Services Pvt. Ltd immediately.
27. In case of any queries regarding the Annual Report, the Members may write to secretarial@poloqueen.com to receive an email response.
28. As the 37th AGM is being held through VC, the route map is not annexed to this Notice.



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

29. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.poloqueen.com in, websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange at www.bseindia.com and www.msei.in respectively, and on the website of Satellite Corporate Services Limited at <https://www.satellitecorporate.com>

30. FOR RECEIVING ALL COMMUNICATION (INCLUDING ANNUAL REPORT) FROM THE COMPANY ELECTRONICALLY:

- a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at secretarial@poloqueen.com. or to Satellite at service@satellitecorporate.com or scs_pl@yahoo.co.in
- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

31. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

- (i) The voting period begins on Friday September 24, 2021 at 9.00 am and ends on Sunday September 26, 2021 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 21, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. The voting rights of Members (for voting through remote e-voting before the AGM and e-voting during the AGM) shall be in proportion to their shares held in the paid up equity share capital of the Company as on cut-off date i.e. September 21, 2021.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs,



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest,

	option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your</p>



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

	User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

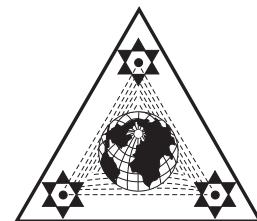
Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020990 and 1800224430

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- (vi) The shareholders should log on to the e-voting website www.evotingindia.com.
- (vii) Click on “Shareholders” module.
- (viii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (xi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (viii).



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

- (xii) After entering these details appropriately, click on "SUBMIT" tab.
- (xiii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for the relevant POLO QUEEN INDUSTRIAL AND FINTECH LIMITED
- (xvi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xvii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xviii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xxi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xxii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to M/s Satellite Corporate Services Private Limited, Registrar and Transfer Agent at service@satellitecorporate.com / Company at secretarial@poloqueen.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 37th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at info@poloqueen.com before 3.00 p.m. (IST) on Saturday, 25th September 2021. Such questions by the Members shall be suitably replied by the Company.
 6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at info@poloqueen.com between Thursday, 23rd September 2021 (9.00 a.m. IST) and Saturday, 25th September, 2021 (5.00 p.m. IST). Only those Members who have preregistered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (xxiii) Note for Non – Individual Shareholders and Custodians
- i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - vi) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csdiptinagori@gmail.com, secretarial@poloqueen.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xxiv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533. 022- 23058738 and 022-23058542/43.

xxv. The Board of Directors has appointed M/s. Dipti Nagori & Associates, Company Secretary in Whole Time Practice (ICSI membership number: 8603 C.P. no. 9917) as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The results declared along with the Scrutinizer's report shall be placed on the Company's www.poloqueen.com and on the website of CDSL and communicated to the Stock Exchange.

xxvi. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the Meeting, thereafter unblock the votes cast through remote e-voting before the Meeting and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

xxvii. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website

www.poloqueen.com and on the website of CDSL and communicated to the BSE Limited and Metropolitan Stock Exchange where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

xxviii. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM i.e. 27th September, 2021

xxix. Please note the important dates

Event	Date	Time
Cut off Date for Voting	21st September, 2021	5.00 pm
Evoting to Start	24th September, 2021	9.00 am
Evoting to End	26th September, 2021	5.00 pm
AGM Date	27th September, 2021	3.00 pm

8. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / Satellite has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

9. The term 'Members' has been used to denote Shareholders of POLO QUEEN INDUSTRIAL AND FINTECH LIMITED.

**By Order of the Board of Directors
For Polo Queen Industrial and Fintech Limited
VANDANA YADAV
COMPANY SECRETARY
(Membership No. - A40717)**

**Place : Mumbai
Date : August 13, 2021**



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

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

For Item No. 5

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 100 Crores (One Hundred Crores).

It is, therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(a) of the Companies Act, 2013, to enable the Board of Directors to create charge on the assets over the Company under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

For Item No. 6

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 100 crores (one hundred crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board of Directors recommends the Special Resolution as set out at Item No. 6 of the Notice for approval by the members.

For Item No. 7

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The management is of the view that the Company may be required to invest surplus funds, if available in its wholly owned subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Companies Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution as set out in item No. 7 for approval of the members of the Company by way of passing a Special Resolution.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel mentioned herein above, no other Directors or the relatives of the Directors or Key Managerial Personnel are concerned or interested, financially or otherwise in the said resolution.

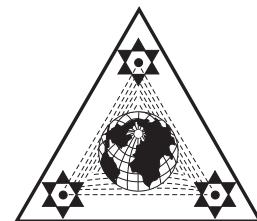
For Item No. 8

Pursuant to provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

As per regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("SEBI LODR") also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution.

Accordingly, on recommendation of Audit Committee and Meeting of the Board of Directors held on 24.06.2021 approved related party transactions and now seek approval of the shareholders by way of Ordinary Resolution under Section 188 of the Companies Act, 2013 the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into following related Party Transactions in one or more tranches. The transactions under consideration, is proposed to be entered into by the Company with related party (ies) in the ordinary course of business and at arm length basis.

The maximum value of the transactions as mentioned in the table at Item No. 8 is for each type of transaction specified therein, which limits are inter-changeable, for each financial year commencing from 2020-2021 onwards.



NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

MAXIMUM VALUE PER EACH TYPE OF CONTRACT / TRANSACTION INTER-CHANGEABLE PER ANNUM W.E.F. APRIL 1, 2021

Transactions as defined under Section 188 (1) of the Companies Act, 2013 / Listing Regulation			
Name of Related Parties	Nature of relationship	Nature of Transaction	Amount (in crores)
Polo Queen Capital Limited Subsidiaries	Subsidiary	1. Making investment in securities / capital contribution;	100
Polo Queen Pharma Trade Industry Limited	Subsidiary	2. Making loans / business advances / intercorporate deposits;	100
Polo Queen Solutions Limited	Subsidiary	3. Providing corporate guarantees / securities / collaterals for loans availed	100
Aajiwan Industries Limited	Common Director	4. Leasing of property of any kind;	100
Arjay Apparel Industries Limited	Common Director	5. Availing/ rendering of services;	100
Balaji Prints Limited	Common Director	6. Sale/purchase/supply of goods and materials; and	100
Benchmark Industries Private Limited	Common Director	7. Selling or otherwise disposing of, or buying property of any kind	100
Bow Balaleshwar Minings Private Limited	Common Director		100
R. J. Knitwears Limited	Common Director		100
Sanghai Holdidngs Private Limited	Common Director		100
Santino Holdings Private Limited	Common Director		100
Someshwara Industries and Exports Limited	Common Director		100
Paramount Minerals and Chemicals Limited	Common Director		100

The Board recommends the ordinary resolution as set out at Item No.8 of the accompanying Notice for approval by unrelated shareholders of the Company in terms of Section 188 (3) of the Act and SEBI (LODR) Regulations, 2015.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel mentioned herein above, no other Directors or the relatives of the Directors or Key Managerial Personnel are concerned or interested, financially or otherwise in the said resolution.

The Board recommends the ordinary resolution set out at item no.8 of the notice for the approval by the Members

By Order of the Board of Directors
VANDANA YADAV
COMPANY SECRETARY
(Membership No. - A40717)

Place : Mumbai
Date : August 13, 2021



ANNEXURE-A TO THE NOTICE

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting.
(Pursuant to the SEBI Listing Regulations and Secretarial Standard-2 on “General Meetings”)

Name of Director	Mr. Nandlal Sanghai	Mr. Umesh Kumar Agarwalla
Director Identification Number (DIN)	00181592	00231799
Date of Birth	October 11, 1950 (71 Years)	October 13 1953 (68 Years)
Date of first Appointment	September 27, 1993	September 27, 1993
Experience in specific areas	Expertise in Textile & Chemical Industry	Expertise in Global Trade of Minerals & Carbon Products, Logistics and Marketing
Qualifications	B. Com	Graduation in Engineering
Directorships held in Other Companies	Aajiwan Industries Limited Sanghai Holdings Private Limited Santino Holdings Private Limited Maharashtra Textile Processors Association Someshwara Industries and Exports Limited	Aajiwan Industries Ltd. Arjay Apparel Industries Ltd. Someshwara Industries & Exports Ltd. Bow Balaleshwar Minings Pvt. Ltd Balaji Prints. Ltd. R. J. Knitwears Ltd. Sri Vishvanath Enterprises Ltd. ANG Finechems Private Ltd. Premier Polyfilm Limited
Committee position held in other companies		
Shareholding in the Company (No. of shares)	3,37,600	50
No. of meetings of the Board held/attended during the year		
Held	4	4
Attended	3	4
Remuneration	0	840000



DIRECTORS' REPORT

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

To
 The Members,

Your Directors have pleasure in presenting the 37th Annual Report on the operational and business performance of the Company together with the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended March 31, 2021.

FINANCIAL RESULTS :

The salient features of the Company's working for the year under review are as under:

(Amount in Thousands)

Particulars	Standalone		Consolidated	
	Year Ended 31.03.2021	Year Ended 31.03.2020	Year Ended 31.03.2021	Year Ended 31.03.2020
Sales and other Income	321671.45	179,822.97	323444.12	179872.67
Profit /(Loss) before Interest and Depreciation	17495.78	8468.73	18708.94	7829.36
Less: Interest	14217.97	10216. 11	14297.89	10295.68
Profit/(Loss) before Depreciation	3277.81	(1747.38)	4411.05	(2466.32)
Less: Depreciation	608.14	883.06	608.14	883.06
Profit/(Loss) Before Taxation	2669.67	(2630.44)	3802.91	(3349.38)
Less: Provision for Taxation (net)	416.47	-	430.71	10.27
Less: Tax Adjustment relating to prior years	(10.21)	-	(10.31)	-
Add: Deferred Tax	33.55	(10.75)	33.55	18.21
Net Profit/ (Loss) after Tax	2229.86	(2619.69)	3348.96	(3377.87)

OPERATIONS

During the year under review the Company has recorded receipts of Rs. 3216.71 Lacs as compared to Rs. 1798.23 Lacs in the previous year. The Company has recorded a Net profit Rs. 22.30 Lacs as compared to a Net loss of Rs. 26.20 Lacs in the previous year.

During the year under review despite adverse impact of Covid pandemic, the turnover of the Company has shown around 85.24% growth as compared to the previous year mainly due to expanding the spread of product mix and catering to the different sectors of the society. The Company's profitability also improved with profit after tax of Rs.22.30 lacs as compared to Loss of Rs.26.20 lacs.

With a view to boost growth, the Company continues to focus on marketing and distributing its products in Tier II and Tier III cities, mainly in Maharashtra. The Company has tied up with METRO Cash & Carry giving the Company's products a wider reach. This business is

slowly picking up. The Company has also added a Warehouse at Wadki, Pune, which has improved supply chain logistics.

The Company's trading activities in chemicals and minerals have encountered hurdles due to restrictions on the imports from China. The Company is exploring alternate sources for procurement to step up its business.

The Company continues to interact with various entities for a Joint venture to develop the Data Center business at MIDC Dombivili with the help of professional consultants. However, negotiations were interrupted by the COVID – 19 pandemic. Your Directors are cautiously optimistic of concluding negotiations in the near future.

DIVIDEND

With a view to conserving the resources of your Company, your Directors have decided not to recommend Dividend for the year.



DIRECTORS' REPORT

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

RESERVES

The Company has not transferred any amount to the general reserves during the year

IMPACT OF COVID-19

The outbreak of Coronavirus (COVID-19) pandemic globally and in India has resulted in slow down of economic activities. The Company has evaluated the impact of this pandemic on its business operations during the year ended March 31, 2021. The pandemic has not materially impacted revenues of the Company for the year ended March 31, 2021.

The extent to which the pandemic will impact Company's results will depend on future developments, which are highly uncertain, including, among things, any new information concerning the severity of the COVID-19 pandemic and any action to contain its spread or mitigate its impact whether government mandated or elected by the Company. Given the uncertainty over the potential macro-economic condition, the impact of global health pandemic may be different from that estimated as at the approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

BUSINESS RISK MANAGEMENT

The Company manages and monitors principal risks and uncertainties that can impact the ability of the Company to achieve its targets/objectives. Timely reports are placed before the board for considering various risks involved in the Company's business/operations. The Board evaluates these reports and necessary/corrective action is then taken.

A brief report on risk evaluation and management is provided under Management's Discussion and Analysis Report forming part of this Annual Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place, adequate systems and procedures for implementation of internal financial control across the organization which enables the Company to ensure that these controls are operating effectively.

DIRECTORATE

In accordance with the Act and the Articles of Association of your Company, Mr. Nandlal Sanghai and

Mr. Umesh Kumar Agarwalla retire by rotation and are eligible for re-appointment.

During the year under the review there is change in designation of Mrs. Feroza Panday as an Additional Director of the Company in 36th Annual General Meeting.

A brief profile of the Directors proposed to be appointed/re-appointed is annexed to the Notice.

The Independent Directors have furnished necessary declarations as required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

KEY MANAGERIAL PERSONNEL

In terms of Section 203 of the Companies Act, 2013, Mr. Udit P. Sanghai - Executive Director & CFO (Whole Time Director), Mr. Umesh Kumar Agarwalla, Whole Time Director and Mrs. Vandana Yadav, Company Secretary, are the Key Managerial Personnel of the Company.

BOARD EVALUATION

The Board has carried out an annual performance evaluation of the Directors individually including Independent Directors, Board as a whole and of its various committees on parameters such as skills, knowledge, participation in meetings, contribution towards Corporate Governance practices, compliance with code of ethics etc.

The Independent Directors have carried out a performance evaluation of non-independent Directors, Chairman of the Board and Board as a whole with respect to knowledge to perform the role, time and level of participation, performance of duties and level of oversight and professional conduct and independence.

The Directors expressed their satisfaction with the evaluation process.

MEETINGS

During the year, four Board Meetings were held, details of which are given in the Corporate Governance Report.

SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company does not have any Joint Venture or Associate Company. The details of the performance of the subsidiary companies are as follows:



DIRECTORS' REPORT

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

i. POLO QUEEN CAPITAL LIMITED (PQCL)

PQCL is a wholly owned subsidiary of the Company. It was incorporated on March 15, 2016 for the purpose of carrying on the business of Non-Banking Finance Company. The Company has received Certificate of Registration from the Reserve Bank of India dated September 22, 2017 for carrying on the business of Non-Banking Financial Institution without accepting public deposits. The Company has commenced its Financial Business. The Company has invested funds in Equities through portfolio management consultants. As on 31st March 2021, the Company's Net Owned Funds are Rs.2.39 Crores. The Company earned profit of Rs. 10.97 lacs through its operations during the year.

ii. POLO QUEEN SOLUTIONS LIMITED (PQSL)

PQSL is a wholly owned subsidiary of the Company. The Company was incorporated on March 3, 2016. The Company has plans to set up a Data Centre on the Plot admeasuring 4,960 Square meters in the name of the Holding Company at MIDC Dombivli, Maharashtra. The Company is looking for a Joint Venture with a Foreign Investor. The Company has appointed KPMG as consultant who are working on various options to identify a suitable Joint Venture Partner. Based on the Pitch Pack and financials submitted by KPMG, the Company is exploring the possibility of a Joint Venture with International reputed players. The Company has also appointed Mindspring Advisors Private Limited who have been entrusted with the assignment to identify a suitable Joint Venture Partner.

iii. POLO QUEEN PHARMA TRADE INDUSTRY LIMITED (PQPL)

PQPL is a wholly owned subsidiary of the Company. It was incorporated on March 3, 2016. PQPL plans to set up a Pharma/Chemical plant/ factory at a plot situated at MIDC, Mahad admeasuring 79,916 Square meters. The Company has already appointed KPMG as consultants to identify a suitable Joint Venture Partner. In the meantime, the Company is also exploring various options for the utilization of the allotted Plot. The Company has commenced construction of admin/Pilot plant and also 16 sheds with a view to obtaining Building Completion Certificate (BCC) from MIDC. The work is progressing.

A statement containing salient features of the financial statements in Form AOC-1, as required under Section 129 (3) of the Companies Act, 2013, forms a part of this Annual Report.

Your Company has approved a policy for determining material subsidiaries and the same is uploaded on the Company's website which can be accessed using the link <http://poloqueen.com/policies-and-codes.php>. As per this Policy, your Company does not have any material subsidiary.

RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were on an arm's length basis and in the ordinary course of business.

The policy has been disclosed on the website of the Company at www.poloqueen.com. Web link for the same is <http://poloqueen.com/policies-and-codes.php>.

The particulars of contracts or arrangements with related parties referred to in Section 188(1) and applicable rules of the Companies Act, 2013 in Form AOC-2 is provided as Annexure B to this Annual Report.

NOMINATION AND REMUNERATION POLICY:

A committee of the Board named as "Nomination and Remuneration Committee" has been constituted to comply with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015 to recommend the Company's policy on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters and to frame proper systems for identification, appointment of Directors & KMPs, payment of remuneration to them and evaluation of their performance. The policy is also posted on the Company's website at www.poloqueen.com.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There were no Guarantees or Investments made by the Company pursuant to the provisions of Section 186 of the Companies Act, 2013, during the financial year under review. The details of Loans have been disclosed in Note 38 to the Financial Statements.



DIRECTORS' REPORT

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The Company does not own any manufacturing facility and hence the particulars relating to conservation of energy and technology absorption as stipulated in the Companies (Accounts) Rules, 2014 are not applicable. The Company has earned Rs.121.93 Lacs foreign exchange and has spent Rs.85.13 Lacs in Foreign Exchange during the accounting year ended 2020-21.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them your Directors make the following statements in terms of Section 134 (3) (c) of the Companies Act, 2013 that:

- the Annual Accounts have been prepared in conformity with the applicable Accounting Standards;
- the Accounting Policies have been selected and applied on a consistent basis so as to give a true and fair view of the affairs of the Company and of the profit for the financial year;
- sufficient care has been taken that adequate accounting records have been maintained for safeguarding the assets of the Company; and for prevention and detection of fraud and other irregularities;
- the Annual Accounts have been prepared on a going concern basis;
- the internal financial controls laid down in the Company were adequate and operating effectively;
- the systems devised to ensure compliance with the provisions of all applicable laws were adequate and operating effectively.

FIXED DEPOSITS

Your Company has not accepted any deposits from the public during the year within the meaning of Sections 73 to 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF EMPLOYEES

The Company has no employee in receipt of remuneration in excess of the limit prescribed in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The prescribed particulars of employees required under Rule 5 of the aforesaid Rules, are attached as Annexure I to this Report.

VIGIL MECHANISM

The Company has a Vigil Mechanism and Whistle-Blower Policy to deal with instances of fraud and mismanagement, if any, and conducting business with integrity, in accordance with all applicable laws and regulations. The summary of the policy has been disclosed on the website of the Company at www.poloqueen.com Weblink for the same is <http://www.poloqueen.com/pdf/vigil-mechanism-policy.pdf>.

AUDITORS

As per the provisions of the Companies Act, 2013 M/s. Gupta Raj & Co., Chartered Accountants, (FRN 001687N), were appointed as Statutory Auditors of the Company for a period of five years at the annual general meeting held in 2017 till the conclusion of 38th annual general meeting. The requirement for the annual ratification of auditor's appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 07, 2018. In view of this, no resolution is proposed for ratification of the appointment of the Auditors at the ensuing AGM.

Pursuant to Sections 139 and 141 of the Act read with Companies (Audit and Auditors) Rules 2014, M/s. Gupta Raj & Co., have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company.

AUDITORS' REPORT

During the year under review, the Auditor has not reported any matter under section 143 (12) of the Companies Act, 2013 and therefore no default disclosed under section 134 (3) (ca) of the Act.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.



DIRECTORS' REPORT

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. Grishma Khandwala, Practicing Company Secretary (C.P. No. 1500) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended March 31, 2021 is annexed herewith as 'Annexure – II' to this Report. The Secretarial Audit Report does not contain any reservation, qualification or adverse remark.

ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company <https://www.poloqueen.com/annual-reports.php>.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- During the year under review, there were no cases filed or reported pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

POLICY ON SEXUAL HARASSMENT:

The Company has adopted Policy on Prevention of Sexual Harassment of Women at the Workplace in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year ended 31st March, 2021, the Company has not received any complaints pertaining to sexual harassment.

MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to Regulation 34 (2) (e) of SEBI (LODR) Regulations, 2015, a report on Management Discussion & Analysis is herewith annexed as Annexure- III.

CORPORATE GOVERNANCE:

A detailed report on Corporate Governance forms part of this Annual Report. The Auditors' Certificate on compliance with Corporate Governance requirements by the Company is attached to the Report on Corporate Governance.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators / Courts/ Tribunals which would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no Material Changes and Commitments affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of this Report.

ACKNOWLEDGEMENT

The Directors wish to take this opportunity to express their sincere thanks to the Company's Bankers for their valuable support and the Shareholders for their confidence in the Company.

For and on behalf of the Board of Directors

NANDLAL SANGHAI	DIRECTOR
RAHUL KUMAR SANGHAI	DIRECTOR
PRABHAS SANGHAI	DIRECTOR
UMESH KUMAR AGARWALLA	WHOLE TIME DIRECTOR
UDIT P. SANGHAI	WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER

Place: Mumbai

Dated : June 24, 2021



**ANNEXURE-B TO THE
BOARDS' REPORT**

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

- Details of contracts or arrangements or transactions not at Arm's length basis. NIL
There were no contracts or arrangements or transactions entered into during the year ended March 31, 2021.
- Details of contracts or arrangements or transactions at Arm's length basis.

Name (s) of the related party	Nature of Relationship	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Amount in Rs.
Someshwara Industries And Exports Limited	Entity in which Directors have a Significant influence/control.	Ongoing	Rent Paid	NIL
Arjay Apparel Industries Limited	Entity in which Directors have a Significant influence/control	Ongoing	Rental Income	NIL
Mr. Nandlal Sanghai	KMP	Ongoing	Interest paid	1460124
Mr. Rahul Sanghai	KMP	Ongoing	Interest paid	148096
Mr. Prabhas Sanghai	KMP	Ongoing	Interest paid	385246
Mr. Udit Sanghai	KMP	Ongoing	Interest paid	4980866
Polo Queen Capital Ltd.	Subsidiary	Ongoing	Interest Income	105061
Polo Queen Capital Ltd.	Subsidiary	Ongoing	Loan given	5017819
Mr.Nandlal Sanghai	KMP	Ongoing	Loan Taken	6225000
Mr.Rahul Sanghai	KMP	Ongoing	Loan Taken	13758011
Mr.Prabhas Sanghai	KMP	Ongoing	Loan Taken	1030000
Mr.Udit Sanghai	KMP	Ongoing	Loan Taken	26366699
Mrs.Usha Sanghai	Relative of director	Ongoing	Payment of Remuneration	300000
Mrs.Manjula Sanghai	Relative of director	Ongoing	Payment of Remuneration	360000
Mrs.Aneeta Sanghai	Relative of director	Ongoing	Payment of Remuneration	300000
Mrs.Vasudha Sanghai	Relative of director	Ongoing	Payment of Remuneration	300000
Mr.Udit Sanghai	KMP	Ongoing	Payment of Remuneration	1200000
Mr.Umesh Kumar Agarwalla	KMP	Ongoing	Payment of Remuneration	840000

For and on behalf of the Board of Directors

NANDLAL SANGHAI

RAHUL KUMAR SANGHAI

PRABHAS SANGHAI

UMESH KUMAR AGARWALLA

UDIT P. SANGHAI

DIRECTOR

DIRECTOR

DIRECTOR

WHOLE TIME DIRECTOR

**WHOLE TIME DIRECTOR &
CHIEF FINANCIAL OFFICER**

Place : Mumbai

Date : June 24, 2021



**ANNEXURE-I TO THE
BOARDS' REPORT**

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND AMENDMENTS THEREOF

I. Details of Remuneration of Employees as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereof.

The details of the remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, percentage increase in their remuneration during the financial year 2020-21 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 are as under –

Sl No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for financial year 2020-21 (Amount in Thousands)	% increase in Remuneration in the financial year 2020-21	Ratio of remuneration of each Director/to median remuneration of employees
1	Mr. Udit P. Sanghai (Wholetime Director and CFO)	1200.00	-	3.11:1
2	Mr. Umesh Kumar Agarwalla (Whole Time Director)	840.00	-	2.17:1
3	Mrs. Vandana Yadav Company Secretary	434.09	42.10% (w.e.f. 01.01.2021)	1.12:1

(ii) The median remuneration of employees of the Company during the financial year 2020-21 was Rs. 3,86,444 /-.

(iii) In the financial year 2020-21, there was a decrease by 1.35 % in the median remuneration of employees.

(iv) There was 21 permanent employees on the rolls of Company as on March 31, 2021.

(v) There were no increase in the salaries of Employees and Managerial personnel during the financial year except revision in payment of remuneration of Mrs. Vandana Yadav Company Secretary and Compliance Officer (KMP) of the Company with effect from 01.01.2021.

(vi) The key parameters for the variable component of remuneration availed by the Directors:

There is no variable component of remuneration availed by the Directors.

(vii) It is hereby affirmed that the remuneration paid during the year ended March 31, 2021 is as per the Remuneration Policy of the Company.



**ANNEXURE-I TO THE
BOARDS' REPORT**

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

II. Details of Remuneration of Top 10 Employees as per Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereof.

SN	Employee Name	Designation	Educational Qualification	Age	Experience (In Years)	Date of Joining	Gross Remuneration P.A (Paid In Rs.)	Previous Employment
1.	Mr. Udit P. Sanghai	Executive Director & Chief Financial Officer	Post Graduation in Investment Management	29	8	01.01.2014	1200000.00	-
2.	Mr. Chandrasekhar B. Sawant	Vice President	Bsc. Honr CAIIB	69	49	04.05.2012	1023750.00	State Bank of India
3.	Mr. Ravi Ashok Jakhotia	General Manager	Master in Management Studies (Finance)	35	12	14.05.2009	1023750.00	-
4.	Mr. Umesh Kumar Agarwalla	Whole Time Director	Graduation in Engineering	67	35	27.09.1993	840000.00	-
5.	Mr. Anand Mittal	Senior Accountant	M.Com	57	20	01.06.2010	617271.00	Parasram Puria Forex Services Pvt. Ltd.
6.	Mr. Dinesh Jakhotia	Manager-Supply Chain	B Pharma, MBA	35	14	01.08.2010	727575.00	Cipla Ltd.
7.	Mrs. Vandana Yadav	Company Secretary	B. Com, C.S., LLB	35	6	11.11.2019	434094.00	Hubtown Limited
8.	Mr. Ramnivas Jakhotia	Factory Incharge	B.Com	72	48	01.12.2008	318000.00	Idol Textiles Limited
9.	Mrs. Manjula Sanghai*	Executive	B.Com	55	28	01.02.2017	360000.00	Arjay Apparel Industries Limited
10.	Mrs. Aneetha Sanghai#	Executive	B. Architect	59	9	01.02.2017	300000.00	Arjay Apparel Industries Limited

* Mrs. Manjula Sanghai is mother of Mr. Udit Sanghai, Executive Director and CFO of the Company

Mrs. Aneetha Sanghai is wife of Mr. Prabhas Sanghai, Director of the Company.

**SECRETARIAL
AUDIT REPORT
ANNEXURE-II TO THE
BOARDS' REPORT**



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Company's Financial Year from April 1, 2020 to March 31, 2021

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

To,
The Members,

Polo Queen Industrial and Fintech Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Polo Queen Industrial and Fintech Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct / statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period comprising the Company's financial year ended March 31, 2021 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Polo Queen Industrial and Fintech Limited for the Company's financial year ended March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT'):-

1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
3. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
4. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 – Not Applicable to the Company during the Audit Period;
5. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
6. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not Applicable to the Company during the Audit Period;
7. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
8. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations – Not Applicable to the Company during the Audit Period;
9. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – Not Applicable to the Company during the Audit Period.

As per information provided by the management, there are no other laws specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above, to the extent applicable.

I further Report that during the year under review:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors,

**SECRETARIAL
AUDIT REPORT
ANNEXURE-II TO THE
BOARDS' REPORT**



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board meetings were taken unanimously.

I further Report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**Place : Mumbai
Date : June 24, 2021**

**GRISHMA KHANDWALA
Company Secretary
ACS No. 6515
C.P. No. 1500
UDIN No. A006515B000505574**

My report of even date is to be read along with this letter.

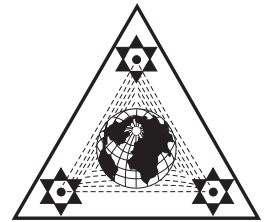
To,
The Members
Polo Queen Industrial and Fintech Limited

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place : Mumbai
Date : June 24, 2021**

**GRISHMA KHANDWALA
Company Secretary
ACS No. 6515
C.P. No. 1500
UDIN No. A006515B000505574**



COVID-19 Impact on the Indian FMCG Industry

Polo Queen is part of the Fast-Moving Consumer Goods (FMCG) industry which continues to be one of the biggest long-term sustainable business opportunities that our country offers. Despite being one of the fastest growing markets globally for FMCG products, India's per capita FMCG consumption is still amongst the lowest in the world, giving the industry a long runway for growth.

2020 was a highly volatile and challenging year. Covid-19 changed almost every aspect of human lives in ways never imagined. The economic toll from the pandemic was unprecedented. Operational challenges mounted due to restricted movement and disrupted supply lines. As the Covid-19 cases continued to rise exponentially, the economy declined sharply. Our focus was on our people's health & safety, ensuring uninterrupted supplies of Covid-19 relevant portfolio, meeting the demand of consumers arising out of changed behaviour and needs, caring for the communities in which we operate, preserving cash and protecting our business model.

As the country navigated through the crisis, the Government and the Reserve Bank of India took effective measures to support a robust economic recovery. The Union Budget 2021 focused on regaining the growth momentum in the economy through several measures including keeping tax rates stable and enhancing investments in infrastructure.

The agriculture sector performed well, leading to a strong performance by rural markets. The impact of Covid-19 was more pronounced in metros and bigger towns, resulting in a slower recovery in urban markets.

Global trade dynamics, volatile commodity cycles and climate concerns continue to create challenges and uncertainties for companies and categories across the spectrum. New technologies are changing the landscape of the consumer goods market, bringing opportunities for brands and consumers alike. Consumers are shopping through more diverse channels and smaller local brands as well as digital-first brands are increasingly entering the market. In these times, as the consumer and channel landscapes rapidly evolve, we continue to be agile and responsive to leverage market

opportunities and deftly navigate through the challenges. By staying close to the consumers and their needs, we ensure that our business continues to grow, while having a positive impact on people and the planet. Our strategy is constantly evolving to adapt to the trends and forces shaping our markets and impacting our multi stakeholders.

Industry Structure and Development

The global economy reported de-growth of 3.5% in 2020 compared to a growth of 2.9% in 2019. This steep decline in global economic growth was largely due to the outbreak of the novel coronavirus and consequent suspension of economic activities across the world. The global economy is projected to grow by 5.5% in 2021 largely due to the successful roll-out of vaccines across the globe, coupled with policy support in large economies

The Indian government announced a complete lockdown in public movement and economic activity from the fourth week of March 2020. The lockdown staggered an already slowing economy as 1.38 billion Indians stayed indoors - one of the most stringent lockdowns anywhere. The outbreak of the novel coronavirus impacted the Indian economy during the first quarter of the year under review. The Indian economy de-grew 23.9 per cent in the first quarter of 2020-21, the sharpest de-growth experienced by the country since the index was prepared.

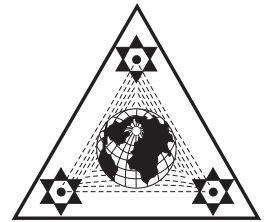
The Indian and state governments selectively lifted controls on movement, public gatherings and events from June 2020 onwards. The result is that India's relief consumption, following the lifting of social distancing controls, translated into a full-blown economic recovery. A number of sectors in India - real estate, steel, cement, home building products and consumer durables, among others - reported unprecedented growth. India de-grew at a relatively improved 7.5 per cent in the July-September quarter and reported 0.4 per cent growth in the October- December quarter.

India's GDP contracted initially and then recovered in 2020-21. This recovery - one of the most decisive among major economies - validated India's long-term consumption potential.

MANAGEMENT DISCUSSION AND ANALYSIS



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

A) Opportunities and Threats

Your Company's business has good growth opportunities since existing trends in the FMCG sector create new consumer needs and market opportunities. Your Company is preparing to leverage this through focused expansion of the sales and distribution systems in India and scale up and improve our robust supply chain. New product offerings market models are also being developed.

The key threats for our business include changing preference of consumers, commodity prices as well as concentration of retailers in bigger cities. The current COVID-19 crisis provides opportunities with likely increase in the in-home consumption. Though we have plans to step up business continuity at every level, the continuation of the crisis can have long term demand and supply implications, which is difficult to predict at this point in time.

B) Risks and concerns

The previous financial year 2020-21 has been very tough due to the outbreak of COVID 19 pandemic which has thrown up many challenges in terms of complete shutting down for few months, limited operations for most part of the year and Annual Report - 2020 - 21 crippled supply chains across the manufacturing sector. The COVID effect on businesses is still a worrisome situation for the industry in the next FY and the businesses have to adopt newer strategies to stay afloat and relevant.

Further, the major part of the company's business comes from the strategic segment and uncertainties in customer requirements & long procurement cycles have direct impact on Polo Queen Business Growth.

Risk Mitigation:

The effects of COVID situation were minimized with close involvement of top management, continuous monitoring, identification & development of new vendor base for essential raw materials and effective coordination with customers.

C) Segment-wise Performance

The Company's main business is trading of FMCG and other products. There is a sustained growth in this Sector. Since the Company has only one segment, segment/ product wise performance is not provided.

D) Outlook

The Indian economy is projected to grow by more than 10% in FY22 as per various institutional estimates, making it one of the fastest-growing economies. India's growth journey could be the result of a culmination of favourable tailwinds like consistent agricultural performance, flattening of the COVID-19 infection curve, increase in government spending, reforms and an efficient roll-out of the vaccine, among others.

However, the only dampener is the surge in Covid-19 in the first quarter of the current financial year that could affect public consumption of products and services.

The Directors expect to see a gradual recovery in the macroeconomic environment and for the Indian economy to consequently gather pace in fiscal year 2021 - 2022.

The Company's performance is expected to improve and the Directors' are expecting reasonable growth in the FMCG products in view of the expanded product mix. A clear demographic shift in favour of a younger population aspiring for a better lifestyle should continue to drive strong demand for all our Company's products for the foreseeable future.

E) Internal Control Systems and their Adequacy

The Company has a satisfactory internal control system, the adequacy of which has been mentioned in the Auditors' Report.

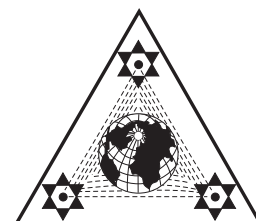
F) Human Resources

There has been no material development on the Human Resource / Industrial relations front during the year.

MANAGEMENT DISCUSSION AND ANALYSIS



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

G) Details of significant changes in key financial ratios

SN	Particulars	FY 2020-21	FY 2019-20	% Change
1.	Return on Net worth	0.12	-0.14	0.27
2.	Debtors Turnover	22.90	40.25	-17.36
3.	Inventory Turnover	5.84	10.77	-4.93
4.	Interest Coverage Ratio	0.00	-1.26	1.26
5.	Current Ratio	0.74	0.80	-0.06
6.	Debt Equity Ratio	0.08	0.08	0.00
7.	Operating Profit Margin	0.00	0.00	0.00
8.	Net Profit Margin (%)	0.69	-1.46	2.14

Explanations :

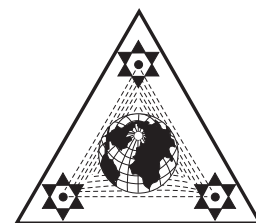
During the financial year 2020 -21 the turnover of the Company Increase by 85.24% and the Net profit has also gone up by 218.58 %. This performance has led to an increase in the margins and returns indicators, as above.

* Previous year's figure have been regrouped and reclassified wherever necessary.

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

REPORT ON CORPORATE GOVERNANCE

A report on Corporate Governance for the financial year ended March 31, 2021 in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), is furnished below.

1) Company's Philosophy on Code of Corporate Governance:

The Company believes that effective business organisations recognize their responsibilities to stakeholders and are guided by the principles of just and efficient governance for mutual benefit. The Company's corporate philosophy imbibes these ideals and its operations are conducted in a transparent and fair manner.

The relevant standards of Corporate Governance have been complied with by the Company.

2) Board of Directors

Composition and size of the Board

The present strength of the Board is 10 out of which 8 are Non- executive Directors (more than 75% of the total Board strength) and among these 8 Non-Executive Directors, 5 are Independent Directors.

The size and composition of the Board conforms with the requirements of Corporate Governance under the Listing Regulations and applicable laws. The Independent Non-Executive Directors of the Company do not have any other material or pecuniary relationship or transactions with the Company, its promoters, or its management, which in the judgment of the Board may affect independence of judgment of the Directors. Non-Executive Directors are not paid any remuneration.

Mr. Nandlal Sanghai, Non-Executive Director and Mr. Prabhas Sanghai, Non-Executive Director are brothers.

Mr. Rahul Kumar Sanghai, Non-Executive Director is the son of Mr. Nandlal Sanghai, Non-Executive Director.

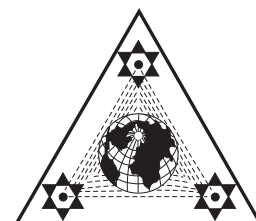
In the financial year 2020 – 2021, the Board met four times. The Board meetings were held on (1) June 26, 2020 (2) September 14, 2020, (3) November 13, 2020 (4) February 5, 2021.

The composition of Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting as also number of other directorships, committee memberships and chairmanships held by them, are given below:

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

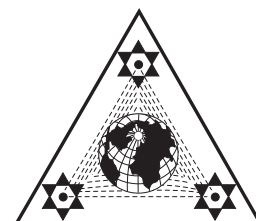
Name of the Directors	Status i.e. Executives, Non-Executives and Independent	No. of Shares held	Members of Boards of Other Companies	Total Number of Committee Membership held		Number of Board Meetings held during the year		Whether attended last Annual General Meeting
				As Chairman	As Member	Held	Attended	
Mr. Nandlal Sanghai	Promoter NED	3,37,600	<ul style="list-style-type: none"> Sanghai Holdings Private Ltd. Santino Holdings Private Ltd. Aajiwan Industries Ltd. Maharashtra Textile Processors Association Someshwara Industries and Exports Limited 	Nil	1	4	3	Yes
Mr. Prabhas Sanghai	Promoter NED	0	<ul style="list-style-type: none"> Paramount Minerals & Chemicals Ltd. Sanghai Holdings Pvt. Ltd. Santino Holdings Pvt. Ltd. Polo Queen Solutions Limited Polo Queen Capital Limited Polo Queen Pharma Trade Industry Limited 	Nil	Nil	4	4	Yes
Mr. Umesh Kumar Agarwalla	ED	50	<ul style="list-style-type: none"> Aajiwan Industries Ltd. Arjay Apparel Industries Ltd. Someshwara Industries & Exports Ltd. Bow Balaleshwar Minings Pvt. Ltd. Balaji Prints. Ltd. R.J. Knitwears Ltd. Sri Vishvanath Enterprises Ltd. ANG Finechems Private Limited Premier Polyfilm Ltd. 	Nil	Nil	4	4	Yes
Mr. Rahul Kumar Sanghai	Promoter NED	36,32,025	<ul style="list-style-type: none"> Paramount Minerals & Chemicals Ltd. Bow Balaleshwar Minings Pvt. Ltd. Aajiwan Industries Ltd. Balaji Prints. Ltd. Polo Queen Solutions Limited Polo Queen Capital Limited Polo Queen Pharma Trade Industry Limited 	1	1	4	4	Yes
Mr. Udit Sanghai	Promoter ED & CFO	41,90,250	<ul style="list-style-type: none"> Polo Queen Solutions Limited Polo Queen Capital Limited Polo Queen Pharma Trade Industry Limited Arjay Apparel Industries Limited 	Nil	1	4	3	Yes
Mr. Aftab Diamondwala	Independent NED	Nil	Nil	Nil	Nil	4	3	Yes
Mr. Apsi Katgara	Independent NED	Nil	<ul style="list-style-type: none"> Maha Rashtra Apex Corporation Limited Manipal Capital and Leasing Private Limited Sirar Dhotre Solar Private Limited Sirar Solar Energies Private Limited Sevalal Solar Private Limited Innovative Foam Limited 	1	1	4	4	Yes
Mr. Natwarlal Gaur	Independent NED	Nil	Nil	1	1	4	4	Yes
Mr. Shridatta Haldankar	Independent NED	Nil	Nil	Nil	1	4	4	Yes
Mrs. Feroza Panday	Women Independent Director	Nil	<ul style="list-style-type: none"> Great Western Finance And Leasing Limited Kratos Energy & Infrastructure Limited 	Nil	Nil	4	4	Yes

As provided under Regulations 25 and 26 of the Listing Regulations, none of the Independent Directors on the Board acts as an Independent Director in more than seven listed entities; none of the Whole time/Executive Directors on the Board acts as Independent Director in more than three listed entities and none of the Directors are members of more than ten committees nor acts as Chairman of more than five such committees.

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Matrix of expertise and skill of Directors

Given below are the key skills / expertise / competence identified by the Board of Directors which are required by them in the context of the business and sector of the Company to function effectively and available with them:

Skills / Expertise / Competence Description

Business Leadership & Operations	In depth knowledge of the FMCG Industry to provide important insights and perspectives to the Board on the Company's commercial, strategic, and other functions. Leadership experience resulting in a practical understanding of the Company's processes, develop talent, succession planning and driving the long term growth strategy of the Company.
Risk Management & Governance	Knowledge and understanding of business risks to provide insights and perspective to the Board on Enterprise risk. Develop high levels of governance practices, provide insights about maintaining Board and management accountability and to protect stakeholders interest.
Finance & Accounting	Provide financial expertise to the Board, including an understanding and analysis of financial statements, corporate finance, accounting and Capital markets.
Business Expertise	In depth understanding of the Company's operating and business environment, market access and healthcare solutions. Respond to change with agility, optimism and innovation. Knowledge of Business Technology, Digital Marketing skills, Strategic Development.

Meeting of Independent Directors

The Independent Directors met once during the financial year 2020-21, without the presence of Executive Directors or Management Representatives.

3) Audit Committee

The present composition of the Audit Committee is as under:

Member	Position	No. of Meetings held	No. of Meetings Attended
Mr. Natwarlal Gaur	Chairman	4	4
Mr. Aspi Nariman Katgara	Member	4	4
Mr. Udit P. Sanghai	Member	4	3

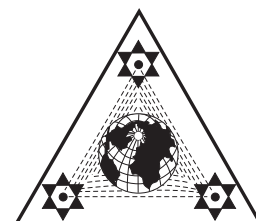
The above composition duly meets the requirements as per Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee acts as a link between the management, external and internal Auditors and the Board of Directors.

The functions of the Audit Committee are as per Company Law and Listing Regulations. These include review of accounting and financial policies and procedure, review of financial reporting system, internal control procedures and risk management policies.

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

The Audit Committee met four times during the financial year 2020-21, on the following dates namely, June 26, 2020 (2) September 14, 2020, (3) November 13, 2020 (4) February 5, 2021 and the frequency was as prescribed under applicable regulatory requirements and the gap between two Committee Meetings was not more than one hundred and twenty days.

4) Nomination and Remuneration Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company have constituted the "Nomination and Remuneration Committee."

The Nomination and Remuneration Committee acts in accordance with the prescribed provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The terms of reference of the Nomination and Remuneration Committee as approved by the Board of Directors are briefly set out below:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and provide recommendations to the Board for their appointment and removal;
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- To formulate criteria for evaluation of Independent Directors and the Board and to carry out evaluation of every director's performance; and
- To devise a policy on Board diversity.

During the year under review the following Directors were the Members of the Nomination and Remuneration Committee.

Member	Position	No. of Meetings held	No. of Meetings Attended
Mr. Aspi Nariman Katgara	Chairman	2	2
Mr. Natwarlal Gaur	Member	2	2
Mr. Rahul Kumar Sanghai	Member	2	2

The Company also has a Nomination and Remuneration Policy which is available on the website of the Company at <http://poloqueen.com/policies-and-codes.php>.

The Company has also devised a familiarization program for the Independent Directors to help them understand the Company, its management, roles and responsibilities in the Company, operations of the Company etc.

The Nomination and Remuneration Committee met Two times during the financial year 2020-21 i.e. on June 26, 2020, and February 5, 2021.

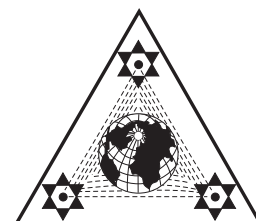
The details of remuneration paid to Directors/ Executive Directors for the financial year ended March 31, 2021 are set out below:

The Independent Directors are paid only sitting fees for attending Board/Committee Meetings. The details of sitting fees paid to the Directors during the year under review are as under:

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Non Executive Directors

(Amount in Thousands)

Name	Sitting Fees Paid
Mr. Aftab Mohammed Yusuf Diamondwala	31.00
Mr. Aspi Katgara	70.00
Mr. Natwarlal Gaur	60.00
Mr. Shridatta Haldankar	45.00
Mr. Nandlal Sanghai	NIL
Mr. Prabhas Sanghai	NIL
Mr. Rahul Kumar Sanghai	NIL
Mrs. Feroza Panday	40.00
Total	246.00

Executive Directors

(Amount in Thousands)

Name	Salary
Mr. Umesh Kumar Agarwalla	840.00
Mr. Udit P. Sanghai	1200.00
Total	2040.00

The Company has not issued any stock options.

5) Stakeholders Relationship Committee

In Compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Stakeholders Relationship Committee.

The Committee shall consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report etc.

Thereafter the Stakeholders Relationship Committee was reconstituted and the following are the members of the Committee.

Member	Position	No. of Meetings held	No. of Meetings Attended
Mr. Rahul Kumar Sanghai	Chairman	1	1
Mr. Nandlal Sanghai	Member	1	0
Mr. Shridatta Haldankar	Member	1	1

The Stakeholders Relationship Committee met one times during the financial year 2020-21, on the following dates namely, June 26, 2020.

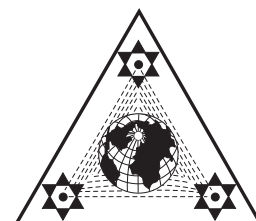
Mrs. Vandana Yadav, Company Secretary is the Compliance Officer.

During the financial year there were no complaints received from the shareholders.

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

6) General Body Meeting

Details of Last 3 Annual General Meetings (AGMs) were as under:

Date of AGM	Financial Year	Venue/Location	Time of Meeting
21-09-2018	2017-2018	Fantasy, 1st Floor, Sunville Banquets, 9, Dr. Annie Besant Road, Opp. Atria Mall, Worli, Mumbai - 400018	4.00 p.m.
13-08-2019	2018-2019	Mayfair Banquet, 254-C, Dr. Annie Besant Road, Worli, Mumbai - 400030	3.30 p.m.
20-10-2020	2019-2020	304, A to Z Industrial Estate, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013	3.00 p.m.

SPECIAL RESOLUTION PASSED:

1. 32nd AGM held on September 19, 2016:

- Special Resolution pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 for appointment/re-appointment of Mr. Udit P. Sanghai and Mr. Umesh Kumar Agarwalla as Whole time Directors for a tenure of 3 years commencing from January 1, 2017 and April 1, 2017 respectively.

2. Through Postal Ballot held in the month of July, 2016

- The Company had sought the approval of shareholders by Postal ballot including voting by electronic means to pass Special Resolutions for the following matters:
 - Approval for the transfer of Leasehold Property pursuant to Section 180(1)(a) to Polo Queen Solutions Limited, the wholly owned subsidiary of the Company.
 - Approval for the transfer of Leasehold Property pursuant to Section 180(1)(a) to Polo Queen Pharma Trade Industry Limited, the wholly owned subsidiary of the Company.

Special Resolutions for the above transactions were passed by the members of the Company through Postal Ballot and the result was declared on August 24, 2016.

3. 33rd AGM held on September 28, 2017:

- Special Resolution for adoption of a new set of Articles of Association under the Companies Act, 2013.
- Special Resolution for revision in the remuneration of Mr. Udit P. Sanghai, Whole- time Director and Chief Financial Officer of the Company.

4. 34th AGM held on September 21, 2018:

No Special Resolution was passed at the Thirty Fourth Annual General Meeting of the Company.

5. 35th AGM held on August 13, 2019:

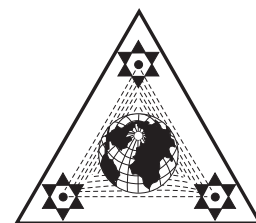
Special Resolution pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 for appointment/re-appointment of Mr. Udit P. Sanghai and Mr. Umesh Kumar Agarwalla as Whole time Directors for a tenure of 3 years commencing from January 1, 2020 and April 1, 2020 respectively.

Special Resolution pursuant to provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 for appointment/re-appointment of Mr. Shridatta Haldankar Independent Director for a

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

tenure of five years with effect from January 29, 2019 to January 28, 2024 respectively.

Special Resolution pursuant to provisions of Sections 161(1) and any other applicable provisions of the Companies Act, 2013 for appointment of Mr. Prabhas Sanghai Director.

Special Resolution pursuant to provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 for appointment/re-appointment of Mr. Aspi Katgara , Mr. Natwarlal Gaur and Mr. Aftab Diamondwala Independent Director for a tenure of five years commencing from August 20, 2019 respectively.

7) Disclosures

1. Related Party Transactions

There are related party transactions i.e. transactions of the Company with its Promoters, Directors or Management, their relatives and group companies, not conflicting with the Company's interest, the details of which have been shown in Note 38 of Standalone Financial Statements, Notes forming part of the Accounts for the year ended March 31, 2021. All Related Party Transactions are periodically placed before the Audit Committee / Board for its review and approval. The Company has in place a policy on Related Party Transactions and the same is displayed on the Company's website and the weblink of the same is: <http://poloqueen.com/policies-and-codes.php>

The Company has not entered into any transaction of material nature with the promoters, directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. The register of contracts containing transactions, in which directors are interested, is placed before the board regularly.

2. Code of Conduct

The Board of Directors of the Company has laid down two separate Codes of Conduct – one for Directors and other for Senior Management and Employees.

All Board Members and Senior Management personnel have affirmed compliance with the Code of conduct for the year review. A Declaration signed by Director to this effect is annexed to this report.

3. CEO/CFO Certification

As required under Regulation 17(8), of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CFO has given a certificate to the Board in the prescribed format for the year ended March 31, 2021.

4. Risk Management

The Audit Committee and the Board periodically discuss the significant business risks identified by the Management and review the measures taken for their mitigation.

5. Statutory Compliance, Penalties and strictures

The Company has complied with all the requirements of regulatory authorities on matters relating to capital markets and no penalties/ strictures have been imposed on the Company by the Stock Exchange or SEBI.

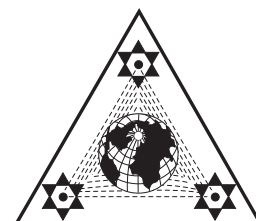
6. Whistle Blower Policy

The Company has a Vigil Mechanism/Whistle-Blower Policy to deal with instances of fraud and mis-management, if any, and conducting business with integrity, including in accordance with all applicable laws and regulations. Employees and Directors of the Company can report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics, without fear of punishment for such disclosure or unfair treatment. The Company has designated the Internal Auditors to receive and process complaints received under this Policy and in turn to report to the Chairman of the Audit Committee, who will place the same before the Audit Committee for its consideration and recommendations to the Management.

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

7. Means of Communication

The Company publishes its Unaudited quarterly, half yearly and yearly financial results in leading national newspapers; namely "The Free Press Journal – English Edition" and "Navshakti – Marathi Edition". The Company also sends the financial results to the Stock Exchanges immediately after its approval by the Board. The Company displays the financial results on its website. The company has not sent the half yearly report to the Shareholders. No presentations were made to the institutional investors or analysts during the year under review.

8) General Shareholder Information

The 37th Annual General Meeting of the Company will be held on Monday, September 27, 2021 at 3.00 p.m. Through Video Conference/ Other Audio Visual Means (e- AGM)

a. Financial Calendar	The Board of Directors of the Company approves the unaudited results for each quarter within such number of days as may prescribed under the Listing Regulations from time to time
b. Book Closure Period	Wednesday, September 22, 2021 to Monday, September 27, 2021 (both days inclusive)
c. Dividend Payment Date	Not Applicable

Listing on Stock Exchanges

Sr. No.	Name of the Stock Exchange	Code No./Script Name
1.	The Metropolitan Stock Exchange of India Ltd.	PQIF
2.	BSE Limited	540717

The Shares of the Company are listed with Metropolitan Stock Exchange of India Limited and BSE Limited.

The Annual listing fees of Metropolitan Stock Exchange of India Limited and BSE Limited have been paid by the Company for the year 2021 - 2022.

Market Price Data Have the changes been made

The Company's shares were listed with BSE Limited w.e.f. September 28, 2017. The monthly wise High Low Share Price of the Company's Equity Shares during financial year 2020-21 from the website of BSE Limited is as follows:

Month	High	Low	No. of Shares Traded
APR.20	13.40	13.40	20
MAY'20	12.75	12.75	5
JULY'20	12.15	12.15	14
SEPT.'20	12.15	7.67	17
OCT.'20	7.29	6.94	7
NOV.'20	7.46	7.46	5
DEC.'20	7.09	6.74	2
JAN.'21	6.41	5.24	19
FEB.'21	5.52	4.76	162
MAR'21	5.27	5.00	163

REPORT ON CORPORATE GOVERNANCE

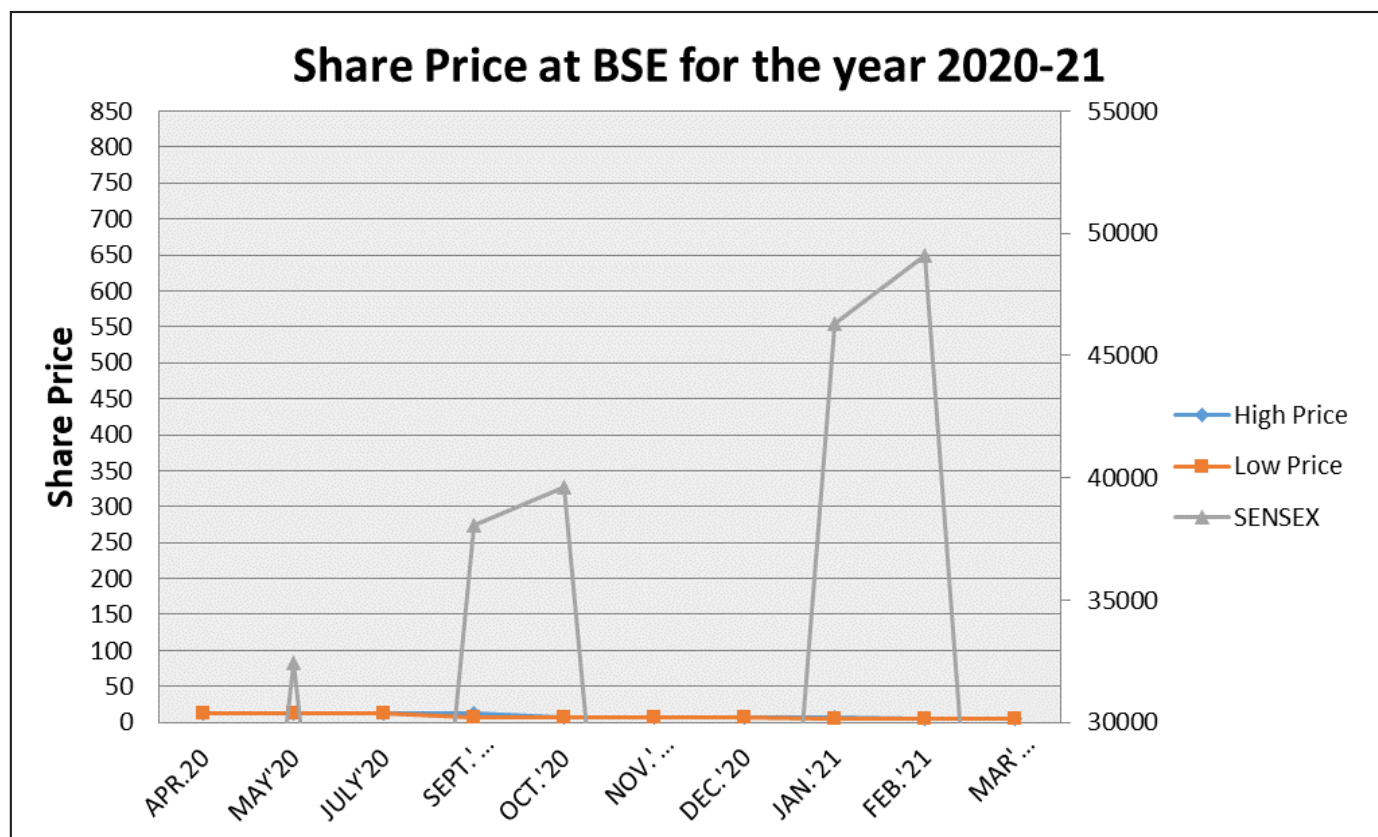


37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Performance of the Company's stock price in comparison with BSE Sensex TO be changed for 2020 - 21



Dematerialisation of Shares

The Equity Shares of the Company are traded compulsorily in Dematerialised mode.

ISIN No. of the Company's Equity Shares in Demat Form : INE689M01017

Registrar and Transfer Agent (RTA) :

Satellite Corporate Services Pvt. Ltd

Office No. 106 & 107, Dattani Plaza, East West Compound,
Andheri Kurla Road, Sakinaka, Mumbai - 400072.

Tel No. 022 - 28520461/462. Fax No. 022-28511809

Email: service@satellitecorporate.com

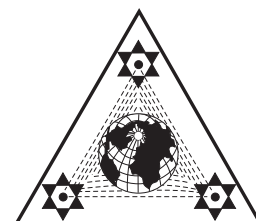
Share Transfer System:

The Company has continued the appointment of Registrar and Transfer Agents for accepting, transferring and delivering the transferred Share Certificates. All the transfers received in order, are processed within a period of 15 days from the date of receipt.

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Shareholding Pattern of the Company as on March 31, 2021.

SN	Holders	No. of Shares Held	% of paid up Capital
A.	Promoters Holding	50308102	74.92
B.	Mutual Funds and UTI, Banks and Financial Institutions	0	0.00
C.	Bodies Corporate	12553764	18.70
D.	Indian Public	4226684	6.30
E.	NRI's / OCB's	61450	0.09
	Total	67150000	100.00

Board Shareholding Distribution

Range of Shares	Number of Share Holders	Percentage of Share Holders	No. of Share	Percentage (%)
1 to 5000	489	90.06	44696	0.07
5001 to 10000	3	0.55	23014	0.03
10001 to 20000	6	1.10	94053	0.14
20001 to 30000	2	0.37	43903	0.07
30001 to 40000	0	0.00	0	0.00
40001 to 50000	7	1.29	333022	0.50
50001 to 100000	2	0.37	131050	0.20
100001 & Above	34	6.26	66480262	99.00
Total	541	100.00	67150000	100.00

Dematerialization of Shares and Liquidity :

99.99 % of Company's Equity Shares have been dematerialized as on March 31, 2021.

Investor's Correspondence :

All inquiries, clarifications and correspondence should be addressed to the Compliance Officer at the following address:

Company Secretary and Compliance Officer : **Mrs. Vandana Yadav**

304, A to Z Industrial Estate,

Ganpatrao Kadam Marg,

Lower Parel, Mumbai - 400 013.

Tel No. : 022-24935421/24817001

Fax No. : 022-24935420/24817047

Email: vandana.yadav@poloqueen.com

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

10. COMPLIANCE OF NON-MANDATORY REQUIREMENTS

1) Chairman of the Board

The Company does not have a Chairman of the Board. At every Board Meeting, a Director is elected as Chairman to preside over the meeting. Hence, there is no separate office in the Company for the post of Chairman.

2) Shareholders Rights

Half yearly results including summary of the significant events are not being sent to Shareholders of the Company.

3) Postal Ballot

No resolutions are proposed to be passed by Postal Ballot

4) Audit Qualification.

There is no Audit Qualification by the Statutory Auditors.

For and on behalf of the Board of Directors

NANDLAL SANGHAI	DIRECTOR	(DIN - 00181592)
RAHUL KUMAR SANGHAI	DIRECTOR	(DIN - 00181745)
PRABHAS SANGHAI	DIRECTOR	(DIN - 00302947)
UMESH KUMAR AGARWALLA	WHOLE TIME DIRECTOR	(DIN - 00231799)
UDIT P. SANGHAI	WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER	(DIN - 06725206)

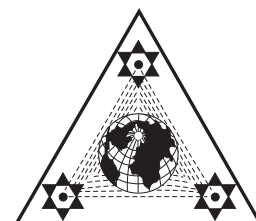
Place : Mumbai

Date : June 24, 2021

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Polo Queen Industrial and Fintech Limited

I have examined the compliance of conditions of Corporate Governance by Polo Queen Industrial and Fintech Limited, for the year ended March 31, 2021, as per Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of my information and according to my examination of the relevant records and the explanations given to me and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions in all material respects, of Corporate Governance as stipulated in the Listing Regulations.

I state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

This certificate is issued solely to comply with the Listing Regulations and may not be suitable for any other purpose.

GRISHMA KHANDWALA
Company Secretary
ACS No. 6515
C.P. No. 1500

Place : Mumbai
Date : July 10, 2021

UDIN No. A006515C000611372

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

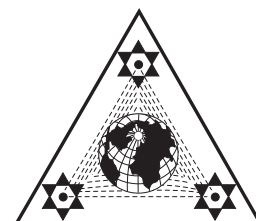
To,
The Members of
Polo Queen Industrial and Fintech Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Polo Queen Industrial and Fintech Limited having CIN L72200MH1984PLC094539 and having registered office at 304, A to Z Industrial Estate, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013, (the Company), produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34 (3) read with Schedule V, Para – C sub – clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment*
1	MR. NANDLAL SANGHAI	181592	27/09/1993
2	MR. RAHULKUMAR SANGHAI	181745	19/08/2000
3	MR. UMESH KUMAR AGARWALLA	231799	27/09/1993
4	MRS. FEROZA PANDAY	232812	05/02/2020
5	MR. PRABHAS SANGHAI	302947	11/02/2019
6	MR. UDIT SANGHAI	6725206	01/01/2014
7	MR. NATWARLAL GAUR	6945450	19/08/2014
8	MR. AFTAB DIAMONDWALA	6946487	19/08/2014
9	MR. ASPI KATGARA	6946494	19/08/2014
10	MR. SHRIDATTA HALDANKAR	8342307	29/01/2019

* the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

GRISHMA KHANDWALA
Company Secretary
ACS No. 6515
C.P. No. 1500
UDIN No. A006515C000611350

Place : Mumbai
Date : July 10, 2021

Declaration on Code of Conduct

The Declaration for Code of Conduct in compliance with Regulation 26 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.

To,
The Members of

Polo Queen Industrial and Fintech Limited

I, Umesh Kumar Agarwalla, Whole Time Director of the Company, hereby confirm that, all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct and Ethics for Directors and Senior Management of the Company in respect of the financial year 2020-21 and will abide the aforesaid Code for the financial year 2021-22.

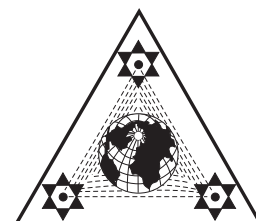
For Polo Queen Industrial And Fintech Limited
UMESH KUMAR AGRAWALLA
WHOLE TIME DIRECTOR
(DIN - 00231799)

Place : Mumbai
Date : June 24, 2021

REPORT ON CORPORATE GOVERNANCE



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

CEO CFO CERTIFICATE

[Pursuant to Regulation 17(8) read with Part B of Schedule II of SEBI
(Listing Regulations and Disclosure Requirements), Regulations, 2015]

To
The Board of Directors

Polo Queen Industrial and Fintech Limited

Dear members of the Board,

We, Umesh Kumar Agarwalla, Whole Time Director and Udit P. Sanghai, Whole Time Director and Chief Financial Officer of the Company, to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2021 and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, there are no transactions entered into by the Company during the year ended 31st March, 2021, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) Significant changes in internal control over financial reporting during the year;
 - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place : Mumbai
Date : June 24, 2021

Umesh Kumar Agarwalla
Whole Time Director
DIN: 00231799

Udit P. Sanghai
Whole Time Director and Chief Financial Officer
DIN: 06725206



INDEPENDENT AUDITOR'S REPORT

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

To The Members Of

POLO QUEEN INDUSTRIAL & FINTECH LIMITED

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of Polo Queen Industrial & Fintech Limited ("the Company"), which comprise the balance sheet as at 31 March 2021, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our unmodified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

We have determined that there are no key audit matters to communicate in our report.

Other information

The Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the standalone Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian



INDEPENDENT AUDITOR'S REPORT

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs. We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



INDEPENDENT AUDITOR'S REPORT

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 & 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the

Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rules issued thereunder.
- e) On the basis of the written representations received from the directors as on 31st March, 2021, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Mumbai
Dated : June 24, 2021
UDIN : 21112353AAAADT6637

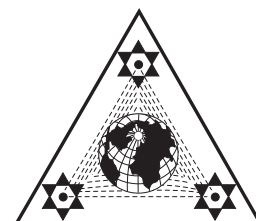
FOR GUPTA RAJ & CO.
CHARTERED ACCOUNTANTS
FIRM NO. 001687N

CA NIKUL JALAN
PARTNER
MEMBERSHIP NO. 0112353

ANNEXURE 1 TO THE INDEPENDENT AUDITORS' REPORT



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Annexure 1 to the Independent Auditors' Report

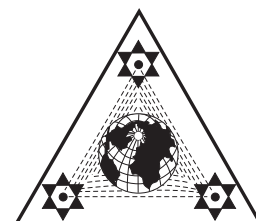
(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) In respect of its fixed assets:
 - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The fixed assets are physically verified by the management according to a phased program designed to cover all the items over a period, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, a portion of the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such physical verification. However, no written report is available.
 - (c) The title deeds of immovable properties recorded in the books of account of the Company are held in the name of the Company.
- (ii) The inventory has not been physically verified by management at the year end. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.
- (iii) (a) As per the information and explanation given to us, the company has granted unsecured loan to 1 party which is a wholly owned subsidiary of the company, covered in the register maintained under section 189 of the Act. According to the information and explanation given to us and the records produced to us, the terms and conditions of the grant of such loan are not prejudicial to the interest of the company.
- (b) The schedule of repayment of principal and payment of interest has been stipulated. during the year no interest or principal amount is received from wholly owned subsidiary.
- (c) There is no amounts of loan granted to such party covered in the register maintained under section 189 of the act which are overdue for more than ninety days.
- (iv) As per the information and explanation given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 186 of the Act.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
- (vi) As per the information and explanations given to us, in respect of the class of industry in which the Company falls, the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, the provisions of clause (vi) of paragraph 3 of the Order are not applicable to the Company.
- (vii) In respect of statutory dues:
 - (a) The company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, Goods and Service Tax, cess and any other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of above dues were in arrears, as at 31 March, 2021 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no dues of income tax or goods and service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute.

ANNEXURE 1 TO THE INDEPENDENT AUDITORS' REPORT



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

- (viii) According to the information and explanation given to us, the company has not defaulted in repayment of dues to bank / financial institutions. The Company has not taken loan from government or has no dues to debenture holders.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instrument) or term loans hence reporting under clause (ix) of the CARO 2016 order is not applicable to Company
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (xi) As per the information and explanations given to us, managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) As per the information and explanation given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company
- (xv) The Company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- (xvi) As per the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 .

Place: Mumbai
Dated : June 24, 2021
UDIN : 21112353AAAADT6637

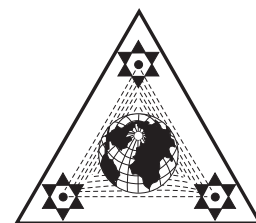
FOR GUPTA RAJ & CO.
CHARTERED ACCOUNTANTS
FIRM NO. 001687N

CA NIKUL JALAN
PARTNER
MEMBERSHIP NO. 0112353

ANNEXURE 2 TO THE INDEPENDENT AUDITORS' REPORT



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Polo Queen Industrial & Fintech Limited ("the Company") as of 31st March, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing

specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit

ANNEXURE 2 TO THE INDEPENDENT AUDITORS' REPORT



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over

financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI. Our opinion is not modified in respect of this matter.

Place: Mumbai
Dated : June 24, 2021
UDIN : 20112353AAAABJ6540

FOR GUPTA RAJ & CO.
CHARTERED ACCOUNTANTS
FIRM NO. 001687N

CA NIKUL JALAN
PARTNER
MEMBERSHIP NO. 0112353



BALANCE SHEET

As at March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

(Amount in Thousands)

Particulars	Note No.	As At March 31, 2021	As At March 31, 2020
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	2	17,93,107.60	17,93,564.98
(b) Capital work-in-progress	3	1,21,877.51	1,21,150.80
(c) Intangible assets	4	662.95	746.08
(d) Financial Assets			
(i) Investments in subsidiaries	5	23,500.00	23,500.00
(ii) Other Investments		-	-
(iii) Others	6	411.67	445.67
(e) Deferred tax assets (net)	7	642.71	676.26
(f) Other non-current assets	8	5,111.00	1,570.00
(g) Non-Current Tax Assets (Net)	9	2,976.83	3,569.44
Total non current assets		19,48,290.27	19,45,223.23
(2) Current Assets			
(a) Inventories	10	18,745.07	18,672.85
(b) Financial Assets			
(i) Trade receivables	11	73,536.51	69,785.05
(ii) Cash and cash equivalents	12	190.79	661.87
(iii) Bank balances other than (ii) above	13	646.36	2,660.30
(iv) Loans	14	214.39	225.00
(c) Other current assets	15	4,936.27	1,828.85
(d) Current Tax Assets (Net)	16	99.01	207.26
Total current assets		98,368.41	94,041.19
TOTAL ASSETS		20,46,658.68	20,39,264.42
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	17	6,71,500.00	6,71,500.00
(b) Other equity	18	11,44,464.01	11,42,234.15
Total equity		18,15,964.01	18,13,734.15
(2) Non current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	96,790.00	1,07,195.00
(b) Provisions	20	454.53	464.20
(c) Other non-current liabilities	21	54.83	54.83
Total non current liabilities		97,299.36	1,07,714.03
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	57,195.38	42,497.40
(ii) Trade payables	23		
Dues of micro enterprise and small enterprise		5,787.13	4,990.64
Dues of creditor other than micro enterprise and small enterprise		68,493.72	69,054.32
(iii) Other financial Liabilities	24	1,320.03	1,174.51
(b) Other current liabilities	25	182.59	99.37
(c) Current Tax Liabilities	26	416.47	-
Total Current liabilities		1,33,395.31	1,17,816.24
TOTAL EQUITY AND LIABILITIES		20,46,658.68	20,39,264.42
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements

As per our report of Even Date

For GUPTA RAJ & CO.

Chartered Accountants

Firm Reg No : 001687N

CA NIKUL JALAN

PARTNER

Mem. No. 0112353

Place : Mumbai

Date : June 24, 2021

For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NANDLAL SANGHAI
DIRECTOR
(DIN - 00181592)

PRABHAS SANGHAI
DIRECTOR
(DIN - 00302947)

RAHUL KUMAR SANGHAI
DIRECTOR
(DIN - 00181745)

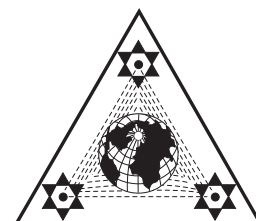
UDIT P. SANGHAI
WHOLE TIME DIRECTOR & CFO
(DIN - 06725206)

VANDANA YADAV
COMPANY SECRETARY
(MEM NO - A40717)

From the house of



37th ANNUAL REPORT



STATEMENT OF PROFIT AND LOSS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	Note No.	(Amount in Thousands)	
		For the year end March 31, 2021	For the year end March 31, 2020
Revenue			
I. Revenue from Operations (Gross)		-	-
Sales of products	27	3,21,140.90	1,73,360.60
Other Operating revenue		-	-
II. Other income	28	530.55	6,462.37
III. Total Income (I+II)		3,21,671.45	1,79,822.97
IV. Expenses			
Cost of materials consumed	29	(0.00)	104.16
Purchase of stock-in-trade (Traded goods)	30	2,70,725.93	1,28,709.33
Changes in inventories of stock-in-trade	31	(72.22)	4,853.88
Employee Benefits Expenses	32	9,668.31	11,124.67
Finance Cost	33	14,217.97	10,216.11
Depreciation and Amortization Expenses	2	608.14	883.06
Other Expenses	34	23,853.66	26,562.20
Total Expenses (IV)		3,19,001.78	1,82,453.41
V. Profit/(loss) before Tax		2,669.67	(2,630.44)
VI. Tax expense:			
1. Current Tax		416.47	-
2. Deferred Tax	6	33.55	(10.75)
2. Tax adjustment of Earlier year		(10.21)	-
VII. Profit/(Loss) for the period		2,229.86	(2,619.69)
VIII. Other comprehensive income			
IX. Total comprehensive income for the period		2,229.86	(2,619.69)
X. Earnings per equity share			
Basic and diluted earnings per share	35	0.03	(0.04)
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements

As per our report of Even Date

For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

For GUPTA RAJ & CO.

Chartered Accountants

Firm Reg No : 001687N

NANDLAL SANGHAI
DIRECTOR
(DIN - 00181592)

PRABHAS SANGHAI
DIRECTOR
(DIN - 00302947)

RAHUL KUMAR SANGHAI
DIRECTOR
(DIN - 00181745)

CA NIKUL JALAN

PARTNER

Mem. No. 0112353

Place : Mumbai

Date : June 24, 2021

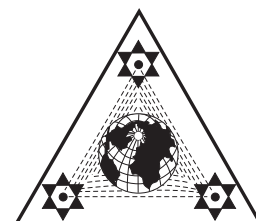
UDIT P. SANGHAI
WHOLE TIME DIRECTOR & CFO
(DIN - 06725206)

VANDANA YADAV
COMPANY SECRETARY
(MEM NO - A40717)

STATEMENT OF CHANGES IN EQUITY (SOCIE)



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

(a) Equity share capital	Note	Amount in Thousands
Balance as at April 1, 2019		6,71,500.00
Changes in equity share capital during 2019-20		-
Balance as at March 31, 2020		6,71,500.00
Changes in equity share capital during the year		-
Balance as at March 31, 2021		6,71,500.00

(b) Other equity

Particulars	Note	Reserves & Surplus (Amount in Thousands)				
		Capital Reserve	General Reserve	Revaluation Reserve	Surplus	Total
Balance at April 1, 2019		8,53,387.42	21,539.84	2,34,286.52	35,640.06	11,44,853.84
Profit for the year		-	-	-	(2,619.69)	(2,619.69)
Other comprehensive income for the year		-	-	-	-	-
Balance at March 31, 2020		8,53,387.42	21,539.84	2,34,286.52	33,020.37	11,42,234.15
Profit for the year		-	-	-	2,229.86	2,229.86
Other comprehensive income for the year		-	-	-	-	-
Balance at March 31, 2021		8,53,387.42	21,539.84	2,34,286.52	35,250.22	11,44,464.01

As per our report of Even Date
For GUPTA RAJ & CO.
Chartered Accountants
Firm Reg No : 001687N

CA NIKUL JALAN
PARTNER
Mem. No. 0112353

Place : Mumbai
Date : June 24, 2021

For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NANDLAL SANGHAI
DIRECTOR
(DIN - 00181592)

PRABHAS SANGHAI
DIRECTOR
(DIN - 00302947)

RAHUL KUMAR SANGHAI
DIRECTOR
(DIN - 00181745)

UDIT P. SANGHAI
WHOLE TIME DIRECTOR & CFO
(DIN - 06725206)

VANDANA YADAV
COMPANY SECRETARY
(MEM NO - A40717)



CASH FLOW STATEMENT

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	(Amount in Thousands)	
	For the year ended March 31, 2021	For the year ended March 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	2,669.67	(2,630.44)
Adjustments to reconcile profit before tax to cash provided by operating activities		
Depreciation and amortisation expense	608.14	883.06
Profit on sale of Fixed Assets		
Provision for expenses	56.96	25.28
Interest received	(231.86)	(346.56)
Proceeds from security deposit	34.00	(64.00)
Sundry balance written off	-	(53.40)
Interest Paid	13,965.99	9,957.98
Other borrowing cost	251.98	258.13
Operating profit before Working Capital Changes	17,354.88	8,030.05
Changes in assets and liabilities		
(Increase) / Decrease in Inventory	(72.22)	4,958.05
(Increase) / Decrease in Trade receivables	(3,751.46)	7,493.12
(Increase) / Decrease in Short term Loans and advances	10.61	(148.74)
(Increase) / Decrease in Other financial assets	2,013.94	(152.36)
(Increase) / Decrease in Other current assets	(3,107.42)	(8.53)
Increase / (Decrease) in Short term Borrowings	14,697.98	(23,907.27)
Increase / (Decrease) in Trade payables	235.89	8,746.62
Increase / (Decrease) in Other financial liabilities	88.56	331.34
Increase / (Decrease) in Other Current liability	83.22	(204.29)
Increase / (Decrease) in Other liabilities	(9.68)	(154.85)
Cash Generated From Operations	27,544.30	4,983.14
Income taxes paid	(711.07)	(61.80)
NET CASH GENERATED BY OPERATING ACTIVITIES	28,255.37	5,044.94
CASH FLOWS FROM INVESTING ACTIVITIES		
Payment towards Capital expenditure	(726.71)	(12,701.19)
Fixed Deposit proceeds	-	-
Purchase of fixed assets	(67.63)	(285.09)
Sale of fixed assets	-	1.38
Loan and Advances	(3,541.00)	3,430.00
Interest received	231.86	346.56
NET CASH FLOW FROM /(USED IN) INVESTING ACTIVITIES	(4,103.48)	(9,208.34)
CASH FLOWS FROM FINANCING ACTIVITIES		
Interest paid	(13,965.99)	(9,957.98)
Borrowing cost	(251.98)	(258.13)
Loan taken	(10,405.00)	14,835.84
NET CASH USED IN FINANCING ACTIVITIES	(24,622.97)	4,619.74
Effect of exchange differences on translation of foreign currency cash and cash equivalents		
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(471.08)	456.34
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	661.87	205.53
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	190.79	661.87

As per our report of Even Date

For GUPTA RAJ & CO.

Chartered Accountants

Firm Reg No : 001687N

CA NIKUL JALAN

PARTNER

Mem. No. 0112353

Place : Mumbai

Date : June 24, 2021

For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NANDLAL SANGHAI
DIRECTOR
(DIN - 00181592)

PRABHAS SANGHAI
DIRECTOR
(DIN - 00302947)

RAHUL KUMAR SANGHAI
DIRECTOR
(DIN - 00181745)

UDIT P. SANGHAI
WHOLE TIME DIRECTOR & CFO
(DIN - 06725206)

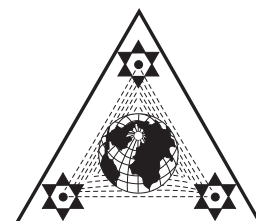
VANDANA YADAV
COMPANY SECRETARY
(MEM NO - A40717)

NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Accompanying notes to the financial statements for the year ended 31st March, 2021

Company Overview: The Company was incorporated under the Companies Act, 1956 on 19th July, 1984 under the name of POLO QUEEN INDUSTRIAL AND FINTECH LIMITED. The Company is domiciled in India and is listed on the BSE Ltd. (BSE) and Metropolitan Stock Exchange of India Ltd (MSEI). The Company's registered office is at 304, A to Z Industrial estate, Ganpat Rao Marg, Lower Parel, Mumbai, MH 400013. The Company along with its divisions viz Doan Rajkamal, Polo Queen Solutions, Polo Queen Minchems and Polo Queen Pharma is a company which has its activities spread over many businesses like production and marketing of FMCG products in the domestic market with supplies to defense sector, development of I.T. Park as well trading in chemicals and minerals.

Note 1: SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of Preparation of financial statements:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

(ii) Basis of Measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated

(iii) Key estimates and assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be

reasonable. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are as follows:

- Determination of the estimated useful lives of tangible assets and the assessment as to which component of the cost may be capitalized - Note 1(V).
- Impairment of Property, Plant and Equipment's - Note 2
- Recognition and measurement of defined benefit obligations - Note 1(xv)
- Recognition of deferred tax assets - Note 1(xvii)
- Fair value of financial instruments - Note 1(iv)
- Provisions and Contingent Liabilities - Note 4 I

(iv) Estimation of uncertainties relating to the global health pandemic from COVID-19 (COVID-19):

The COVID-19 outbreak has developed rapidly in India and across the globe. Measures taken by the Government to contain the virus, like lock-downs and other measures, have affected economic activity and caused disruption to regular business operations. The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of all assets and liabilities including receivables, investments and loans given. While the Management has evaluated and considered the possible impact of COVID-19 pandemic on the financial statements, given the uncertainties around its impact on future economic activity, the impact of the subsequent events is dependent on the circumstances as they evolve.

(v) Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

(vi) Property plant and equipment (PPE).

PPE are initially recognized at cost except the assets of the transferor company acquired in the amalgamation which was recognized at book value by the company. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than

freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is provided on a pro-rata basis on Written Down value method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- Assets costing Rs. 5,000 or less are fully depreciated in the year of purchase.

Estimated useful lives by major class of assets are as follows:

- Plant and Equipment - 5 years
- Motor Vehicles - 8 years
- Computers - 3 years
- Office Equipment - 5 years
- Furniture & Fixtures - 10 years
- Freehold land is not depreciated

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognized in



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

profit or loss. Fully depreciated assets still in use are retained in financial statements.

The company had acquired land and building on lease basis, on which company paid the nominal amount of lease rent and the title asset belongs to the company so as a result Ind AS 116 'Leases' is not applied.

(vii) Intangible Assets-

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortisation and accumulated impairment losses, if any. An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on derecognition are determined by comparing proceeds with carrying amount. The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their estimated useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Computer Software - 5 years

Trademarks - 10 years

(viii) Non - derivative Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

(ix) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage

(x) Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income

(xi) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognized by the Company are measured at the proceeds received net off direct issue cost.

Off setting of financial instruments

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(xii) Investments in subsidiaries

A subsidiary is an entity that is controlled by the Company.

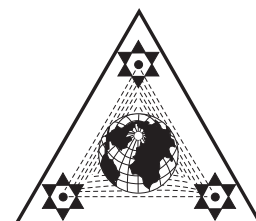
The Company accounts for each category of

NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

investments in subsidiaries at cost in accordance with Ind AS 27- Separate Financial Statements.

(xiii) Impairments of Non-financial assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset

When there is indication that an impairment loss recognized for an asset in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

(xiv) Inventories:

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(xv) Revenue recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflect the consideration which the company expects to receive in exchange for those products or services

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discount, price concessions and incentives, if any as specified in the contract with the customer.

Revenue also excludes taxes collected from customers

Revenue from subsidiaries is recognized based on transaction price which is at arm's length.

Dividend income is recognized when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of dividend can be measured reliably.

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably

(xvi) Employee benefits

Short-Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

Defined benefit plans

The Company also provides for retirement benefits in the form of gratuity, compensated absences and medical benefits including to the employees of subsidiary and group companies.

Post Employment Benefits

Payments made to a defined contribution plan such as Provident Fund and Family Pension maintained with Regional Provident Fund Office are charged as an expense in the Statement of Profit and Loss as they fall due.

Terminal Benefits

All terminal benefits are recognized as an expense in the period in which they are incurred.

(xvii) Borrowing costs

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing.



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Borrowing costs that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is put to use. Other borrowing costs are recognized as an expense in the period in which they are incurred

(xviii) Taxes on Income

Income tax expense comprises current and deferred tax and is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date

Deferred Tax

Deferred income tax is recognized using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognized only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been

enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority

(xix) Accounting for provisions, contingent liabilities and contingent assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable

(xx) Earnings per share

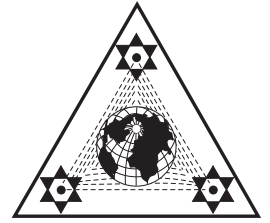
Basic Earnings per share is calculated by dividing the net profit / (loss) for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. The Company did not have any potentially dilutive securities in any of the year presented.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Notes to financial statements for the year ended March 31, 2021

Note 2 : Property, plant and equipment

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2021:

DESCRIPTION	(Amount in Thousands)					
	Plant and Equipment	Motor Vehicle	Office Equipment	Furniture & Fixtures	Computers	Mahad MIDC Leasehold Land
Cost as at April 1, 2020	2,117.89	5,741.97	770.27	3,929.05	244.95	2,69,101.12
Additions	-	-	-	-	36.12	0.01
Deletions	-	-	-	-	-	-
Cost as at March 31, 2021 (A)	2,117.89	5,741.97	770.27	3,929.05	281.07	2,69,101.13
Accumulated depreciation as at April 1, 2020	1,821.13	4,829.21	629.62	3,494.36	232.66	-
Depreciation for the current period	43.60	273.16	84.42	71.57	20.75	-
Deletions	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2021 (B)	1,864.72	5,102.37	714.04	3,565.93	253.41	-
Net carrying amount as at March 31, 2021 (A) - (B)	253.17	639.60	56.23	363.12	27.67	2,69,101.13
						15,22,666.70
						18,04,571.94
						36.13
						-
						11,006.97
						493.51
						-
						11,500.47
						17,93,107.60

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2020:

DESCRIPTION	(Amount in Thousands)					
	Plant and Equipment	Motor Vehicle	Office Equipment	Furniture & Fixtures	Computers	Mahad MIDC Leasehold Land
Cost as at April 1, 2019	2,078.29	5,741.97	770.27	3,929.05	244.95	2,68,857.01
Additions	40.98	-	-	-	-	244.11
Deletions	1.38	-	-	-	-	-
Transferred as per scheme of Arrangement	-	-	-	-	-	-
Cost as at March 31, 2020 (A)	2,117.89	5,741.97	770.27	3,929.05	244.95	2,69,101.12
Accumulated depreciation as at April 1, 2019	1,692.05	4,432.00	520.34	3,390.84	230.77	-
Depreciation for the year	129.08	397.21	109.28	103.52	1.88	-
Deletions	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2020 (B)	1,821.13	4,829.21	629.62	3,494.36	232.66	-
Net carrying amount as at March 31, 2020 (A) - (B)	296.76	912.76	140.65	434.69	12.30	2,69,101.12
						15,22,666.70
						18,04,288.24
						285.09
						1.38
						-
						10,266.00
						740.97
						-
						11,006.97
						17,93,564.98

Note: (A) The management has reviewed the carrying values of the Property Plant and Equipment at the year end and it is concluded that nothing has been related to Impairment of Assets.

(B) Mahad MIDC & IT Park Land & Building is on lease basis with the lease rental of Rs. 1.00 and since the amount is insignificant Ind AS 116 is not applied.

(C) The IT Park-Land & Building acquired in amalgamation was recorded at book value and there is no diminution in the value of said assets till the even date.

Note 3 : Capital Work in progress

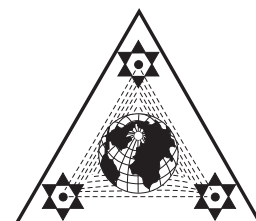
DESCRIPTION	(Amount in Thousands)		
	Mahad Land & Building	IT Park Land & Building	TOTAL
Cost as at April 1, 2019	96,373.64	12,075.97	1,08,449.61
Additions	11,175.77	1,525.42	12,701.19
Deletions	-	-	-
Cost as at March 31, 2020	1,07,549.41	13,601.40	1,21,150.80
Additions	726.71	-	726.71
Deletions	-	-	-
Cost as at March 31, 2021	1,08,276.12	13,601.40	1,21,877.51

NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Note 4 : Intangibles Assets

Following are the changes in the carrying value of intangible assets for the year ended March 31, 2021:

DESCRIPTION	(Amount in Thousands)		
	Trade Mark	Computer Software	TOTAL
Cost as at April 1, 2020	1,068.50	564.20	1,632.70
Additions	31.50	-	31.50
Deletions	-	-	-
Cost as at March 31, 2021 (A)	1,100.00	564.20	1,664.20
Accumulated amortisation as at April 1, 2020	664.49	222.14	886.62
Amortisation for the year	80.43	34.21	114.64
Deletions	-	-	-
Accumulated amortisation and impairment as at March 31, 2021 (B)	744.91	256.34	1,001.26
Net carrying amount as at March 31, 2021 (A) - (B)	355.09	307.86	662.95

Following are the changes in the carrying value of intangible assets for the year ended March 31, 2020:

DESCRIPTION	(Amount in Thousands)		
	Trade Mark	Computer Software	TOTAL
Cost as at April 1, 2019	1,068.50	564.20	1,632.70
Additions	-	-	-
Deletions	-	-	-
Cost as at March 31, 2020(A)	1,068.50	564.20	1,632.70
Accumulated amortisation as at April 1, 2019	560.40	184.13	744.53
Amortisation for the year	104.08	38.01	142.09
Deletions	-	-	-
Accumulated depreciation and impairment as at March 31, 2020 (B)	664.49	222.14	886.62
Net carrying amount as at March 31, 2020 (A)- (B)	404.02	342.07	746.08

Note 5 : Investments in subsidiaries

PARTICULARS	Face Value	As at March 31, 2021		As at March 31, 2020	
		Number	Value (Amount in thousands)	Number	Value (Amount in thousands)
(1) Investment in Equity Instruments (Fully paid up)					
(A) Unquoted Investment					
(i) In Subsidiaries					
Polo Queen Capital Limited	10	2,250,000	22500.00	2,250,000	22500.00
Polo Queen Pharma Trade Industry Limited	10	50,000	500.00	50,000	500.00
Polo Queen Solutions Limited	10	50,000	500.00	50,000	500.00
		2,350,000	23,500.00	2,350,000	23,500.00



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Note 6

Other non-current Financial Assets

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Security Deposits*	411.67	445.67
	411.67	445.67

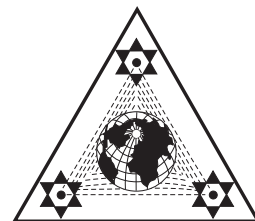
*These are security deposits given to various authorities for uncertain period

Note 7

Deferred Tax Assets

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
(a) WDV As Per Companies Act (excluding land)	2,002.72	2,543.24
(b) WDV As Per Income Tax Act	4,020.16	4,684.52
Difference	2,017.44	2,141.27
Deferred Tax Assets on above	524.53	556.73
Deferred Tax Asset on Merger (Sec 35DD) expenses	-	-
Deferred Tax Asset on Employee benefit expenses	118.18	119.53
Total Deferred Tax Asset (Closing)	642.71	676.26
Less: Opening Deferred Tax Liability	-	-
Less: Opening Deferred Tax Assets	676.26	665.51
Deferred tax assets recognised in P & L	33.55	(10.75)

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Note 8 Other non-current assets Advances to Related Party	5,111.00	1,570.00
	5,111.00	1,570.00
Note 9 Non-Current Tax Assets (Net) Indirect taxes	1,854.59	3,017.85
Direct taxes	1,122.24	551.59
	2,976.83	3,569.44
Note 10 Inventories Raw Material	534.82	534.82
Stock in Trade	18,210.25	18,138.03
	18,745.07	18,672.85



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Note 11		
Trade and other receivables		
Trade Receivables		
Unsecured, considered good	73,536.51	69,785.05
	73,536.51	69,785.05
	-	-
Less: Provision for doubtful debts	73,536.51	69,785.05
Note 12		
Cash and cash equivalents		
Cash on hand	4.15	24.28
Balance with banks	-	-
- Current accounts	186.65	637.58
	190.79	661.87
Note 13		
Other bank balances		
Fixed deposits due to mature within 12 months of reporting date (Including accrued interest)	646.36	2,660.30
	646.36	2,660.30
Note 14		
Current financial assets - Loans		
Loans receivables considered good, Unsecured		
Loans & advances to employees	214.39	225.00
	214.39	225.00
Note 15		
Other current assets		
Advance to Suppliers		
Unsecured, considered good	4,314.20	1,090.82
Prepaid Expenses	622.08	738.03
Sundry Advance	-	-
	4,936.27	1,828.85
Note : 16		
Current Tax Assets (Net)		
Income taxes	99.01	207.26
	99.01	207.26

Note 17 : Share Capital

a. Details of authorised, issued and subscribed share capital

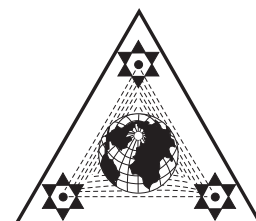
Particulars	(Amount in Thousands)	
	March 31, 2021	March 31, 2020
Authorised Capital		
90,000,000 Equity shares of Rs 10 each	9,00,000.00	9,00,000.00
Issued, Subscribed and fully Paid up		
67,150,000 Equity shares of Rs 10 each	6,71,500.00	6,71,500.00
	6,71,500.00	6,71,500.00

NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

b. Reconciliation of number of shares at the beginning and at the end of the year

Particulars	March 31, 2021		March 31, 2020	
	No. of Shares	Value (Amount in thousands)	No. of Shares	Value (Amount in thousands)
Shares outstanding at the beginning of the year	6,71,50,000	6,71,500.00	6,71,50,000	6,71,500.00
Add: Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	6,71,50,000	6,71,500.00	6,71,50,000	6,71,500.00

c. Shareholders holding information

Shareholders holding more than 5% of shares in the company	March 31, 2021		March 31, 2020	
	No. of Shares	Percentage	No. of Shares	Percentage
Aneetha Sanghai	12577027	18.73%	-	-
Manjuladevi Sanghai	4180575	6.23%	4180575	6.23%
Divesh P Sanghai	-	-	4930700	7.34%
Pan Emami Cosmed Limited	4100000	6.11%	4100000	6.11%
Rahul Kumar Sanghai	3632025	5.41%	3632025	5.41%
Vasudha Rahul Sanghai	5295500	7.89%	5295500	7.89%
Prabha Devi Sanghai	3382725	5.04%	3382725	5.04%
Viraj Prabhas Sanghai	-	-	4915150	7.32%
Pritam Kumar Sanghai	4187800	6.24%	4187800	6.24%
Udit P Sanghai	4190250	6.24%	4190250	6.24%

d. The company has only one class of shares referred to as equity shares having a par value of Rs 10/- each. Each holder of equity shares is entitled to one vote per share.

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Note 18		
Other Equity		
Capital Reserve	8,53,387.42	8,53,387.42
Revaluation reserve	2,34,286.52	2,34,286.52
General Reserve	21,539.84	21,539.84
Retained Earnings	35,250.22	33,020.37
	11,44,464.01	11,42,234.15
Note 19		
Non Current financial Liabilities - Borrowings		
Unsecured		
a) From related party	96,790.00	1,07,195.00
b) Other loans and advances		
i) From bank	-	-
ii) From Others	-	-
	96,790.00	1,07,195.00



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Note 20 Non Current financial Liabilities - Provisions Provision for employee benefits	454.53	464.20
	454.53	464.20
Note 21 Other non-current financial liabilities Retention money	54.83	54.83
	54.83	54.83
Note 22 Current Financial Liabilities - Borrowings Secured i) From Banks ii) From others	57,195.38 -	42,497.40 -
	57,195.38	42,497.40
(i) Secured Loan From bank is raised against security of the assets which are as follows. (a) Term Loan - Secured against 1st Charge on the Property Secured at MIDC Mahad , Personal guarantee of the directors and Corporate guarantee of the company. (b) Cash Credit - Secured against Hypothecation of Stock & Debtors upto 90days. (c) Overdraft Against Govt supply bills: Hypothecations of receivables including supply bills receivables. (d) Letter of Credit: Documets under Letter of Credit and Goods under L/C. (e) Collateral Security: 1st charge on Block Assets of the company immovable and movable present. (f) Negative Lien on the Property situated at MIDC Dombivli		
Note 23 Trade Payable (a) Outstanding dues of Micro and Small Enterprise (b) Others	5,787.13 68,493.72	4,990.64 69,054.32
	74,280.85	74,044.96
Note 24 Current - Other financial liabilities Creditors for fixed assets Accrued expenses Other deposit	1,320.03 -	1,174.51 -
	1,320.03	1,174.51
Note 25 Other current liabilities Statutory dues payable Advance from customers Sundry advances	- - 182.59	- - 99.37
	182.59	99.37

From the house of



37th ANNUAL REPORT



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Note 26		
Current Tax Liabilities		
Provision for Tax	416.47	-
	416.47	-
Note 27		
Revenue from Operations		
Sales of products	3,25,858.98	1,77,196.03
Less : Trade discount, Returns, Rebate etc.	4,718.08	3,835.43
	3,21,140.90	1,73,360.60
Note 28		
Other Income		
Interest income on :		
- Deposits with banks	113.18	169.29
'Inter corporate loan	105.06	177.27
Interest on Income Tax Refund	13.62	-
MEIS Duty Credit	-	179.34
Claim Received	230.21	57.68
Sundry credit balances Written off	31.46	53.40
Rent received	-	60.00
Frieght Charges on Sales received	5.00	-
Freight Charges on Export Sales	-	10.57
Exchange Rate Difference on Commission	32.02	-
Commission Received	-	5,754.83
	530.55	6,462.37
Note 29		
Cost of materials consumed		
Opening stock	534.82	638.99
Add: Purchases-	-	-
	534.82	638.99
Less: Closing stock	534.82	534.82
	(0.00)	104.16
Note 30		
Purchase of stock-in-trade (Traded goods)		
Less : Trade discount, Returns, Rebate etc.	2,72,959.42	1,28,738.23
	2,233.49	28.89
	2,70,725.93	1,28,709.33
Note 31		
Changes in inventories of stock-in-trade		
Particulars : Opening Inventory		
Stock in Trade	18,138.03	22,991.91
	18,138.03	22,991.91
Closing Inventory		
Stock in Trade	18,210.25	18,138.03
	18,210.25	18,138.03
Changes in inventory	(72.22)	4,853.88



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	(Amount in Thousands)	
	For the year ended March 31, 2021	For the year ended March 31, 2020
Note 32		
Employee benefit expense		
Salaries, wages and bonus	9,348.67	10,578.32
Contributions to -		
"Provident fund"	88.23	144.91
Other funds	27.92	70.32
Staff welfare expenses	146.54	305.83
Provision for gratuity	56.96	25.28
	9,668.31	11,124.67
Note 33		
Finance cost		
Interest expenses	13,965.99	9,957.98
Other Borrowing cost	251.98	258.13
	14,217.97	10,216.11
Note 34		
Other Expenses		
Freight, Forward and transportation charges (net)	9,962.94	8,540.06
Godown Expenses	-	120.00
Electricity	539.11	526.53
Repairs and Maintenance :	1,364.89	1,958.34
Insurance	433.54	321.35
Rates and taxes (net of reversals)	1,739.82	2,262.08
Stock Exchange Listing fees	410.00	410.00
Travelling and conveyance	1,068.56	1,878.73
Legal and professional	1,400.43	2,485.83
Communication	223.77	315.82
Payment to auditor	115.00	125.00
Printing and stationary	139.98	202.82
Sales promotion	201.15	277.35
Advertisement	142.59	603.10
Commission	3,109.43	2,806.01
Postage and courier	62.89	54.49
Internet Expenses	145.00	145.00
Bank charges	125.75	199.39
Director Sitting Fees	245.00	345.00
Custom Duty	39.15	395.72
Books, Periodicals & Membership	616.55	531.23
Motor Vehicle Expenses	615.39	453.70
Designing & Development	-	55.55
Miscellaneous expenses	1,152.71	1,549.11
	23,853.66	26,562.20



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Note 35 : Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting profit impact of dilutive potential equity shares, if any) by the aggregate of weighted average number of Equity shares outstanding during the year and the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
i. Profit attributable to equity holders (Amount in Thousands)		
Profit attributable to equity holders of the parent for basic and diluted EPS	2,229.86	(2,619.69)
	2,229.86	(2,619.69)
ii. Weighted average number of ordinary shares		
Issued ordinary shares	6,71,50,000	6,71,50,000
Add/(Less): Effect of shares issued/ (bought back)		-
Weighted average number of shares at March 31 for basic and diluted EPS	6,71,50,000	6,71,50,000
iii. Basic and diluted earnings per share (Rs)	0.03	(0.04)

Note 36 : Financial instruments – Fair values and risk management

(a) Financial Risk Management

The Company's business activities are exposed to financial risks, namely Credit risk, Liquidity risk. The Company's Senior Management has the overall responsibility for establishing and governing the Company's risk management framework.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes, if require an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

ii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents

(b) Financial assets and liabilities

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels as on 31st March 2021 are presented below.



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

(Amount in Thousands)

March 31, 2021	Note No.	Carrying Amount				Fair Value			
		FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Non-Current Financial assets									
Investments in subsidiaries		-	-	23,500.00	23,500.00	-	-	-	-
Other non-current financial assets		-	-	411.67	411.67	-	-	-	-
Current Financial assets					-				-
Trade receivables		-	-	73,536.51	73,536.51	-	-	-	-
Cash and cash equivalents		-	-	190.79	190.79	-	-	-	-
Other bank balances		-	-	646.36	646.36	-	-	-	-
Loans		-	-	214.39	214.39	-	-	-	-
		-	-	98,499.72	98,499.72	-	-	-	-
Non-Current Financial liabilities									
Borrowings		-	-	96,790.00	96,790.00	-	-	-	-
Current Financial liabilities					-				-
Borrowings		-	-	57,195.38	57,195.38	-	-	-	-
Trade payables		-	-	74,280.85	74,280.85	-	-	-	-
Other current financial liabilities		-	-	1,320.03	1,320.03	-	-	-	-
		-	-	2,29,586.26	2,29,586.26	-	-	-	-

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels as on 31st March 2020 are presented below.

(Amount in Thousands)

March 31, 2020	Note No.	Carrying Amount				Fair Value			
		FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Non-Current Financial assets									
Investments in subsidiaries		-	-	23,500.00	23,500.00	-	-	-	-
Other non-current financial assets		-	-	445.67	445.67	-	-	-	-
Current Financial assets									
Trade receivables		-	-	69,785.05	69,785.05	-	-	-	-
Cash and cash equivalents		-	-	661.87	661.87	-	-	-	-
Other bank balances		-	-	2,660.30	2,660.30	-	-	-	-
Loans		-	-	225.00	225.00	-	-	-	-
		-	-	97,277.89	97,277.89	-	-	-	-
Non-Current Financial liabilities									
Borrowings		-	-	1,07,195.00	1,07,195.00	-	-	-	-
Current Financial liabilities									
Other non-current financial liabilities		-	-	42,497.40	42,497.40	-	-	-	-
Trade payables		-	-	74,044.96	74,044.96	-	-	-	-
Other current financial liabilities		-	-	1,174.51	1,174.51	-	-	-	-
		-	-	2,24,911.87	2,24,911.87	-	-	-	-



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Note 37 : Capital Management

For the purpose of the Company's capital management, capital includes issued capital and other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using Adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Non- Current borrowing	96,790.00	1,07,195.00
Current borrowings	57,195.38	42,497.40
Current maturity of long term debt	-	-
Gross debt	1,53,985.38	1,49,692.40
Less : Cash and cash equivalents	190.79	661.87
Less : Other bank balances	646.36	2,660.30
Adjusted net debt	1,53,148.22	1,46,370.23
Total Equity	18,15,964.01	18,13,734.15
Adjusted Net debt to Equity ratio	0.08	0.08

Note 38. Related party Information

A. Names of the Related parties

Companies where directors exercising significant influence:

Someshwara Industries & Exports Limited

Arjay Apparel Industries Limited

Subsidiary

Polo Queen Capital Ltd.

Polo Queen Solutions Ltd.

Polo Queen Pharma Trade Industry Limited

Key management personnel and their relatives

Name of Person	Type of Relation
Usha Sanghai	Relative of director
Nandlal Sanghai	Director
Rahul Sanghai	Director
Prabhas Sanghai	Director
Manjula Sanghai	Relative of director
Umesh Agarwal	Director
Aneeta Sanghai	Relative of director
Udit Sanghai	Director
Vasudha Sanghai	Relative of director

From the house of



37th ANNUAL REPORT



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

B. The following transactions were carried out with the related parties in the ordinary course of business.

(Amount in Thousands)

Nature of Transaction	Companies exercising significant influence		Subsidiaries		Key management personnel		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
Rent Paid	-	180.00	-	-	-	-	-	180.00
Rent Received	-	60.00	-	-	-	-	-	60.00
Interest Paid	-	-	-	-	6,974.33	7,405.31	6,974.33	7,405.31
Interest Received	-	-	105.06	176.80	-	-	105.06	176.80
Loan Given	-	-	5,017.82	8,832.06	-	-	5,017.82	8,832.06
Loan Taken	-	-	-	-	47,379.71	1,18,844.75	47,379.71	1,18,844.75
Receipt of loan given	-	-	1,581.88	7,438.86	-	-	1,581.88	7,438.86
Repayment of loan taken	-	-	-	-	64,759.04	1,11,414.22	64,759.04	1,11,414.22
Remuneration to related party	-	-	-	-	3,300.00	3,300.00	3,300.00	3,300.00

Note : 39 Micro and small enterprise

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Amount due to vendor	5,787.14	4990.64
Interest due and payable for the year	-	-
Interest accrue and remaining unpaid	-	-
Total	5,787.14	4,990.64

Note 40 : The Company has presented segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in this standalone financial statements

Note 41 : There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date

Note 42 : Figures for the previous years have been regrouped / restated wherever necessary to conform to current year's presentation

As per our report of Even Date

For GUPTA RAJ & CO.

Chartered Accountants

Firm Reg No : 001687N

CA NIKUL JALAN

PARTNER

Mem. No. 0112353

Place : Mumbai

Date : June 24, 2021

For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NANDLAL SANGHAI
DIRECTOR
(DIN - 00181592)

PRABHAS SANGHAI
DIRECTOR
(DIN - 00302947)

RAHUL KUMAR SANGHAI
DIRECTOR
(DIN - 00181745)

UDIT P. SANGHAI
WHOLE TIME DIRECTOR & CFO
(DIN - 06725206)

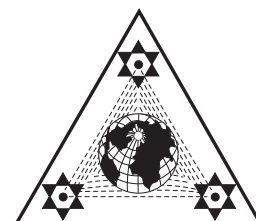
VANDANA YADAV
COMPANY SECRETARY
(MEM NO - A40717)

NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Information on Subsidiary Companies

FORM AOC -1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

(Amount in Thousands)

SN	Name of the Subsidiary	Polo Queen Solutions Limited	Polo Queen Pharma Trade Industry Limited	Polo Queen Capital Limited
1	Reporting Period for the Subsidiary concerned, if different from the holding Company's reporting period	March 31, 2021	March 31, 2021	March 31, 2021
2	The date since when the subsidiary was acquired	March 3, 2016	March 3, 2016	March 15, 2016
3	Reporting currency	INR	INR	INR
4	Share capital	500.00	500.00	22500.00
5	Reserves and surplus	(67.90)	(67.27)	9544.89
6	Total Assets	460.36	460.99	37243.74
7	Total Liabilities (excluding Share Capital and Reserves & Surplus)	28.26	28.26	5198.84
8	Investments	-	-	31673.95
9	Turnover	61.44	61.44	1877.73
10	Profit before taxation	12.97	12.56	1107.71
11	Provision for taxation	2.02	1.96	(10.26)
12	Profit after taxation	10.95	10.60	1097.45
13	Proposed Dividend	-	-	-
14	Extent of shareholding (in percentage)	100%	100%	100%

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures - Not Applicable

As per our report of Even Date
For GUPTA RAJ & CO.
Chartered Accountants
Firm Reg No : 001687N

CA NIKUL JALAN
PARTNER
Mem. No. 0112353

Place : Mumbai
Date : June 24, 2021

For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NANDLAL SANGHAI
DIRECTOR
(DIN - 00181592)

PRABHAS SANGHAI
DIRECTOR
(DIN - 00302947)

RAHUL KUMAR SANGHAI
DIRECTOR
(DIN - 00181745)

UDIT P. SANGHAI
WHOLE TIME DIRECTOR & CFO
(DIN - 06725206)

VANDANA YADAV
COMPANY SECRETARY
(MEM NO - A40717)



37th ANNUAL REPORT



CONSOLIDATED AUDITOR'S REPORT

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

To The Members Of

Polo Queen Industrial And Fintech Limited

Report on the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of POLO QUEEN INDUSTRIAL AND FINTECH LIMITED ("the Holding Company"), and its subsidiaries listed in Annexure I which comprise the consolidated balance sheet as at 31 March 2021, and the consolidated statement of Profit and Loss (including other comprehensive income), consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and consolidated profit, total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit

of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

We have determined that there are no key audit matters to communicate in our report.

Other Information

The Holding Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's annual report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the consolidated Ind AS financial statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to



CONSOLIDATED AUDITOR'S REPORT

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

the preparation and presentation of the consolidated Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs. We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company

has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control



CONSOLIDATED AUDITOR'S REPORT

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We also did audit the financial statements of three subsidiaries, whose financial statements reflect total assets of Rs. 381.65 Lakhs and net assets of Rs. 329.09 Lakhs as at 31st March 2021, and total revenues of Rs. 20.00 Lakhs for the year ended on that date, as considered in the consolidated financial results. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:

Place: Mumbai
Dated : June 24, 2021
UDIN : 21112353AAAADU1229

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement and the Consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid consolidated Financial Statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rules issued thereunder.
- e) On the basis of the written representations received from the directors as on 31 March, 2021, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2021, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure A".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

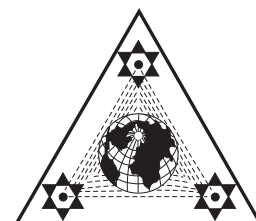
FOR GUPTA RAJ & CO.
CHARTERED ACCOUNTANTS
FIRM No. 001687N

CA NIKUL JALAN
PARTNER
MEMBERSHIP NO. 0112353

ANNEXURE TO THE CONSOLIDATED AUDITORS' REPORT



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Annexure 1

List of subsidiaries included in the consolidated financial result

S.No.	Particulars
1	Polo Queen Capital Ltd
2	Polo Queen Solutions Ltd
3	Polo Queen Pharma Trade Industry Limited

"Annexure A" to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of POLO QUEEN INDUSTRIAL AND FINTECH LIMITED ("the Company") as of 31 March, 2021 in conjunction with our audit of the Consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records,

and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

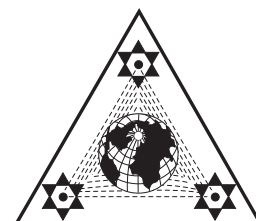
Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable

ANNEXURE TO THE CONSOLIDATED AUDITORS' REPORT



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the

possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI. Our opinion is not modified in respect of this matter.

Place: Mumbai
Dated : June 24, 2021
UDIN : 21112353AAAADU1229

FOR GUPTA RAJ & CO.
CHARTERED ACCOUNTANTS
FIRM No. 001687N

CA NIKUL JALAN
PARTNER
MEMBERSHIP NO. 0112353

CONSOLIDATED BALANCE SHEET

As at March 31, 2021



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

(Amount in Thousands)

Particulars	Note No.	As At March 31, 2021 INR	As At March 31, 2020 INR
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	2	17,93,107.60	17,93,564.98
(b) Capital work-in-progress	3	1,21,877.51	1,21,150.80
(c) Intangible assets	4	662.95	746.08
(d) Financial Assets			
(i) Other Investments	5	31,673.95	18,466.53
(ii) Others	6	411.67	445.67
(e) Deferred tax assets (net)	7	642.71	676.26
(f) Other non-current assets	8	-	3,100.00
(g) Non-Current Tax Assets (Net)	9	3,035.74	3,569.44
Total non current assets		19,51,412.13	19,41,719.76
(2) Current Assets			
(a) Inventories	10	18,745.07	18,672.85
(b) Financial Assets			
(i) Trade receivables	11	73,536.51	69,785.05
(ii) Cash and cash equivalents	12	1,210.10	1,577.91
(iii) Bank balances other than (ii) above	13	646.36	2,660.30
(iv) Loans	14	5,617.33	225.00
(c) Other current assets	15	4,937.52	1,830.78
(d) Current Tax Assets (Net)	16	107.73	460.95
Total current assets		1,04,800.63	95,212.85
TOTAL ASSETS		20,56,212.76	20,36,932.61
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	17	6,71,500.00	6,71,500.00
(b) Other equity	18	11,53,869.75	11,39,817.67
Total equity		18,25,369.75	18,11,317.67
(2) Non current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	96,790.00	1,07,195.00
(b) Provisions	20	454.53	464.20
(c) Other non-current liabilities	21	54.83	54.83
Total non current liabilities		97,299.36	1,07,714.03
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	57,195.38	42,497.40
(ii) Trade payables	23		
Dues of micro enterprise and small enterprise		5,787.13	4,990.64
Dues of creditor other than micro enterprise and small enterprise		68,627.82	69,138.98
(iii) Other financial Liabilities	24	1,320.03	1,174.51
(b) Other current liabilities	25	182.59	99.37
(c) Current Tax Liabilities	26	430.71	-
Total Current liabilities		1,33,543.66	1,17,900.90
TOTAL EQUITY AND LIABILITIES		20,56,212.76	20,36,932.61
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements

As per our report of Even Date

For GUPTA RAJ & CO.

Chartered Accountants

Firm Reg No : 001687N

CA NIKUL JALAN

PARTNER

Mem. No. 0112353

Place : Mumbai

Date : June 24, 2021

NANDLAL SANGHAI
DIRECTOR
(DIN - 00181592)

PRABHAS SANGHAI
DIRECTOR
(DIN - 00302947)

RAHUL KUMAR SANGHAI
DIRECTOR
(DIN - 00181745)

UDIT P. SANGHAI
WHOLE TIME DIRECTOR & CFO
(DIN - 06725206)

VANDANA YADAV
COMPANY SECRETARY
(MEM NO - A40717)

For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For the Year Ended March 31, 2021

From the house of



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	Note No.	(Amount in Thousands)	
		For the year ended March 31, 2021	For the year ended March 31, 2020
Revenue			
I. Revenue from Operations (Gross)		-	-
Sales of products	27	3,21,140.90	1,73,360.60
Other Operating revenue		-	-
II. Other income	28	2,303.22	6,512.07
III. Total Income (I+II)		3,23,444.12	1,79,872.67
IV. Expenses			
Cost of materials consumed	29	(0.00)	104.16
Purchase of stock-in-trade (Traded goods)	30	2,70,725.93	1,28,709.33
Changes in inventories of stock-in-trade	31	(72.22)	4,853.88
Employee Benefits Expenses	32	9,668.31	11,124.67
Finance Cost	33	14,297.89	10,295.68
Depreciation and Amortization Expenses	2	608.14	883.06
Other Expenses	34	24,413.16	27,251.27
Total Expenses (IV)		3,19,641.20	1,83,222.05
V. Profit/(loss) before Tax		3,802.91	(3,349.38)
VI. Tax expense:			
1. Current Tax		430.71	10.27
2. Deferred Tax	6	33.55	18.21
3. Tax adjustment of Earlier year		(10.31)	-
VII. Profit/(Loss) for the period		3,348.96	(3,377.87)
VIII. Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of Investment at Fair market value		10,703.12	(2,262.91)
IX. Total comprehensive income for the period		14,052.08	(5,640.78)
X. Earnings per equity share			
Basic and diluted earnings per share	35	0.05	(0.05)
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements

As per our report of Even Date

For GUPTA RAJ & CO.

Chartered Accountants

Firm Reg No : 001687N

CA NIKUL JALAN

PARTNER

Mem. No. 0112353

Place : Mumbai

Date : June 24, 2021

For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NANDLAL SANGHAI
DIRECTOR
(DIN - 00181592)

PRABHAS SANGHAI
DIRECTOR
(DIN - 00302947)

RAHUL KUMAR SANGHAI
DIRECTOR
(DIN - 00181745)

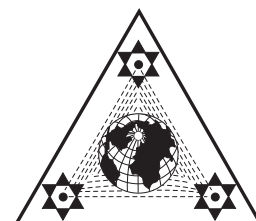
UDIT P. SANGHAI
WHOLE TIME DIRECTOR & CFO
(DIN - 06725206)

VANDANA YADAV
COMPANY SECRETARY
(MEM NO - A40717)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (SOCIE)



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

(a) Equity share capital	Note	(Amount in Thousands)
Balance as at April 1, 2019		6,71,500.00
Changes in equity share capital during 2019-20		-
Balance as at March 31, 2020		6,71,500.00
Changes in equity share capital during the year		-
Balance as at March 31, 2021		6,71,500.00

(b) Other equity

Particulars	Note	Reserves & Surplus (Amount in Thousands)					
		Capital Reserve	General Reserve	Revaluation Reserve	Surplus	Other Comprehensive Income - Fair value of Investment	Total
Balance at April 1, 2019		8,54,590.96	21,539.84	2,34,286.52	35,358.23	(317.11)	11,45,458.45
Profit for the year		-	-	-	(3,377.87)	(2,262.91)	(5,640.78)
Other comprehensive income for the year		-	-	-	-	-	-
Balance at March 31, 2020		8,54,590.96	21,539.84	2,34,286.52	31,980.36	(2,580.02)	11,39,817.67
Profit for the year		-	-	-	3,348.96	-	-
Other comprehensive income for the year		-	-	-	-	10,703.12	10,703.12
Balance at March 31, 2021		8,54,590.96	21,539.84	2,34,286.52	35,329.32	8,123.10	11,53,869.75

As per our report of Even Date
For GUPTA RAJ & CO.
Chartered Accountants
Firm Reg No : 001687N

CA NIKUL JALAN
PARTNER
Mem. No. 0112353

Place : Mumbai
Date : June 24, 2021

For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NANDLAL SANGHAI
DIRECTOR
(DIN - 00181592)

PRABHAS SANGHAI
DIRECTOR
(DIN - 00302947)

RAHUL KUMAR SANGHAI
DIRECTOR
(DIN - 00181745)

UDIT P. SANGHAI
WHOLE TIME DIRECTOR & CFO
(DIN - 06725206)

VANDANA YADAV
COMPANY SECRETARY
(MEM NO - A40717)

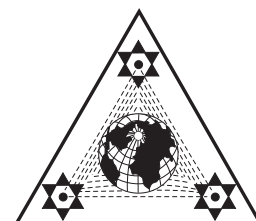
CASH FLOW STATEMENT CONSOLIDATED

For the Year Ended March 31, 2021

From the house of



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	(Amount in Thousands)	
	For the year ended March 31, 2021	For the year ended March 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	3,802.91	(3,349.38)
Adjustments to reconcile profit before tax to cash provided by operating activities		
Depreciation and amortisation expense	608.14	883.06
Profit on sale of Fixed Assets		
Provision for expenses	56.96	25.28
Interest received	(765.60)	(1,223.76)
Proceeds from security deposit	34.00	
Sundry balance written off	-	(60.00)
Interest Paid	14,045.91	10,037.55
Other borrowing cost	251.98	258.13
Dividend received		(190.64)
Short term capital (gain) / loss		(31.62)
Long term capital (gain) / loss		870.43
Operating profit before Working Capital Changes	18,034.30	7,219.04
Changes in assets and liabilities		
(Increase) / Decrease in Inventory	(72.22)	4,958.05
(Increase) / Decrease in Trade receivables	(3,751.46)	7,553.12
(Increase) / Decrease in Short term Loans and advances	(5,392.33)	1,751.26
(Increase) / Decrease in Other financial assets	2,013.94	(152.36)
(Increase) / Decrease in Other current assets	(3,106.74)	2.27
Increase / (Decrease) in Short term Borrowings	14,697.98	(23,907.27)
Increase / (Decrease) in Trade payables	285.33	8,831.28
Increase / (Decrease) in Other financial liabilities	88.56	264.57
Increase / (Decrease) in Other Current liability	83.22	(204.29)
Increase / (Decrease) in Other liabilities	(9.68)	(154.85)
Increase / (Decrease) in Other Assets		(64.00)
Cash Generated From Operations	22,870.90	6,096.83
Income taxes paid	(897.22)	(118.85)
NET CASH GENERATED BY OPERATING ACTIVITIES	23,768.12	5,977.97
CASH FLOWS FROM INVESTING ACTIVITIES		
Payment towards Capital expenditure	(726.71)	(12,701.19)
Purchase / Sale of Investments (net)	(2,504.31)	1,326.54
Dividend received	-	190.64
Short term Capital Loss		31.62
Long term capital gain		(870.43)
Purchase of fixed assets	(67.63)	(285.09)
Sale of fixed assets	-	1.38
Loan and Advances	3,100.00	-
Interest received	765.60	1,223.76
NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES	566.96	(11,082.76)
CASH FLOWS FROM FINANCING ACTIVITIES		
Interest paid	(14,045.91)	(10,037.55)
Borrowing cost	(251.98)	(258.13)
Loan taken	(10,405.00)	14,835.84
NET CASH USED IN FINANCING ACTIVITIES	(24,702.89)	4,540.16
Effect of exchange differences on translation of foreign currency cash and cash equivalents		
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(367.81)	(564.63)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	1,577.91	2,142.54
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	1,210.10	1,577.91

As per our report of Even Date

For GUPTA RAJ & CO.

Chartered Accountants

Firm Reg No : 001687N

CA NIKUL JALAN

PARTNER

Mem. No. 0112353

Place : Mumbai

Date : June 24, 2021

For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NANDLAL SANGHAI
DIRECTOR
(DIN - 00181592)

PRABHAS SANGHAI
DIRECTOR
(DIN - 00302947)

RAHUL KUMAR SANGHAI
DIRECTOR
(DIN - 00181745)

UDIT P. SANGHAI
WHOLE TIME DIRECTOR & CFO
(DIN - 06725206)

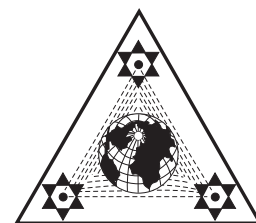
VANDANA YADAV
COMPANY SECRETARY
(MEM NO - A40717)

NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Accompanying notes to the consolidated financial statements for the year ended 31st March, 2021

Company Overview: The Company was incorporated under the Companies Act, 1956 on 19th July, 1984 under the name of POLO QUEEN INDUSTRIAL AND FINTECH LIMITED. The Company is domiciled in India and is listed on the BSE Ltd. (BSE) and Metropolitan Stock Exchange of India Ltd (MSEI). The Company's registered office is at 304, A to Z Industrial estate, Ganpat Rao Marg, Lower Parel, Mumbai, MH 400013. The Company along with its divisions viz Doan Rajkamal, Polo Queen Solutions, Polo Queen Minchems and Polo Queen Pharma is a company which has its activities spread over many businesses like production and marketing of FMCG products in the domestic market with supplies to defense sector, development of I.T. Park as well trading in chemicals and minerals.

Note no. 1: SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of Preparation of financial statements:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

(ii) Basis of consolidation

The company consolidates all entities which are controlled by it.

The company establishes control when it has power over the entity or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's return by using its power over relevant activities of the entity

Entities controlled by the company are consolidated from the date control commences until the date control ceases

All inter-company transactions, balances, income and expenses are eliminated in full on consolidation

(iii) Basis of Measurement

These Consolidated financial statements are prepared under the historical cost convention unless otherwise indicated

(iv) Key estimates and assumptions

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are as follows:

- Determination of the estimated useful lives of tangible assets and the assessment as to which component of the cost may be capitalized- Note 1(V).
- Impairment of Property, Plant and Equipment's- Note 2
- Recognition and measurement of defined benefit obligations- Note 1(xiii)
- Recognition of deferred tax assets- Note 1(xv)
- Fair value of financial instruments- Note 1(v)
- Provisions and Contingent Liabilities- Note 43

(v) Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

(vi) Property plant and equipment (PPE).

PPE are initially recognized at cost except the assets of the transferor company acquired in the amalgamation which was recognized at book value by the company. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than

freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation is provided on a pro-rata basis on Written Down value method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

- Assets costing Rs. 5,000 or less are fully depreciated in the year of purchase.

Estimated useful lives by major class of assets are as follows:

Plant and Equipment - 5 years
 Motor Vehicles - 8 years
 Computers - 3 years
 Office Equipment - 5 years
 Furniture & Fixtures - 10 years
 Freehold land is not depreciated

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant



NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognized in profit or loss. Fully depreciated assets still in use are retained in financial statements.

The company had acquired land and building on lease basis, on which company paid the nominal amount of lease rent and the title asset belongs to the company so as a result Ind AS 116 'Leases' is not applied.

(vii) Intangible Assets-

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortisation and accumulated impairment losses, if any. An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on derecognition are determined by comparing proceeds with carrying amount. The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortised on a straight-line basis over the period of their estimated useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Computer Software - 5 years

Trademarks - 10 years

(viii) Non - derivative Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability

(ix) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having

original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage

Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

The Company has made an irrevocable election to present subsequent changes in the fair value of equity investments not held for trading in Other Comprehensive Income

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognized by the Company are measured at the proceeds received net off direct issue cost.

Offsetting of financial instruments

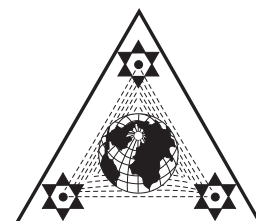
Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

(x) Impairments of Non-financial assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset

When there is indication that an impairment loss recognized for an asset in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

(xi) Inventories:

Inventories are valued at lower of cost (on weighted average basis) and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(xii) Revenue recognition

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflect the consideration which the company expects to receive in exchange for those products or services

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discount, price concessions and incentives, if any as specified in the contract with the customer. Revenue also excludes taxes collected from customers

Dividend income is recognized when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of dividend can be measured reliably.

Interest income from financial assets is recognized when it is probable that economic benefits will flow to the Company and the amount of income can be measured reliably

(xiii) Employee benefits

Short-Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, performance incentives, etc., are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

Defined benefit plans

The Company also provides for retirement benefits in the form of gratuity, compensated absences and medical benefits including to the employees of group companies.

Post Employment Benefits

Payments made to a defined contribution plan such as Provident Fund and Family Pension maintained with Regional Provident Fund Office are charged as an expense in the Statement of Profit and Loss as they fall due.

Terminal Benefits

All terminal benefits are recognized as an expense in the period in which they are incurred.

(xiv) Borrowing costs

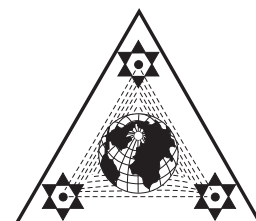
Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs that are directly attributable to the acquisition of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of the cost of that asset till the date it is put to use. Other borrowing costs are

NOTES TO FINANCIAL STATEMENTS

For the Year Ended March 31, 2021



37th ANNUAL REPORT



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

recognized as an expense in the period in which they are incurred

(xv) Taxes on Income

Income tax expense comprises current and deferred tax and is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date

Deferred Tax

Deferred income tax is recognized using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognized only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of a deferred tax asset shall be reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realized or the deferred tax liability is settled.

Deferred tax assets and liabilities are off set when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority

(xvi) Accounting for provisions, contingent liabilities and contingent assets

Provisions are recognized, when there is a present legal or constructive obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. Where the effect is material, the provision is discounted to net present value using an appropriate current market-based pre-tax discount rate and the unwinding of the discount is included in finance costs.

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable

(xvii) Earnings per share

Basic Earnings per share is calculated by dividing the net profit / (loss) for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. The Company did not have any potentially dilutive securities in any of the year presented.



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Notes to financial statements for the year ended March 31, 2021

Note 2 : Property, plant and equipment

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2021:

DESCRIPTION	(Amount in Thousands)					
	Plant and Equipment	Motor Vehicle	Office Equipment	Furniture & Fixtures	Computers	Mahad MIDC Leasehold Land
Cost as at April 1, 2020	2,117.89	5,741.97	770.27	3,929.05	244.95	2,69,101.12
Additions	-	-	-	-	36.12	0.01
Deletions	-	-	-	-	-	-
Cost as at March 31, 2021 (A)	2,117.89	5,741.97	770.27	3,929.05	281.07	2,69,101.13
Accumulated depreciation as at April 1, 2020	1,821.13	4,829.21	629.62	3,494.36	232.66	-
Depreciation for the current period	43.60	273.16	84.42	71.57	20.75	-
Deletions	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2021 (B)	1,864.72	5,102.37	714.04	3,565.93	253.41	-
Net carrying amount as at March 31, 2021 (A) - (B)	253.17	639.60	56.23	363.12	27.67	2,69,101.13
						15,22,666.70
						18,04,571.94
						36.13
						-
						11,006.97
						493.51
						-
						11,500.47
						17,93,107.60

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2020:

DESCRIPTION	(Amount in Thousands)					
	Plant and Equipment	Motor Vehicle	Office Equipment	Furniture & Fixtures	Computers	Mahad MIDC Leasehold Land
Cost as at April 1, 2019	2,078.29	5,741.97	770.27	3,929.05	244.95	2,68,857.01
Additions	40.98	-	-	-	-	244.11
Deletions	1.38	-	-	-	-	-
Transferred as per scheme of Arrangement	-	-	-	-	-	-
Cost as at March 31, 2020 (A)	2,117.89	5,741.97	770.27	3,929.05	244.95	2,69,101.12
Accumulated depreciation as at April 1, 2019	1,692.05	4,432.00	520.34	3,390.84	230.77	-
Depreciation for the year	129.08	397.21	109.28	103.52	1.88	-
Deletions	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2020 (B)	1,821.13	4,829.21	629.62	3,494.36	232.66	-
Net carrying amount as at March 31, 2020 (A) - (B)	296.76	912.76	140.65	434.69	12.30	2,69,101.12
						15,22,666.70
						18,04,288.24
						285.09
						1.38
						-
						10,266.00
						740.97
						-
						11,006.97
						17,93,564.98

Note: (A) The management has reviewed the carrying values of the Property Plant and Equipment at the year end and it is concluded that nothing has been related to Impairment of Assets.

(B) Mahad MIDC & IT Park Land & Building is on lease basis with the lease rental of Rs. 1.00 and since the amount is insignificant Ind AS 116 is not applied.

(C) The IT Park-Land & Building acquired in amalgamation was recorded at book value and there is no diminution in the value of said assets till the even date.

Note 3 : Capital Work in progress

DESCRIPTION	(Amount in Thousands)	
	Mahad Land & Building	IT Park Land & Building
Cost as at April 1, 2019	96,373.64	12,075.97
Additions	11,175.77	1,525.42
Deletions	-	-
Cost as at March 31, 2020	1,07,549.41	13,601.40
Additions	726.71	-
Deletions	-	-
Cost as at March 31, 2021	1,08,276.12	13,601.40
		1,21,877.51



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Note 4

Intangibles Assets

Following are the changes in the carrying value of intangible assets for the year ended March 31, 2021

DESCRIPTION	(Amount in Thousands)		
	Trade Mark	Computer Software	TOTAL
Cost as at April 1, 2020	1068.50	564.20	1632.70
Additions	31.50	-	31.50
Deletions	-	-	-
Cost as at March 31, 2021 (A)	1100.00	564.20	1664.20
Accumulated amortisation as at April 1, 2020	664.49	222.14	886.62
Amortisation for the year	80.43	34.21	114.64
Deletions	-	-	-
Accumulated amortisation and impairment as at March 31, 2021 (B)	744.91	256.34	1001.26
Net carrying amount as at March 31, 2021 (A) - (B)	355.09	307.86	662.95

Following are the changes in the carrying value of intangible assets for the year ended March 31, 2020

DESCRIPTION	(Amount in Thousands)		
	Trade Mark	Computer Software	TOTAL
Cost as at April 1, 2019	1068.50	564.20	1632.70
Additions	-	-	-
Deletions	-	-	-
Cost as at March 31, 2020(A)	1068.50	564.20	1632.70
Accumulated amortisation as at April 1, 2019	560.40	184.13	744.53
Amortisation for the year	104.08	38.01	142.09
Deletions	-	-	-
Accumulated depreciation and impairment as at March 31, 2020 (B)	664.49	222.14	886.62
Net carrying amount as at March 31, 2020 (A)- (B)	404.02	342.07	746.08



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Note 5

Non-Current Investments

PARTICULARS	Face Value	As at March 31, 2021		As at March 31, 2020	
		Number	Value Amount in Thousands	Number	Value Amount in Thousands
(1) Investment in Equity Instruments					
At Fair Value Through Other Comprehensive Income					
(A) Quoted Investment					
Direct Equity investment					
HDFC Limited		265	662.00	265	432.77
Kotak Mahindra Bank Limited		400	701.20	400	518.54
Sun Pharmaceutical Industries Limited		950	567.91	950	334.69
HDFC Asset Management Company Limited		850	2,481.15	850	1,795.88
Tata Consumer Products Limited		6,000	3,833.40	6,000	1,769.10
BASF India Limited		750	1,552.31	750	843.94
Divis Laboratories Limited		400	1,449.12	-	-
ICICI Lombard General Insurance Company Limited		1500	2,149.80	-	-
HDFC Life Insurance Company Limited		3000	2,088.60	-	-
Bajaj Finance Limited		750	3,861.68	-	-
Page Industries Limited		50	1,515.87	-	-
HDFC Asset Management Company Ltd		800	2,335.20	-	-
ICICI Securities Limited		2000	765.60	-	-
Asian Paints Limited		600	1,522.05	-	-
Mas Financial Services Limited		1700	1,450.27	-	-
Titan Company Limited		1300	2,025.47	-	-
Berger Paints (I) Limited		1250	956.25	-	-
HDFC Bank Limited		570	851.38	-	-
Pidilite Industries Limited		500	904.70	-	-
Investment through Portfolio manager					
Ask Investment managers		-	-	-	6,192.63
India opportunity portfolio		-	-	-	1,472.00
Invesco Asset management		-	-	-	5,106.98
(2) Investment in Mutual funds					
At Fair Value Through Other Comprehensive Income					
Unquoted		-	-	-	-
		23,635	31,673.95	9,215	18,466.53

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Note 6		
Other non-current Financial Assets		
Security Deposits*	411.67	445.67
	411.67	445.67
*These are security deposits given to various authorities for uncertain period		

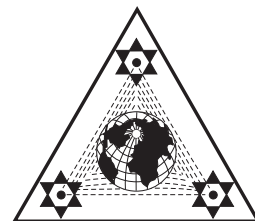


NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Note 7		
Deferred Tax Assets		
(a) WDV As Per Companies Act (excluding land)	2,002.72	2,543.24
(b) WDV As Per Income Tax Act	4,020.16	4,684.52
Difference	2,017.44	2,141.27
Deferred Tax Assets on above	524.53	556.73
Deferred Tax Asset on Merger (Sec 35DD) expenses	-	-
Deferred Tax Asset on Employee benefit expenses	118.18	119.53
Total Deferred Tax Asset (Closing)	642.71	676.26
Less: Opening Deffered Tax Liability	-	-
Less: Opening Deffered Tax Assets	676.26	694.48
Deferred tax assets recognised in P & L	33.55	18.21
Note 8		
Other non-current assets		
Advance to Other Parties	-	3,100.00
Advances to Related Party	-	-
	-	3,100.00
Note : 9		
Non-Current Tax Assets (Net)		
Indirect taxes	1,854.59	3,017.85
Direct taxes	1,181.15	551.59
	3,035.74	3,569.44
Note 10		
Inventories		
Raw Material	534.82	534.82
Stock in Trade	18,210.25	18,138.03
	18,745.07	18,672.85
Note 11		
Trade and other receivables		
Trade Receivables		
Unsecured, considered good	73,536.51	69,785.05
	73,536.51	69,785.05
Less: Provision for doubtful debts	-	-
	73,536.51	69,785.05
Note 12		
Cash and cash equivalents		
Cash on hand	4.44	22.44
Balance with banks		-
- Current accounts	1,205.65	1,555.47
	1,210.10	1,577.91



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	(Amount in Thousands)			
	As at March 31, 2021	As at March 31, 2020		
Note 13 Other bank balances Fixed deposits due to mature within 12 months of reporting date (Including accrued interest)	646.36	2,660.30		
	646.36	2,660.30		
Note 14 Current financial assets - Loans Loans receivables considered good, Unsecured Loans & advances to employees Others	214.39 5,402.95	225.00 -		
	5,617.33	225.00		
Note 15 Other current assets Advance to Suppliers Unsecured, considered good Prepaid Expenses Dividend receivable Sundry Advance	4,314.20 623.33 -	1,090.82 738.03 1.93 -		
	4,937.52	1,830.78		
Note : 16 Current Tax Assets (Net) Income taxes	107.73	460.95		
	107.73	460.95		
Note : 17 Share Capital a. Details of authorised, issued and subscribed share capital Authorised Capital 90,000,000 Equity shares of Rs 10 each Issued, Subscribed and fully Paid up 67,150,000 Equity shares of Rs 10 each	900,000.00 671,500.00 671,500.00	900,000.00 671,500.00 671,500.00		
b. Reconciliation of number of shares at the beginning and at the end of the year				
Particulars	March 31, 2021		March 31, 2020	
	No. of Shares	Value (Amount in Thousands)	No. of Shares	Value (Amount in Thousands)
Shares outstanding at the beginning of the year	67,150,000	671,500.00	67,150,000	671,500.00
Add: Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	67,150,000	671,500.00	67,150,000	671,500.00



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

c. Shareholders holding information

Shareholders holding more than 5% of shares in the company	March 31, 2021		March 31, 2020	
	No. of Shares	Percentage	No. of Shares	Percentage
Aneetha Sanghai	12577027	18.73%	-	-
Manjuladevi Sanghai	4180575	6.23%	4180575	6.23%
Divesh P Sanghai	-	-	4930700	7.34%
Pan Emami Cosmed Limited	4100000	6.11%	4100000	6.11%
Rahul Kumar Sanghai	3632025	5.41%	3632025	5.41%
Vasudha Rahul Sanghai	5295500	7.89%	5295500	7.89%
Prabha Devi Sanghai	3382725	5.04%	3382725	5.04%
Viraj Prabhas Sanghai	-	-	4915150	7.32%
Pritam Kumar Sanghai	4187800	6.24%	4187800	6.24%
Udit P Sanghai	4190250	6.24%	4190250	6.24%

- d. The company has only one class of shares referred to as equity shares having a par value of Rs 10/- each. Each holder of equity shares is entitled to one vote per share.

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Note 18		
Other Equity		
Capital Reserve	8,54,590.96	8,54,590.96
Revaluation reserve	2,34,286.52	2,34,286.52
General Reserve	21,539.84	21,539.84
Retained Earnings	35,329.32	31,980.36
Other Comprehensive Income	8,123.10	(2,580.02)
	11,53,869.75	11,39,817.67
Note 19		
Non Current financial Liabilities - Borrowings		
Unsecured		
a) From related party	96,790.00	1,07,195.00
b) Other loans and advances		
i) From bank	-	
ii) From Others	-	
	96,790.00	1,07,195.00
Note 20		
Non Current financial Liabilities - Provisions		
Provision for employee benefits	454.53	464.20
	454.53	464.20



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Note 21 Other non-current financial liabilities Retention money	54.83	54.83
	54.83	54.83
Note 22 Current Financial Liabilities - Borrowings Secured i) From Banks ii) From others	57,195.38 -	42,497.40 -
	57,195.38	42,497.40
(i) Secured Loan From bank is raised against security of the assets which are as follows. (a) Term Loan - Secured against 1st Charge on the Property Secured at MIDC Mahad , Personal guarantee of the directors and Corporate guarantee of the company. (b) Cash Credit - Secured against Hypothecation of Stock & Debtors upto 90days. (c) Overdraft Against Govt supply bills: Hypothecations of receivables including supply bills receivables. (d) Letter of Credit: Documets under Letter of Credit and Goods under L/C. (e) Collateral Security: 1st charge on Block Assets of the company immovable and movable present and future also. (f) Negative Lien on the Property situated at MIDC Dombivli		
Note 23 Trade Payable (a) Outstanding dues of Micro and Small Enterprise (b) Others	5,787.13 68,627.82	4,990.64 69,138.98
	74,414.95	74,129.62
Note 24 Current - Other financial liabilities Creditors for fixed assets Accrued expenses Other deposit	1,320.03 -	1,174.51 -
	1,320.03	1,174.51
Note 25 Other current liabilities Statutory dues payable Advance from customers Sundry advances	- - 182.59	- - 99.37
	182.59	99.37
Note 26 Current Tax Liabilities Provision for Tax	430.71 -	- -
	430.71	-

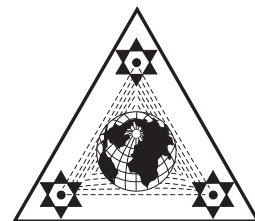


NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Note 27		
Revenue from Operations		
Sales of products	3,25,858.98	1,77,196.03
Less : Trade discount, Returns, Rebate etc.,	4,718.08	3,835.43
	3,21,140.90	1,73,360.60
Note 28		
Other Income		
Interest income on :		
- Deposits with banks	113.18	169.29
'Inter corporate loan	627.80	874.58
Interest on Income Tax Refund	24.63	-
MEIS Duty Credit	-	179.89
Claim Received	230.21	57.68
Sundry credit balances Written off	31.46	53.40
Rent received	-	60.00
Freight Charges on Sales received	5.00	-
Freight Charges on Export Sales	-	10.57
Dividend received	155.96	190.64
Short Term Capital Gain	99.42	31.62
Long Term Capital Gain	983.55	(870.43)
Exchange Rate Difference on Commission	32.02	-
Commission Received	-	5,754.83
	2,303.22	6,512.07
Note 29		
Cost of materials consumed		
Opening stock	534.82	638.99
Add: Purchases	-	-
	534.82	638.99
Less: Closing stock	534.82	534.82
	(0.00)	104.16
Note 30		
Purchase of stock-in-trade (Traded goods)	2,72,959.42	1,28,738.23
Less : Trade discount, Returns, Rebate etc.,	2,233.49	28.89
	2,70,725.93	1,28,709.33
Note 31		
Changes in inventories of stock-in-trade		
Particulars		
Opening Inventory		
Stock in Trade	18,138.03	22,991.91
	18,138.03	22,991.91
Closing Inventory		
Stock in Trade	18,210.25	18,138.03
	18,210.25	18,138.03
Changes in inventory	(72.22)	4,853.88
Note 32		
Employee benefit expense		
Salaries, wages and bonus	9,348.67	10,578.32
Contributions to -		
"Provident fund "	88.23	144.91
Other funds	27.92	70.32
Staff welfare expenses	146.54	305.83
Provision for gratuity	56.96	25.28
	9,668.31	11,124.67

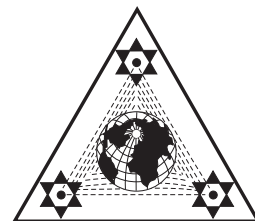


NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Note 33		
Finance cost		
Interest expenses	14,045.91	10,037.55
Other Borrowing cost	251.98	258.13
	14,297.89	10,295.68
Note 34		
Other Expenses		
Freight, Forward and transportation charges (net)	9,962.94	8,540.06
Godown Expenses	-	120.00
Electricity	539.11	526.53
Repairs and Maintenance :	1,370.89	1,964.34
Insurance	433.54	321.35
Rates and taxes (net of reversals)	1,804.20	2,316.12
Stock Exchange Listing fees	410.00	410.00
Travelling and conveyance	1,068.56	1,878.73
Legal and professional	1,465.43	2,509.33
Communication	223.77	315.82
Payment to auditor	181.00	191.00
Printing and stationary	139.98	204.19
Sales promotion	201.15	277.35
Advertisement	142.59	603.10
Commission	3,109.43	2,806.01
Postage and courier	62.89	54.49
Internet Expenses	145.00	145.00
Bank charges	126.92	199.79
Director Sitting Fees	245.00	345.00
Custom Duty	39.15	395.72
Books, Periodicals & Membership	648.81	569.76
Motor Vehicle Expenses	615.39	453.70
Designing & Development	-	55.55
Portfolio Management expenses	228.55	482.78
Miscellaneous expenses	1,248.84	1,565.57
	24,413.16	27,251.27



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Note 35 : Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting profit impact of dilutive potential equity shares, if any) by the aggregate of weighted average number of Equity shares outstanding during the year and the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
i. Profit attributable to equity holders (Amount in Thousands)		
Profit attributable to equity holders of the parent for basic and diluted EPS	3,348.96	(3,377.87)
	3,348.96	(3,377.87)
ii. Weighted average number of ordinary shares		
Issued ordinary shares	6,71,50,000	6,71,50,000
Add/(Less): Effect of shares issued/ (bought back)		-
Weighted average number of shares at March 31 for basic and diluted EPS	6,71,50,000	6,71,50,000
iii. Basic and diluted earnings per share (Rs)	0.05	(0.05)

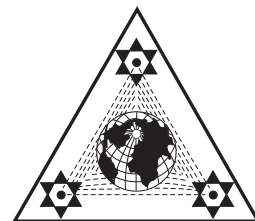
Note 36 : Financial instruments – Fair values and risk management

a) Financial Risk Management

The Company's business activities are exposed to financial risks, namely Credit risk, Liquidity risk. The Company's Senior Management has the overall responsibility for establishing and governing the Company's risk management framework.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes, if require an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents

(b) Financial assets and liabilities

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels as on 31st March 2021 are presented below.

(Amount in Thousands)

March 31, 2021	Carrying amount					Fair value			
	Note No.	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Non-Current Financial assets									
Investments		-	31,673.95	-	31,673.95	31,673.95	-	-	31,673.95
Other non-current financial assets		-	-	411.67	411.67	-	-	-	-
Current Financial assets									
Trade receivables		-	-	73,536.51	73,536.51	-	-	-	-
Cash and cash equivalents		-	-	1,210.10	1,210.10	-	-	-	-
Other bank balances		-	-	646.36	646.36	-	-	-	-
Loans		-	-	5,617.33	5,617.33	-	-	-	-
		-	31,673.95	81,421.97	1,13,095.92	31,673.95	-	-	31,673.95
Non-Current Financial liabilities									
Borrowings		-	-	96,790.00	96,790.00	-	-	-	-
Current Financial liabilities					-				
Borrowings		-	-	57,195.38	57,195.38	-	-	-	-
Trade payables		-	-	74,414.95	74,414.95	-	-	-	-
Other current financial liabilities		-	-	1,320.03	1,320.03	-	-	-	-
		-	-	2,29,720.36	2,29,720.36	-	-	-	-



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels as on March, 31 2020 are presented below.

(Amount in Thousands)

March 31, 2020	Carrying amount					Fair value			
	Note No.	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Non-Current Financial assets									
Investments		-	18,466.53	-	18,466.53	18,466.53	-	-	18,466.53
Other non-current financial assets		-	-	445.67	445.67	-	-	-	-
Current Financial assets									
Trade receivables		-	-	69,785.05	69,785.05	-	-	-	-
Cash and cash equivalents		-	-	1,577.91	1,577.91	-	-	-	-
Other bank balances		-	-	2,660.30	2,660.30	-	-	-	-
Loans		-	-	225.00	225.00	-	-	-	-
		-	18,466.53	74,693.93	93,160.46	18,466.53	-	-	18,466.53
Non-Current Financial liabilities									
Borrowings		-	-	1,07,195.00	1,07,195.00	-	-	-	-
Current Financial liabilities					-				-
Other non-current financial liabilities		-	-	42,497.40	42,497.40	-	-	-	-
Trade payables		-	-	74,129.62	74,129.62	-	-	-	-
Other current financial liabilities		-	-	1,174.51	1,174.51	-	-	-	-
		-	-	2,24,996.53	2,24,996.53	-	-	-	-

Note 37: Capital Management

For the purpose of the Company's capital management, capital includes issued capital and other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using Adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances

Particulars	(Amount in Thousands)	
	As at March 31, 2021	As at March 31, 2020
Non- Current borrowing	96,790.00	1,07,195.00
Current borrowings	57,195.38	42,497.40
Current maturity of long term debt	-	-
Gross debt	1,53,985.38	1,49,692.40
Less : Cash and cash equivalents	1,210.10	1,577.91
Less : Other bank balances	646.36	2,660.30
Adjusted net debt	1,52,128.92	1,45,454.19
Total Equity	18,25,369.75	18,11,317.67
Adjusted Net debt to Equity ratio	0.08	0.08



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Note 38 : Statement of net assets, profit and loss and other comprehensive income attributable to owners and non-controlling interest

Name of the entity	Country of Incorporation	% of voting power as at March 31, 2021	% of voting power as at March 31, 2020	Net Assets i.e. total assets		Share in profit or loss		Share in other		Share in total	
				As % of consolidated net assets	Amount in Thousands	As % of consolidated profit or loss	Amount in Thousands	As % of consolidated other comprehensive income	Amount in Thousands	As % of consolidated other comprehensive income	Amount in Thousands
PoloQueen Industrial & Fintech Limited	India			98.23	18,15,964.01	66.58	2,229.86	-	-	15.86	2,229.86
Subsidiaries											
Polo Queen Capital Limited	India	100.00	100.00	1.73	32,044.89	32.77	1,097.45	100.00	10,703.12	83.98	11,800.57
Polo Queen Solutions Limited	India	100.00	100.00	0.02	432.10	0.33	10.95	-	-	0.08	10.95
Polo Queen Pharma Trade Industry Limited	India	100.00	100.00	0.02	432.73	0.32	10.60	-	-	0.08	10.60
Total		-	-	100.00	18,48,873.73	100.00	3,348.86	100.00	10,703.12	100.00	14,051.98
Adjustment arising out of consolidation					-23,500.00		-				
Total					18,25,373.73		3,348.86		10,703.12		14,051.98



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Note 39 : Consolidated segment wise revenue, results, assets and liabilities for the financial year ended March 31, 2021

Sr. No.	Particulars	(Amount in Thousands)	
		Year Ended 31.03.2021 (Audited)	Year Ended 31.03.2020 (Audited)
1	Segment Revenue		
	i. Trading	321566.39	179646.27
	ii. Non Banking Financial Business	1877.73	226.40
	iii. Pharma	0.00	0.00
	iv. IT/ITES	0.00	0.00
	Total Segment Revenue	323444.12	179872.67
2	Segment results Profit/(loss) before finance costs and tax from each Segment		
	i. Trading	16887.63	7410.19
	ii. Non Banking Financial Business	1187.63	(397.00)
	iii. Pharma	12.56	(34.00)
	iv. IT/ITES	12.97	(32.90)
	Total Profit/(Loss) before Finance Cost & Tax	18100.80	6946.29
	Less: Finance Cost	14.30	10295.68
	Total Profit/(Loss) before Tax	18086.50	(3,349.39)
3	Segment Assets		
	i. Trading	2018047.68	2014192.29
	ii. Non Banking Financial Business	37243.74	21873.97
	iii. Pharma	460.99	433.65
	iv. IT/ITES	460.36	432.70
	Total Assets	2056212.77	2036932.61
4	Segment Liabilities		
	i. Trading	230694.67	225530.27
	ii. Non Banking Financial Business	87.85	59.65
	iii. Pharma	28.26	12.51
	iv. IT/ITES	28.26	12.51
	Total Liabilities	230839.03	225614.94
5	Capital Employed		
	i. Trading	1787353.01	1788662.02
	ii. Non Banking Financial Business	37155.89	21814.32
	iii. Pharma	432.73	421.14
	iv. IT/ITES	432.10	420.19
	Total Capital Employed	1825373.73	1811317.67
	Total Equity & Liabilities	2056212.77	2036932.61



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Note 40 : Information on Subsidiaries

The subsidiary Companies considered in the Consolidated Financial Statements are :

Name of Company	Percentage of holding	
	As at March 31, 2021	As at March 31, 2020
Polo Queen Capital Ltd	100%	100%
Polo Queen Solutions Ltd	100%	100%
Polo Queen Pharma Trade Industry Limited	100%	100%

Note 41. Related party Information

A. Names of the Related parties

Companies where directors exercising significant influence:

Someshwara Industries & Exports Limited

Arjay Apparel Industries Limited

Key management personnel and their relatives

Name of Person	Type of Relation
Usha Sanghai	Relative of director
Nandlal Sanghai	Director
Rahul Sanghai	Director
Prabhas Sanghai	Director
Manjula Sanghai	Relative of director
Umesh Agarwal	Director
Aneeta Sanghai	Relative of director
Udit Sanghai	Director
Vasudha Sanghai	Relative of director

B. The following transactions were carried out with the related parties in the ordinary course of business.

(Amount in Thousands)

Nature of Transaction	Companies exercising significant influence		Key management personnel		Total	
	(i)		(ii)			
	2021	2020	2021	2020	2021	2020
Rent Paid	-	180.00	-	-	-	180.00
Rent Received		60.00				60.00
Interest Paid	-	-	6,974.33	7,405.31	6,974.33	7,405.31
Interest Received	-	-	-	-	-	-
Loan Given	-	-	-	-	-	-
Loan Taken	-	-	47,379.71	1,18,844.75	47,379.71	1,18,844.75
Receipt of loan given	-	-	-	-	-	-
Repayment of loan taken	-	-	64,759.04	1,11,414.22	64,759.04	1,11,414.22
Remuneration to related party	-	-	3,300.00	3,300.00	3,300.00	3,300.00



37th ANNUAL REPORT



NOTES TO ACCOUNTS

For the Year Ended March 31, 2021

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Note 42 : Micro and small enterprise

(Amount in Thousands)

Particulars	As at March 31, 2021	As at March 31, 2020
Amount due to vendor	5,787.14	4990.64
Interest due and payable for the year	-	-
Interest accrue and remaining unpaid	-	-
Total	5,787.14	4,990.64

Note 43 : The Company has presented segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in this standalone financial statements

Note 44 : There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date

Note 45 : Figures for the previous years have been regrouped / restated wherever necessary to conform to current year's presentation

As per our report of Even Date
For GUPTA RAJ & CO.
Chartered Accountants
Firm Reg No : 001687N

CA NIKUL JALAN
PARTNER
Mem. No. 0112353

Place : Mumbai
Date : June 24, 2021

For POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

NANDLAL SANGHAI
DIRECTOR
(DIN - 00181592)

PRABHAS SANGHAI
DIRECTOR
(DIN - 00302947)

RAHUL KUMAR SANGHAI
DIRECTOR
(DIN - 00181745)

UDIT P. SANGHAI
WHOLE TIME DIRECTOR & CFO
(DIN - 06725206)

VANDANA YADAV
COMPANY SECRETARY
(MEM NO - A40717)