



25/09/2019

(CIN: L17110GJ1994PLC023396)

TO,
BSE LTD.
FLOOR 25, P. J. TOWERS
DALAL STREET,
MUMBAI - 400001

SUB.: Submission of Annual Report for the financial year 2018-19 in accordance to the provisions of Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
BSE Code: 526905

Dear Sir,

In compliance with Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Annual Report of the Company along with Notice of AGM for the financial year 2018-19 which is being dispatched/sent to the shareholders by the permitted mode(s).

The Annual Report including AGM Notice is also available on the Company's website www.padmanabhindustries.com.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours faithfully,
For, **PADMANABH INDUSTRIES LIMITED,**

A-m-shah

ASHISH MAHENDRAKUMAR SHAH
Managing Director
(DIN: 03129204)



Encl: As stated

CIN:L17110GJ1994PLC023396

**25th
Annual Report
2018-19**

PADMANABH INDUSTRIES LIMITED

25TH ANNUAL REPORT 2018-19

BOARD OF DIRECTORS:

Mr. Ashish M. Shah
Mr. Dhwanil Bhavnagari
Mr. Hemal S. Shah
Mr. Sandeep N. Gandhi
Mrs. Kosha M. Shah

Chairman & Managing Director
Director
Independent Director
Independent Director
Independent Director

CHIEF FINANCIAL OFFICER:

Mr. Rameshbhai Shah

COMPANY SECRETARY:

Mr. DEVANG PRAJAPATI
(w.e.f. 11/08/2018)
(Up to 19/04/2019)

STATUTORY AUDITORS:

M/s. Nitin K. Shah & Co
Chartered Accountants
Ahmedabad

BANKER

HDFC Bank

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited
A-802 Samudra Complex,
Near Klassic Gold Hotel
Off C G Road Navrangpura,
Ahmedabad- 380 009
E-Mail: bssahd@bigshareonline.com

REGISTERED OFFICE

401, Abhishree Avenue,
Opp. Hanuman Temple,
Nehrunagar Circle,
Ambawadi
Ahmedabad-380015
E-mail: padmanabhindustries@gmail.com
Website: www.padmanabhindustries.com

25TH ANNUAL GENERAL MEETING

Date:

Monday, 30th September, 2019

Venue:

401, Abhishree Avenue, Opp. Hanuman
Temple, Nehru Nagar Circle, Ambawadi,
Ahmedabad-380015(Gujarat)

Time:

04:30 P.M.

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NOTICE

Notice is hereby given that the Twenty Fifth (25th) Annual General Meeting of the Company will be held on Monday, 30th September, 2019, at 04.30 p.m. at the registered office of the company at 401, Abhishree Avenue, Opp. Hanuman Temple, Nehru Nagar Circle, Ambawadi, Ahmedabad-380015 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a) the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and
 - b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Ashish Mahendrakumar Shah (DIN: 03129204) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To Re-appoint Mr. Hemal Suresh Shah (DIN: 06945808) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Hemal Suresh Shah (DIN 06945808), who was appointed as an Independent Director for a term of five(5) consecutive years from 11th August 2014 up to 10th August 2019, being eligible, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e. from 11th August 2019 up to 10th August 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

4. To Re-appoint Mr. Sandip Navinchandra Gandhi (DIN: 06945814) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sandip Navinchandra Gandhi (DIN: 06945814), who was appointed as an Independent Director for a term of five(5) consecutive years from 11th August 2014 up to 10th August 2019, being eligible, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e. from 11th August 2019 up to 10th August 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. Re-appointment of Mr. Ashish Mahendrakumar Shah (DIN: 03129204) as Managing Director of the company

To consider and, if thought fit, with or without modification(s), to pass the following resolution(s) as an **Ordinary Resolution(s)**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and subject to the provisions of Section 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ashish Mahendrakumar Shah (DIN: 03129204) as Managing Director of the Company with effect from October 01, 2019, for a term of 3 (three) years as well as the payment of salary and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached herewith, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment in such manner as may be agreed to between the Board of Directors and Mr. Ashish Mahendrakumar Shah.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ashish Mahendrakumar Shah (DIN: 03129204), shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Date: 31.08.2019

Place: Ahmedabad

Registered Office:-

401, ABHISHREE AVENUE,
OPP. HANUMAN TEMPLE,
NEHRUNAGAR CIRCLE, AMBAWADI,
AHMEDABAD- 380015

By the order of the Board
PADMANABH INDUSTRIES LIMITED
Sd/-
ASHISH M. SHAH
Chairman cum Managing Director
(DIN: 03129204)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.
Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.
Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable, issued on behalf of the nominating organisation.
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 in respect of Director proposed for appointment /re-appointment at the meeting are annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members/Proxies /Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
8. Profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed to this Notice.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Monday 23rd September, 2019 to Monday, 30th September, 2019 (both days inclusive).

10. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to M/s. Bigshare Services Pvt. Ltd. A-802 Samudra Complex, Near Klassic Gold Hotel, Off C G Road Navrangpura, Ahmedabad-380 009 Gujarat in case of holdings in physical form, mentioning your correct reference folio number.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact M/s. Bigshare Services Pvt. Ltd. A-802 Samudra Complex, Near Klassic Gold Hotel, Off C G Road Navrangpura, Ahmedabad-380 009 Gujarat for assistance in this regard.
12. The Annual Report 2018-19 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.padmanabhindustries.com and also on the website of the respective Stock Exchanges at www.bseindia.com.
13. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company at least seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.

The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent i.e. Bigshare Services Pvt. Ltd. A-802 Samudra Complex, Near Klassic Gold Hotel, Off C G Road Navrangpura, Ahmedabad-380 009 Gujarat for assistance in this regard.

14. Members of the Company had approved the appointment of M/s. Nitin K. Shah & Co., Chartered Accountants as the Statutory Auditors of the Company which is valid till Twenty seventh (27th) AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
15. The route map showing directions to reach the venue of the 25th AGM is annexed as per requirement of SS-2 on General Meetings.

Process and manner for members opting for voting through Electronic means:

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.

- (ii) The Members whose names appear in the Register of Members / List of Beneficial Owners as on 23rd September, 2019 (cut – off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 23rd September, 2019, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- (iv) The remote e-voting will commence on 27th September, 2019 at 10.00 a.m. and ends on 29th September, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2019, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
- (v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi) The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be entitled to cast their vote again.
- (vii) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 23rd September, 2019.
- (viii) The Company has appointed Mr. Vishwas Sharma, Proprietor of Vishwas Sharma & Associates, Practising Company Secretary (Membership No. FCS: 33017; CP No: 16902), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

The procedure and instructions for remote e-voting are, as follows:

Step 1: Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

Step 2: Now click on "Shareholders" to cast your votes.

Step 3: Now, fill up the following details in the appropriate boxes:

User-ID a) For CDSL: 16 digits beneficiary ID

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID

c) Members holding shares in physical form should enter the Folio Number registered with the Company.

Step 4 : Next, enter the Image Verification as displayed and Click on Login.

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

Step 5: If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field. The Sequence Number will be intimated to such member by way of a letter. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login.

Step: 6: After entering these details appropriately, click on “SUBMIT” tab.

Step 7: Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Step 8: For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 9: Click on the EVSN for the relevant <Company Name> on which you choose to vote.

Step 10: 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.

Step 11: Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

Step 12: 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. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

Step 13: You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

Step 14: Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Shareholders can also cast their vote using CDSL's Mobile app M-voting available for android based mobiles. The M-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile. 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.

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.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.padmanabhindustries.com and on the website of CDSL i.e. www.cdslindia.com within three days after the conclusion of the Annual General Meeting of the Company and shall also be communicated to Stock Exchanges where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM No. 3

In terms of Section 149(10) of the Companies Act 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company for a second term of up to five years.

Mr. Hemal Suresh Shah (DIN: 06945808) was appointed as an Independent Director (Non-Executive) of the Company for a period of five (5) years from 11th August 2014, at the Annual General Meeting held on 30th September, 2014. His term as an Independent Director of the company ended on 10th August, 2019. The Nomination and Remuneration Committee on the basis of performance evaluation recommended re-appointment of Mr. Hemal Suresh Shah as a Non-Executive Independent Director for a second term of five consecutive years on the Board of the Company from 11th August 2019. The Board of Directors ("Board"), in its meeting held on May 29, 2019 reviewed the declaration made by Mr Hemal Suresh Shah that he meets the

criteria of independence as provided in Section 149(6) of the Act and under “LODR” and was of opinion that he fulfils the conditions specified in the Act, the rules made there-under and in LODR and is independent of the management. The Board accordingly re-appointed him as a Non- Executive Independent Director not liable to retire by rotation for a further period of five years from 11th August 2019 up to 10th August, 2024. His vast and varied experience in the business and corporate world justifies his re-appointment and continuance as an Independent Director of the Company. His contribution towards deliberations in Board/Committee meetings has been beneficial to the Company and the Company looks up to him for advice. The special resolution is accordingly recommended for approval of the members. The above may also be regarded set out at Item No. 3 of the Notice as an appropriate disclosure under the Act and LODR.

Except Mr. Hemal Suresh Shah, none of the Directors nor Key Managerial Personnel or their relatives is concerned or interested, whether financially or otherwise in the said resolution.

ITEM No. 4

In terms of Section 149(10) of the Companies Act 2013 (“Act”), an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company for a second term of up to five years.

Mr. Sandip Navinchandra Gandhi (DIN: 06945814) was appointed as an Independent Director (Non-Executive) of the Company for a period of five (5) years from 11th August 2014, at the Annual General Meeting held on 30th September, 2014. His term as an Independent Director of the company ended on 10th August, 2019. The Nomination and Remuneration Committee on the basis of performance evaluation recommended re-appointment of Mr. Sandip Navinchandra Gandhi as a Non-Executive Independent Director for a second term of five consecutive years on the Board of the Company from 11th August 2019. The Board of Directors (“Board”), in its meeting held on May 29, 2019 reviewed the declaration made by Sandip Navinchandra Gandhi that he meets the criteria of independence as provided in Section 149(6) of the Act and under “LODR” and was of opinion that he fulfils the conditions specified in the Act, the rules made there-under and in LODR and is independent of the management. The Board accordingly re-appointed him as a Non-Executive Independent Director not liable to retire by rotation for a further period of five years from 11th August 2019 up to 10th August, 2024. His vast and varied experience in the business and corporate world justifies his re-appointment and continuance as an Independent Director of the Company. His contributions towards deliberations in Board/Committee meetings have been beneficial to the Company and the Company looks up to him for advice. The special resolution is accordingly recommended for approval of the members. The above may also be regarded set out at Item No. 4 of the Notice as an appropriate disclosure under the Act and LODR.

Except Mr. Sandip Navinchandra Gandhi, none of the Directors nor Key Managerial Personnel or their relatives is concerned or interested, whether financially or otherwise in the said resolution.

ITEM No. 5

Mr. Ashish Mahendrakumar Shah, who was appointed as Managing Director by the members of the Company in the Annual General Meeting of the Company held on 30.09.2014 to hold office for a period of 3 (three) years i.e. Up to 01st October 2019. The present proposal is to seek the Shareholders' approval for the re-appointment of Mr. Ashish Mahendrakumar Shah as the Managing Director in terms of the applicable provisions of the Companies Act, 2013.

Keeping in view that Mr. Ashish Mahendrakumar Shah has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mr. Ashish Mahendrakumar Shah as Managing Director of the Company.

Mr. Ashish Mahendrakumar Shah, aged 46 years, is Science Graduate and having more than 17 years experience of management and administration.

The Board of Directors in their meeting held on 31st August 2019 and also on the basis of recommendation of Nomination and Remuneration Committee of the Company in their meeting decided to re-appoint Mr. Ashish Mahendrakumar Shah, (DIN: 03129204) as Managing Director of the company for a further period of three years. This is subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable and major terms and conditions of the re- appointment are given below:

i. Period:

For a period of 3 years from 01st October, 2019.

ii. Salary:

Rs. 35,000/- basic salary per month w.e.f. 1st October, 2019 upto maximum basic salary of Rs. 60,000/- per month. Which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.

iii. Perquisites:

The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

i. **Medical Re-imbusement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.

ii. **Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company.

iii. **Club Fees:** Fees of clubs, subject to a maximum of three clubs.

- iv. **Personal Accident Insurance/Group Life Insurance:** Premium not to exceed Rs.7200/- per annum
 - v. **Provident Fund/Pension:** Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
 - vi. **Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and to the extent not taxable under the Income Tax law
 - vii. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Managing Director for business and personal use.
 - viii. **Telephone facility at residence:** Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Managing Director.
- iv. Duties:**
- Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The headquarter of the Managing Director shall be at Ahmedabad or at such place as the Board of Directors may decided from time to time.
- v. Termination:**
- Managing Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing may resign from his office by giving 90 days' Notice to the Company.
- vi. Compensation:**
- In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.
- vii. Other terms and conditions:**
- a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.

- b) "Family" means the spouse and dependent children of Mr. Ashish Mahendrakumar Shah.
- c) Leave with full pay and allowances shall be allowed as per the Company's rules.
- d) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
- f) The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director, for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ashish Mahendrabhai Shah to whom the resolution relates is concerned or interested in this resolution set out at item no. 5

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 25th ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

NAME OF DIRECTOR	Mr. Hemal S. Shah	Mr. Sandip N. Gandhi	Mr. Ashish M. Shah
Date of Birth	6 th May, 1976	7 th March, 1970	9 th March, 1973
Date of Appointment	12 th August, 2014	12 th August, 2014	8 th August, 2014
Qualifications	B.E Civil Engineering, M.S. Civil & Environment Engineering (USA).	Diploma in Architecture & Interior designer	B.Sc.
Expertise in Specific Functional Areas	He has rich experience of about 20 years in the field of engineering. At Present he is working as Consultant Engineer.	He is having experience of about 17 years in the field of architecture and Interior designing.	He is having experience of about 17 years in the Real Estate business
Directorship held in other companies*	NIL	1)Hallmark Textiles Limited	1) Monarch Dyestuffs Industries and Exports Limited
Membership/Chairmanships of Committee in other Public Companies	NIL	NIL	NIL

PADMANABH INDUSTRIES LIMITED

Number of Shares held in the Company.	NIL	NIL	2,00,000
Relationships between directors <i>inter se</i>	Mr. Hemal S. Shah is not related to any Director of the Company.	Mr. Sandip N. Gandhi is not related to any Director of the Company.	Mr. Ashish M. Shah is not related to any Director of the Company.

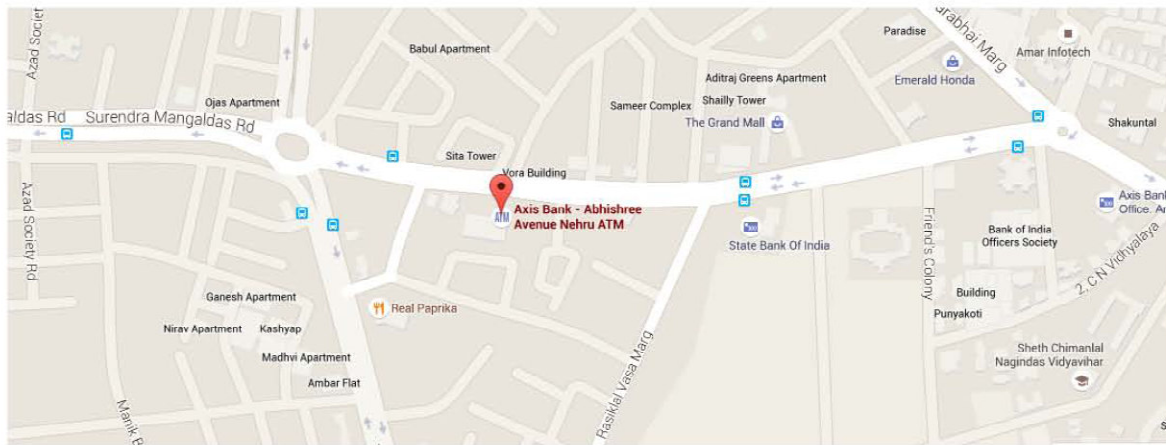
***Pvt. Companies excluded**

By the order of the Board
PADMANABH INDUSTRIES LIMITED
Sd/-
ASHISH M. SHAH
Chairman cum Managing Director
(DIN: 03129204)

Date: 31/08/2019
Place: Ahmedabad

Registered Office:-
401, ABHISHREE AVENUE,
OPP. HANUMAN TEMPLE,
NEHRUNAGAR CIRCLE,
AMBAWADI, AHMEDABAD- 380015

ROUTE MAP TO AGM VENUE



 **PADMANABH INDUSTRIES LIMITED**
401, ABHISHREE AVENUE,
OPP. HANUMAN TEMPLE,
NEHRUNAGAR CIRCLE,
AMBAWADI,
AHMEDABAD - 380015.
GUJARAT

DIRECTOR'S REPORT

To,
THE MEMBERS,

Your Directors have pleasure in submitting their 25th Annual Report of the Company together with the Audited Statements of Accounts of the Company for the year ended on 31st March, 2019.

1. FINANCIAL PERFORMANCE/HIGHLIGHTS:

During the year under review, the Company has incurred Loss of Rs. 12.63 Lacs. Your Directors look forward to improve the financial position of the Company and are optimistic about the future growth and performance of the Company.

The summarized financial results of the Company for the period ended 31st March, 2019 are as follows:

Particulars	(Amount in Lakhs.)	
	Year Ending 31st March, 2019	Year Ending 31st March, 2018
Sales	0	413.97
Other Income	15.65	65.85
Total Income	15.65	479.82
Less: Expenditure	36.90	453.83
Profit/(loss)before Interest, Depreciation, Tax	(21.25)	25.99
Less: Interest	0	0
Less: Depreciation & Amortization Cost	(8.29)	0
Less: Extraordinary items	0	0
Profit/(loss)Before Tax	(12.96)	25.99
Less: Tax Expenses(current + Deferred Tax)	(0.33)	3.14
Profit/(loss)after Tax	(12.63)	22.85

2. CONSOLIDATED FINANCIAL STATEMENT

The Financial Statement of the Company for the Financial year 2018-19 are prepared in compliance with the applicable provisions of the Act, Accounting Standards and as prescribed by Securities and Exchange Board of India (SEBI) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI Regulation). The Consolidated Financial Statement has been prepared on the basis of the audited financial statement of the Company as approved by their respective Board of Directors. Pursuant to the provisions of Section 136 of the Act, the Financial Statements of the Company, the Consolidated Financial Statements along with all relevant documents and Auditors report thereon form part of this Annual Report. The Financial Statements as stated above are also available on the website of the Company and can be accessed at the weblink www.padmanabhindustries.com.

3. DIVIDEND

Since the Company has incurred loss during the year ended on 31st March, 2019, hence the Board has not recommended/declared dividend for the year 2018-19.

4. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has Two (2) Subsidiary Company.

CIN	Name of Company	Date of Incorporation
U74110GJ2016PTC094837	M/s Padmanabh Sports Private Limited	23/12/2016
U65993PB1976PTC003643	M/s Guardian Finance Private Limited	30/03/1976

A statement containing the salient features of financial statement of our subsidiaries in the prescribed format AOC-1 is appended to the financial statements of the Company.

5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Since there was no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.

6. CHANGE IN THE NATURE OF THE BUSINESS OF THE COMPANY

During the year, there is no change in the nature of the business of the Company.

7. CHANGES IN SHARE CAPITAL OF THE COMPANY

During the year, there is no change in the share capital of the Company.

8. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

9. TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to reserves.

10. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which these financial statements relate and the date of this report.

11. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

12. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Board has formed the Risk Management Committee comprising of three directors as members (Mr. Ashish Shah, Mr. Hemal Shah and Mr. Sandip Gandhi) and the said committee looks after the risk management plan of the Company. The Committee has developed and implemented Risk Management Policy. However, in the opinion of the Board, the risks which may threaten the existence of the company are very minimal.

13. PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

A. CONSERVATION OF ENERGY:

- i. steps taken or impact on conservation of energy : **Nil**
- ii. the steps taken by the company for utilizing alternate sources of energy : **None**
- iii. the capital investment on energy conservation equipments : **Nil**

B. TECHNOLOGY ABSORPTION:

- i. the efforts made towards technology absorption : **None**
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution : **None**
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - a) the details of technology imported : **None**
 - b) The year of import: **N.A.**
 - c) Whether the technology has been fully absorbed: **N.A.**
 - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: **N.A.**
- iv. the expenditure incurred on Research and Development : **Nil**

C. FOREIGN EXCHANGE EARNING & OUTGO :

- i. Foreign Exchange Earning: **NIL**
- ii. Foreign Exchange Outgo : **NIL**

14. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year, the Company has given loan and the details of such loan given are provided in note no.9 of the financial statements for the year ended on 31st March, 2019. Further the Company has not made any investments and/or provided any guarantees during the period under review.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the year under review, the Company has entered into any contracts or arrangements with related parties. The particulars of Contracts or Arrangements made with related parties required to be furnished under section 134(2) are disclosed in the prescribed form (Form AOC-2) which is attached to this Report as **Annexure "A"**.

17. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

a) Composition of Board;

Name of Directors	Designation	Category	No. of Board Meeting held during the year	No. of Board Meeting attended
Mr. Ashish M. Shah	Chairman & Managing Director	Executive director	6	6
Mr. Dhwanil Saumilbhai Bhavnagari	Director	Non executive director	6	6
Mr. Hemal S. Shah	Director	Independent	6	6
Mr. Sandeep N. Gandhi	Director	Independent	6	6
Mrs. Kosha M. Shah	Director	Independent	6	2

b) Changes in the Board during the year:

During the year under review, there is no change in the Board of the Company.

c) Changes in key Managerial Personnel:

• **Appointment:**

During the year Mr. Devang Prajapati, was appointed as a company secretary & Compliance Officer of the Company w.e.f. 11th August, 2018.

• **Cessations:**

During the year Mr. Maunishkumar S. Gandhi, resigned from the post of company secretary & Compliance Officer of the Company w.e.f. 23rd April, 2018.

Mr. Devang Prajapati, resigned from the post of company secretary & Compliance officer of the Company w.e.f. 19th April, 2019.

d) RETIREMENT BY ROTATION

In accordance with the provisions of section 152[6] of the Act and in terms of Articles of Association of the Company, Mr. Ashish Mahendrakumar Shah (DIN: 03129204) being liable to retire by rotation, shall retire at the ensuing Annual General Meeting and being eligible, offer himself for reappointment. The Board recommends his reappointment.

e) NUMBER OF BOARD MEETINGS

During the year under review, the Board duly met Six (6) times on 23/04/2018, 15/05/2018, 11/08/2018, 14/11/2018, 12/02/2019 and 28/03/2019 in respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

18. KEY MANAGERIAL PERSONNEL

As on the date of this report, the following persons are the Key Managerial Personnel(s) of the Company:

- 1. Mr. Ashish Mahendrabhai Shah**, Chairman & Managing Director
- 2. Mr. Rameshbhai Harilal Shah**, Chief Financial Officer

19. STATEMENT ON FORMAL ANNUAL EVALUATION OF BOARD

Nomination and Remuneration Committee annually evaluates the performance of individual Directors, Committees, and of the Board as a whole in accordance with the formal system adopted by it. Further, the Board also regularly in their meetings held for various purposes evaluates the performance of all the Directors, committees and the Board as a whole. The Board considers the recommendation made by Nomination and Remuneration Committee in regard to the evaluation of board members and also tries to discharge its duties more effectively. Each Board member's contribution, their participation was evaluated and the domain knowledge they bring. They also evaluated the manner in which the information flows between the Board and the Management and the manner in which the board papers and other documents are prepared and furnished.

20. DECLARATIONS BY INDEPENDENT DIRECTORS & THEIR SEPARATE MEETING :

All the Independent Directors of the Company have given their declarations stating that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and in the opinion of the Board, the Independent directors meet the said criteria.

The Independent Directors met on March 28, 2019 to discuss the performance evaluation of the Board, Committees, Chairman and the individual Directors.

The Independent Directors reviewed the performance of the non-independent Directors and Board as whole. The performance of the Chairman taking into account the views of executive Directors and non-executive Directors and assessed the quality, quantity and timeline of flow of information between company management and Board.

21. DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to the requirement under section 134(3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures
- (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2019 and of the profit and loss of the company for that period;
- (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The directors had prepared the annual accounts on a going concern basis; and
- (v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE:

The Audit Committee is duly constituted in accordance with SEBI (LODR) Regulations 2015 and Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 as amended from time to time. It adheres to the terms of reference which is prepared in compliance with Section 177 of the Companies Act, 2013, and SEBI (LODR) Regulations 2015. The Members of the Committee are:-

Sr. No.	Name of the Member	Designation	Category	Number of meeting held	Number of meeting attended
1.	Mr Hemal S. Shah	Chairman	Independent Director	4	4
2.	Mr. Sandip N. Gandhi	Member	Independent Director	4	4
4.	Mr. Ashish Mahendrabhai Shah	Member	Executive Director	4	4

The Audit Committee acts in accordance with the terms of reference specified by the Board of Directors of the Company. Further during the period under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

During the financial year ended on 31st March 2019, the Audit Committee met (4) Four times on 15/05/2018, 11/08/2018, 14/11/2018, and 12/02/2019.

23. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has established vigil mechanism/Whistle Blower Policy for Directors and employees of the Company to report genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct and ethics Policy. The said mechanism also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The Board of Directors of the Company frequently reviews the vigil mechanism/whistle blower policy in order to ensure adequate safeguards to employees and Directors against victimization.

The said policy is also available on the website of the Company at www.padmanabhindustries.com

24. NOMINATION AND REMUNERATION COMMITTEE

a) Composition of Nomination and Remuneration Committee:

As on the date of this report, the Committee comprises of the following members:

Sr. No.	Name of the Member	Designation	Category	Number of meeting held	Number of meeting attended
1.	Mr Hemal S. Shah	Chairman	Independent Director	1	1
2.	Mr. Sandip N. Gandhi	Member	Independent Director	1	1
4.	Mrs. Kosha M. Shah	Member	Independent Director	1	0

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees. The said policy is available on the website of the Company.

Meetings of Nomination and Remuneration Committee:

During the year, one meeting of the Committee was held on 11/08/2018.

25. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee comprises of the following members:

Sr. No.	Name of the Member	Designation	Category
1.	Mr Hemal S. Shah	Chairman	Independent Director
2.	Mr. Ashish M. Shah	Member	Non-Promoter Executive

Details of Investor's grievances/ Complaints:

All investor complaints received during the year were resolved. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2019 are 8 (Eight). As on the date of this report, there is no pending complaint.

26. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has not developed and implemented any risk management policy as the risk threatening the business activity carried out by the Company during the year are minimal.

27. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has placed an adequate Internal Financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, such Controls were tested and no reportable material weakness was observed.

28. AUDITORS

i. STATUTORY AUDITORS

M/s. Nitin K. Shah & Co., Chartered Accountants, the Statutory Auditors of the Company, were appointed at the 22nd Annual General Meeting held on 30th August 2016 to hold office from the conclusion of Twenty second (22nd) Annual General Meeting (AGM) till the conclusion of 27th Annual General Meeting to be held in the year 2021 (subject to ratification of their appointment at every AGM).

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

Management's response on the statutory auditor's Disclaimer of Opinion/Comments on the Company's consolidated financial statements

Disclaimer of Opinion:

We draw your attention to the:

a) Non-availability of Unaudited/Audited Financial Results of Guardian Finance Pvt. Ltd. (Subsidiary Company acquired during the period)

Appropriate note has been disclosed to the fact that Management has not provided Financial Results of Subsidiary Company in which Parent has 69.96 per cent equity investment during the period. The Subsidiary is registered Non-Banking Financial Company having valid license during the period.

b) Unknown financial impact of said subsidiary

As the audited/unaudited financial results are not made available, we could not assess its impact on consolidated statement as to asset/liability or profit/loss.

Our opinion is not qualified in respect of this matter.

Basis of Disclaimer of Opinion of Guardian Finance Pvt. Ltd.

We are unable to comment on the financial impact on the consolidated statement. As a result of this matter, we have not been able to obtain sufficient appropriate audit evidence on the said matter to state whether any adjustments would be required to the information included in the financial statements and impact thereof.

Disclaimer of Opinion

Because of significance of these matter described in the basis of Disclaimer of Opinion paragraph, we are unable to express our opinion for the same.

We did not audit the financial statements of one subsidiary whose financial results were not included in the consolidated annual results.

Our opinion on the Statement is not modified in respect of the above matter in so far as it relates to the amount and disclosures in respect of this subsidiary.

Response:

The Board of directors would like to inform you that the accounts of our company are required to be audited within 60 days of end of financial year i.e. 29th may, 2019, however, the accounts of M/s Guardian Finance Private Limited (subsidiary company) were not ready at the time of audit by the auditor and henceforth the Company failed to provide financial information/ accounts of subsidiary company to the auditor for audit purpose. However, the Board ensures that they would take necessary steps in order to avoid such future non-compliances.

ii. SECRETARIAL AUDITOR

M/s Vishwas Sharma & Associates, Company Secretaries, Ahmedabad were appointed as Secretarial Auditor of the Company to conduct secretarial audit pursuant to the provisions of Section 204 of the Companies Act, 2013. The secretarial audit of the Company has been conducted on a concurrent basis in respect of the matters as set out in the said rules and Secretarial Audit Report given M/s Vishwas Sharma & Associates, Company Secretaries, Secretarial Auditor of the Company forms part of this report and is marked as “**Annexure B**”.

The said report contains observation or qualification certain observation and qualification which are mentioned her under.

Qualification	Explanation
Non-Compliance of the regulation 46(1) and 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which stipulates that a listed entity shall maintain a functional website containing the basic information about listed entity; however the Company does not maintain its website.	The Board of Directors of the Company would like to inform you that due to inadvertent error, the Company failed to renew its website therefore the website is temporary non-functional and the Company is in process to renew the website.
Non-Compliance of regulation 33(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding submission of the financial results. The Company failed to submit financial results for the quarter ended March 31, 2018 within 30 minutes of Board Meeting.	Due to unavoidable circumstances the Company was unable to upload the financial results on the date of approval of financial results by the board of directors for the quarter ended March 31, 2018. However, the company uploaded the same on next day and hence there was mere delay of one day.
Non-Compliance of regulation 6(1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which stipulates that a listed entity shall appoint a qualified Company Secretary as the Compliance Officer and the Company failed to appoint the same for the period from 24 th April, 2018 to 10 th August, 2018. However the Company has appointed Mr. Devang Prajapati as a Company Secretary and Compliance Officer w.e.f 11 th August 2018.	The Board of Directors of your Company would like to explain on the said observation that your Company took all reasonable steps to file up casual vacancy arose in office of Company Secretary & Compliance Officer but could not find any candidate. However, on finding a candidate the Company appointed Mr. Devang Prajapati as a Company Secretary and Compliance Officer of the Company w.e.f. 11 th August 2018.
Non-Compliance of the regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which stipulates that a listed entity shall give prior intimation to stock exchange about the meeting of the board of directors at least 5 days in advance (excluding the date of the intimation and date of Meeting), regarding item specified in clause (a) of sub- regulation (1). However, the Company has not complied with the same for conveying the board meeting to adopt quarterly and year to date financial results of March, 2019 with stock exchange.	The Company inadvertently failed to give prior intimation to stock exchange about conveying the meeting of the board of directors. However, the company shall be more cautious regarding compliance of prior intimation to stock exchange in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Non-Compliance of the regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which stipulates that a listed entity shall make disclosures of any events or information which, in the opinion of the board of directors of the listed company, is material, as soon as reasonably	The Company failed to submit disclosure regarding material event i.e. appointment of Internal Auditor & Secretarial Auditor of the Company within 24 hours of occurrence of event. However, the company shall be more cautious regarding compliances related to stock exchange in terms of SEBI (Listing

<p>possible and not later than twenty four hours from the occurrence of event or information. However, the Company has made delay of 1 day in filing the disclosure relating to appointment of Internal Auditor & Secretarial Auditor of the Company.</p>	<p>Obligations and Disclosure Requirements) Regulations, 2015.</p>
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iii. COST AUDITORS

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is **not applicable** to the Company.

29. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure "C"** and is attached to this Report.

30. PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided in the Report as no remuneration is paid to any of the directors of the company nor any employee of the Company was in receipt of the remuneration exceeding the limits prescribed in the rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

31. CORPORATE GOVERNANCE

As per the provisions of SEBI (Listing Obligations and Disclosures requirement) Regulation, 2015, the annual report of the listed entity shall contain Corporate Governance Report and it is also further provided that if the Company is not having the paid up share capital exceeding Rs. 10 crores and Net worth exceeding Rs. 25 crores, the said provisions are not applicable. As our Company does not have the paid up share capital exceeding Rs.10 crores and Net worth exceeding Rs. 25 crores, the Corporate Governance Report is not applicable and therefore not provided by the Board.

32. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) (e) of the Listing Regulations is given as an **"Annexure D"** to this report.

33. FINANCIAL CALENDAR

The Company expects to announce the unaudited/audited quarterly results for the year 2019-20 as per the following schedule:

First quarter: 2nd week of August, 2019

Half-yearly results: 2nd week of November, 2019

Third quarter: 2nd Week of February, 2020

Yearly Results: By end of May, 2020

34. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors

Date: 31/08/2019

Place: Ahmedabad

**Sd/-
Ashish M. Shah
Chairman cum Managing Director
(DIN: 03129204)**

Annexure-“A”

FORM NO. AOC-2

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.

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

1. Details of Contracts or arrangements or transactions not at arm’s Length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of Contracts/ Arrangements/ Transactions	Duration of The Contracts/ Arrangements/ Transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
NIL								

2. Details of contracts or arrangements or transactions at Arm's length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of Contracts/ Arrangements/ Transactions	Duration of The Contracts/ Arrangements/ Transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:
	(a)	(b)	(c)	(d)	(e)	(f)
1.	Ashish M. Shah (Managing Director)	Rent Paid	On yearly basis	Rs. 1,80,000/-	23/04/2018	-

Place: Ahmedabad
Date: 31/08/2019

For and on behalf of the Board of Directors

Sd/-

Ashish M. Shah
Chairman cum Managing Director
(DIN: 03129204)

Annexure - "B"
Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

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

To,
The Members,
PADMANABH INDUSTRIES LIMITED
AHMEDABAD- 380015

We have conducted the secretarial audit the compliance of applicable statutory provisions and the adherence to good corporate practices by Padmanabh Industries Limited (CIN: L17110GJ1994PLC023396) (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, We hereby report that in our opinion, the Company has, during the audit, period covering the financial year ended on March 31, 2019 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- Mechanism in place to the extent and in the manner reported hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of-

- I. The Companies Act, 2013 and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made under that Act;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed under that act;
- 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 Borrowing. **(not applicable to the company during the audit period)**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(not applicable to the company during the audit period);**

- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(not applicable to the company during the audit period);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable to the company during the audit period);**
 - f) 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;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(not applicable to the company during the audit period);**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(not applicable to the company during the audit period);**
- VI. We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances of other specific applicable Acts, Laws and Regulations to the Company as mentioned hereunder;
- a) Local taxes as applicable in the State of Gujarat;

We have also examined compliance with the applicable Clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and subject to the following observations;

- a) **Non-Compliance of the regulation 46(1) and 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which stipulates that a listed entity shall maintain a functional website containing the basic information about listed entity; however the Company does not maintain its website.**
- b) **Non-Compliance of regulation 33(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding submission of the financial results. The Company failed to submit financial results for the quarter ended March 31, 2018 within 30 minutes of Board Meeting.**
- c) **Non-Compliance of regulation 6(1) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which stipulates that a listed entity shall appoint a qualified Company Secretary as the Compliance Officer and the Company failed to appoint the same for the period from 24th April, 2018 to 10th August, 2018. However the Company has appointed Mr. Devang Prajapati as a Company Secretary and Compliance Officer W.e.f 11th August 2018.**
- d) **Non-Compliance of the regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which stipulates that a listed entity shall give**

prior intimation to stock exchange about the meeting of the board of directors at least 5 days in advance (excluding the date of the intimation and date of Meeting), regarding item specified in clause (a) of sub- regulation (1). However, the Company has not complied with the same for conveying the board meeting to adopt quarterly and year to date financial results of March, 2019 with stock exchange.

- e) **Non-Compliance of the regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which stipulates that a listed entity shall make disclosures of any events or information which, in the opinion of the board of directors of the listed company, is material, as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information. However, the Company has made delay of 1 day in filing the disclosure relating to appointment of Internal Auditor & Secretarial Auditor of the Company.**

The Board of Directors is duly constituted with proper balance of Executive Directors, 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 is 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Board takes decision by majority of directors while the dissenting directors' views are captured and recorded as part of the minutes.

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, there were no instances of:

- (i) Public/Rights of Shares/Preferential Issue of Shares/debentures/sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Merger/ amalgamation/ reconstruction etc.
- (iv) Foreign technical collaborations

**For Vishwas Sharma & Associates
Company Secretaries**

**Place: Ahmedabad
Date: 31st August, 2019**

**Vishwas Sharma
Proprietor
ACS NO: 33017
C P NO: 16942**

This report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.

Annexure to Secretarial Audit Report

To,
The Members,
PADMANABH INDUSTRIES LIMITED
401, ABHISHREE AVENUE,
OPP. HANUMAN TEMPLE,
NEHRUNAGAR CIRCLE, AMBAWADI,
AHMEDABAD- 380015

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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 in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we 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, standards is the responsibility of management. Our 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.

**For Vishwas Sharma & Associates
Company Secretaries**

**Place: Ahmedabad
Date: 31st August, 2019**

**Vishwas Sharma
Proprietor
ACS NO: 33017
C P NO: 16942**

**“Annexure- C”
Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

*as on the financial year ended on 31/03/2019
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]*

I. REGISTRATION AND OTHER DETAILS:

1.	CIN:	L17110GJ1994PLC023396
2.	Registration Date	24/10/1994
3.	Name Of The Company	PADMANABH INDUSTRIES LIMITED
4.	Category / Sub-Category Of the Company	Company Limited By Shares / Indian Non Government Company
5.	Address Of The Registered Office And Contact Details	401, Abhishree Avenue, Opp. Hanuman Temple, Nehrunagar Circle, Ambawadi, Ahmedabad-380015, Gujarat +91-79-26400200 Email-padmanabhindustries@gmail.com
6.	Whether Listed Company	Yes
7.	Name, Address And Contact Details Of Registrar And Transfer Agent, If Any	Bigshare Services Pvt. Ltd. A-802 Samudra Complex, Near Klassic Gold Hotel, Off C G Road, Navarangpura, Ahmedabad-380009 Gujarat. Contact:- 079 - 40024135 Email: bssadh@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities Contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
NIL			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
1.	M/S Padmanabh Sports Private Limited	U74110GJ2016PTC094837	Wholly Owned Subsidiary
2.	M/S Guardian Finance Private Limited	U65993PB1976PTC003643	Subsidiary

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2018)				No. of Shares held at the end of the year (31/03/2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	134600	-	134600	2.21	134600	-	134600	2.21	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other Directors/Relatives	-	-	-	-	-	-	-	-	-
Sub-total (A)(1):-	134600	-	134600	2.21	134600	-	134600	2.21	0.00
(2) Foreign									
a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	134600	-	134600	2.21	134600	-	134600	2.21	0.00

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B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	720236	-	720236	11.85	730420	0	730420	12.02	(0.17)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	389256	469580	858836	14.13	507295	466980	974275	16.03	(1.90)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	4200294	25200	4225494	69.53	3812223	41200	3853423	63.40	6.12
c) Others									
1.Hindu Undivided Families	79232	0	79232	1.30	87968	0	87968	1.45	(0.14)

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2.Non Resident Repatriates	-	-	-	-					
Clearing members	59102	0	59102	0.97	296814	0	296814	4.88	(3.91)
Sub-total (B)(2):-	5448120	494780	5942900	97.79	5434720	508180	5942900	97.79	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	5448120	494780	5942900	97.79	5434720	508180	5942900	97.79	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5582720	494780	6077500	100.00	5569320	508180	6077500	100.00	0.00

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01/04/2018)			Share holding at the end of the year (31/03/2019)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Nilay S. Shah	47500	0.78	-	47500	0.78	-	0.00
2	Jigisha Bhavin Shah	50000	0.82	-	50000	0.82	-	0.00
3	Niraj S. Shah	37100	0.61	-	37100	0.61	-	0.00
TOTAL		134600	2.21	-	134600	2.21	-	0.00

(iii) Change in Promoters' Shareholding (please specify, if there is no change):-

Sr. No.	Promoter's name	Shareholding at the beginning of the year (01/04/2017)		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	134600	2.21	134600	2.21
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE			
	At the end of the year	134600	2.21	134600	2.21

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):-

	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1. PRASHANT JAYANTILAL PATEL				
At the beginning of the year	91,300	1.50	91,300	1.50
Purchase on 13/04/2018	19,000	0.31	1,10,300	1.81
Purchase on 20/04/2018	50,000	0.82	1,60,300	2.64
Purchase on 27/04/2018	25,000	0.41	1,85,300	3.05
Purchase on 11/05/2018	51,000	0.84	2,36,300	3.89
Sell on 24/09/2018	2,36,300	3.89	-	-
Purchase on 28/09/2018	2,36,300	3.89	2,36,300	3.89
At the End of the year	2,36,300	3.89	2,36,300	3.89
2. VERTOOL CONSULTANCY LLP				
At the beginning of the year	2,25,000	3.70	2,25,000	3.70
Sell on 11/05/2018	11,000	0.18	2,14,000	3.52
Sell on 18/05/2018	5,000	0.08	2,09,000	3.44
Sell on 25/05/2018	15,000	0.25	1,94,000	3.19
Sell on 08/06/2018	10,000	0.16	1,84,000	3.03
Sell on 15/06/2018	12,500	0.21	1,71,500	2.82
Sell on 22/06/2018	27,000	0.44	1,44,500	2.38

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Sell on 06/07/2018	43,100	0.71	1,01,400	1.67
Sell on 13/07/2018	36,200	0.60	65,200	1.07
Sell on 20/07/2018	6,470	0.11	58,730	0.97
Sell on 31/08/2018	55,000	0.90	3,730	0.06
Sell on 24/09/2018	3,730	0.06	0.00	0.00
Purchase on 28/09/2018	3,730	0.06	3,730	0.06
Sell on 02/11/2018	2,501	0.04	1,229	0.02
Sell on 07/12/2018	1,229	0.02	0.00	0.00
At the End of the year	0.00		0.00	0.00
3. SURUCHI SHUKLA				
At the beginning of the year	2,20,000	3.62	2,20,000	3.6199
Sell on 24/09/2018	2,20,000	3.62	0.00	0.00
Purchase on 28/09/2018	2,20,000	3.62	2,20,000	3.6199
At the End of the year	2,20,000	3.62	2,20,000	3.6199
4. HIRAL ASHISH SHAH				
At the beginning of the year	2,10,000	3.46	2,10,000	3.4554
Sell on 24/09/2018	2,10,000	3.46	0.00	0.00
Purchase on 28/09/2018	2,10,000	3.46	2,10,000	3.4554
At the End of the year	2,10,000	3.46	2,10,000	3.4554
5. ASHISH MAHENDRA SHAH				
At the beginning of the year	2,00,000	3.29	2,00,000	3.2908
Sell on 24/09/2018	2,00,000	3.29	0.00	0.00
Purchase on 28/09/2018	2,00,000	3.29	2,00,000	3.2908
At the End of the year	2,00,000	3.29	2,00,000	3.2908
6. RONAKKUMAR RASHIKLAL SHAH				
At the beginning of the year	1,99,800	3.29	1,99,800	3.29
Sell on 06/04/2018	1,03,000	1.69	96,800	1.59
Sell on 13/04/2018	29,000	0.48	67,800	1.12
Sell on 20/04/2018	67,800	1.12	0.00	0.00
Sell on 26/10/2018	2,888	0.05	2,888	0.05
Sell on 07/12/2018	75	0.0012	2,813	0.05
Sell on 28/12/2018	300	0.0049	2,513	0.04
Sell on 04/01/2019	300	0.0049	2,213	0.04
Sell on 22/02/2019	13	0.0002	2,200	0.04
Sell on 01/03/2019	200	0.0033	2,000	0.03
Sell on 29/03/201	200	0.0033	1,800	0.03
At the End of the year	1,800	0.03	1,800	0.03
7. MAHENDRABHAI SHAH				
At the beginning of the year	1,99,000	3.27	1,99,000	3.2744
Sell on 24/09/2018	1,99,000	3.27	0.00	0.00

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Purchase on 28/09/2018	1,99,000	3.27	1,99,000	3.2744
At the End of the year	1,99,000	3.27	1,99,000	3.2744
8. NIRANJANA MAHENDRA SHAH				
At the beginning of the year	1,96,000	3.23	1,96,000	3.225
Sell on 24/09/2018	1,96,000	3.23	0.00	0.00
Purchase on 28/09/2018	1,96,000	3.23	1,96,000	3.225
At the End of the year	1,96,000	3.23	1,96,000	3.225
9. NEELYASH KANTILAL PORWAL				
At the beginning of the year	1,70,000	2.80	1,70,000	2.80
Sell on 13/04/2018	23,000	0.38	1,47,000	2.42
Sell on 20/04/2018	1,08,600	1.79	38,400	0.63
Sell on 18/05/2018	38,400	0.63	0.00	0.00
At the End of the year	0.00	0.00	0.00	0.00
10. SHREE VISHWAMURTE TRADINVEST PVT LD				
At the beginning of the year	1,05,020	1.73	1,05,020	1.73
Purchase on 06/04/2018	21,606	0.36	1,26,626	2.08
Purchase on 13/04/2018	2,686	0.04	1,29,312	2.13
Sell on 20/04/2018	12,540	0.21	1,16,772	1.92
Sell on 27/04/2018	16,882	0.28	99,890	1.64
Purchase on 04/05/2018	1,008	0.02	1,00,898	1.66
Purchase on 11/05/2018	41	0.0007	1,00,939	1.66
Purchase on 18/05/2018	650	0.01	1,01,589	1.67
Purchase on 25/05/2018	514	0.01	1,02,103	1.68
Purchase on 01/06/2018	1,848	0.03	1,03,951	1.71
Purchase on 08/06/2018	1,100	0.02	1,05,051	1.73
Purchase on 15/06/2018	101	0.0017	1,05,152	1.73
Purchase on 22/06/2018	273	0.0045	1,05,425	1.73
Purchase on 29/06/2018	800	0.01	1,06,225	1.75
Sell on 06/07/2018	99,140	1.63	7,085	0.12
Purchase on 13/07/2018	15,858	0.26	22,943	0.38
Purchase on 20/07/2018	15,050	0.25	37,993	0.63
Purchase on 27/07/2018	28,996	0.48	66,989	1.10
Purchase on 03/08/2018	10,028	0.17	77,017	1.27
Purchase on 10/08/2018	7,200	0.12	84,217	1.39
Purchase on 17/08/2018	867	0.01	85,084	1.40
Purchase on 24/08/2018	2,816	0.05	87,900	1.45
Purchase on 31/08/2018	13,395	0.22	1,01,295	1.67
Sell on 07/09/2018	8,170	0.13	93,125	1.53
Sell on 24/09/2018	93,125	1.53	0.00	0.00

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Purchase on 28/09/2018	93,125	1.53	93,125	1.53
Sell on 05/10/2018	5,794	0.10	87,331	1.44
Purchase on 12/10/2018	15,635	0.26	1,02,966	1.69
Sell on 19/10/2018	59,589	0.98	43,377	0.71
Sell on 26/10/2018	21,398	0.35	21,979	0.36
Sell on 02/11/2018	5,604	0.09	16,375	0.27
Sell on 09/11/2018	930	0.02	15,445	0.25
Purchase on 16/11/201	9,950	0.16	25,395	0.42
Purchase on 23/11/2018	8,302	0.14	33,697	0.55
Purchase on 30/11/2018	17,700	0.29	51,397	0.85
Purchase on 08/02/2019	1,01,815	1.68	1,53,212	2.52
Purchase on 15/02/2019	1,790	0.03	1,55,002	2.55
Purchase on 22/02/2019	5,589	0.09	1,60,591	2.64
Purchase on 01/03/2019	3,012	0.05	1,63,603	2.69
Purchase on 08/03/2019	529	0.01	1,64,132	2.70
Purchase on 15/03/2019	3,101	0.05	1,67,233	2.75
Purchase on 22/03/2019	1,000	0.02	1,68,233	2.77
Sell on 29/03/2019	8,099	0.13	1,60,134	2.63
At the End of the year	1,60,134	2.63	1,60,134	2.63

(v) Shareholding of Directors and Key Managerial Personnel:-

Sr No.	Shareholding of each Directors and each Key Managerial Personnel	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Ashish Mahendrabhai Shah					
	At the beginning of the year		200000	3.29	200000	3.29
	Date/Quarter wise Increase / Decrease in Promoters Share holding during the year	-				
	At the end of the year		200000	3.29	200000	3.29
2.	Hemal Suresh Shah					
	At the beginning of the year	-	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Share holding during the year	-	-	-	-	-
	At the end of the year	-	Nil	Nil	Nil	Nil

3.	Sandip Navinchandra Gandhi					
	At the beginning of the year	-	Nil	Nil	Nil	Nil
	Date/Quarter wise Increase / Decrease in Promoters Share holding during the year	-				
	At the end of the year	-	Nil	Nil	Nil	Nil
4.	Kosha Malav Shah					
	At the beginning of the year	-	Nil	Nil	Nil	Nil
	Date/Quarter wise Increase / Decrease in Promoters Share holding during the year	-				
	At the end of the year	-	Nil	Nil	Nil	Nil
5.	RAMESHBHAI HARILAL SHAH					
	At the beginning of the year	-	Nil	Nil	Nil	Nil
	Date/Quarter wise Increase / Decrease in Promoters Share holding during the year	-				
	At the end of the year	-	Nil	Nil	Nil	Nil
6.	Devang Prajapti *					
	At the beginning of the year	-	Nil	Nil	Nil	Nil
	Date/Quarter wise Increase / Decrease in Promoters Share holding during the	-				
	At the end of the year	-	Nil	Nil	Nil	Nil

*Mr. Devang Prajapti resigned from the post of the Company Secretary & Compliance Officer of the company w.e.f. 19.04.2019.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	718485	-	718485
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	718485	-	718485
Change in Indebtedness during the financial year				

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• Addition	-	5045000	-	5045000
• Reduction	-	-	-	-
Net Change	-	5045000	-	5045000
Indebtedness at the end of the financial year				
i) Principal Amount	-	5763485	-	5763485
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	-	5763485	-	5763485

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Ashish M. Shah	
1	Gross salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL

B. Remuneration to other Directors:

SN	Particulars of Remuneration	Name of Director				Total Amount
		Hemal S. Shah	Sandeep N. Gandhi	Kosha M. Shah	Dhwanil S Bhavnagari	
1	Independent Directors	✓	✓	✓		
	Fee for attending board committee	NIL	NIL	NIL		NIL

PADMANABH INDUSTRIES LIMITED

	meetings					
	Commission	NIL	NIL	NIL		NIL
	Others, please specify	NIL	NIL	NIL		NIL
	Total (1)	NIL	NIL	NIL		NIL
2	Other Non-Executive Directors		-	-	✓	
	Fee for attending board committee meetings		-	-	-	-
	Commission		-	-	-	
	Others, please specify		-	-	-	-
	Total (2)		-	-	-	-
	Total (B)=(1+2)		-	-	-	-
	Total Managerial Remuneration		-	-	-	-
	Overall Ceiling as per the Act	Rs.1,00,000/- per meeting	Rs.1,00,000/- per meeting	Rs.1,00,000/- per meeting	Rs.1,00,000/- per meeting	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

SN	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
		Mr. Rameshbhai Shah	Mr. Devang Prajapati* (w.e.f. 11.08.2018)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60,000/-	1,44,000/-	5,04,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil

PADMANABH INDUSTRIES LIMITED

4	Commission		Nil	
	- as % of profit	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total	3,60,000/-	1,44,000/-	5,04,000/-

*Mr. Devang Prajapati was appointed as a Company Secretary & Compliance Officer of the company w.e.f. 11.08.2018.

*Mr. Devang Prajapati has resigned from the post of the Company Secretary & Compliance Officer of the company w.e.f. 19.04.2019.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT /COURT]	Appeal made, if any (give details)
A.COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B.DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C.OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

Date: 31/08/2019
Place: Ahmedabad

Sd/-
Ashish M. Shah
Chairman cum Managing Director
(DIN: 03129204)

Annexure - "D"

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

I. Industry Structure and Development

The fabrics industry occupies an important position in the Indian Economy for its extended role of early industrialization and social sector development. Strong growth in end user segments coupled with the initiatives from the government and industry to enhance the growth has brought the focus on the fabrics segment. Simultaneously, improved competitiveness is likely to result in significant growth of the diverse but fragmented fabrics segment.

II. Opportunities and Threats

A future of opportunities exists in the form of increasing user and increasing demand. Growth in Indian economy leads to creation of immense opportunities to the Company for future growth and development.

Your Company perceives risks or concerns common to industry such as concerns related to the Global Economic fallout, Regulatory risks, Foreign Exchange volatilities, Higher Interest rates, and other commercial & business related risks. Fabrics businesses are generally working capital intensive and hence the working capital requirements are also higher.

III. Internal Control system and their adequacy

The Company has adequate system of internal control commensurate with its size and operations to ensure orderly and efficient conduct of the business. These controls ensure safeguard of assets, reduction and detection of frauds and error, adequacy and completeness of the accounting record and timely preparation of reliable financial information.

IV. Financial performance with respect to operational performance

The financial performance of the Company for the year 2017-18 is described in the Directors Report.

i) Risk and Concerns

Your Company perceives risks or concerns common to industry such as concerns related to the Global Economic fallout, Regulatory risks, Foreign Exchange volatilities, Higher Interest rates, and other commercial & business related risks. Fabrics businesses are generally working capital intensive and hence the working capital requirements are also higher.

ii) Material developments in Human Resources/Industrial Relations front, including the number of people employed.

During the year under review, no such initiatives and/or developments in Human Resources/Industrial Relations front has been taken by the Company.

iii) Segment wise Performance:

The business of the company is divided in to 3 (Three) segments: Fabrics business, Electronic and Electric equipment, Agricultural Product business.

Segment	Principal activity
Fabric Business	Trading activity of Fabric & fabric items
Electronic and Electric equipment	Trading activity of electronic goods and appliances
Agricultural Product business	Trading activity of Seeds

	Year Ended	
	31 March 2019	31 March 2018
1) Segment Revenue		
a) Fabrics Business	0	25709500
b) Electronics and Electric Equipment	0	10209582
c) Agricultural Product Business	0	7113733
Gross Revenues	0	43032815
2) Segment Result		
a) Fabrics Business	0	158225
b) Electronics and Electric Equipment	0	137678
c) Agricultural Product Business	0	494748
Total	0	790651

V. Recent Trend and Future Outlook:

The sector in which the Company has been operating is developing faster and provides ample growth opportunities.

Further due to rise in foreign direct investment in the sector, Company will be able to develop projects at fast pace and looking forward for better development and high investment returns.

VI. Cautionary Statement:-

Statement in this Management Discussion and Analysis describing the company's objectives, projections, estimated and expectations are "forward looking statements" Actual results might differ, materially from those anticipated because of changing ground realities.

For and on behalf of the Board of Directors

Date: 31/08/2019
Place: Ahmedabad

Sd/-
Ashish M. Shah
Chairman cum Managing Director
(DIN: 03129204)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PADMANABH INDUSTRIES LIMITED
Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Padmanabh Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS"), of the state of affairs (financial position) of the Company as at March 31, 2019 and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone 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 (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matters described below to be the key audit matters to be communicated in our report:

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
1	Investment in Subsidiary	
	<p>During the year the company has Invested further capital in one subsidiary.</p> <p>Investment in subsidiaries are carried at cost in the accompanying Standalone Financial Statement, which as at March 31, 2019, reflected equity investment balance of Rs. 1,58,39,990/-. The recoverability of the investments in subsidiaries was assessed by the management based on certain assumption, professional judgments, expectation of future events, which are believed to be reasonable under the circumstances & other factors.</p>	<p>We have verified the permission, license and relevant compliance before appropriate authority and found to be in order.</p> <p>Based on the impairment test performed, carrying amount of investment in subsidiaries do not exceed their recoverable amount on the basis that the current business plans of the subsidiaries will materialize without material adverse effects.</p> <p>We have reviewed the main assumption & the professional judgments made by the management in performing the impairment tests & we have found them reasonable under the current circumstances.</p>
2	Inter corporate deposit to Subsidiary	
	<p>During the year, the Company has granted an interest free loan to its one subsidiary. We consider granting loan to Subsidiaries as a key audit matter as it constitutes significant percentage of loan given.</p>	<p>We have verified the relevant records and found in accordance with company policy. Based on the above procedure and, in our opinion the management's determination is considered to be reasonable.</p>

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

6. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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.

Management's Responsibility for the Standalone Financial Statements

7. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone 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.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the standalone 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatement 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 standalone financial statements.

11. 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 standalone 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 risks 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 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 estimate 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 audit's report to the related disclosures in the standalone 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 audit'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 standalone financial statements, including the disclosures and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

12. 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.

13. 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.

14. From the matters communicated with those charge with governance, we determine those matter that were of most significance in the audit of the standalone 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.

Report on Other Legal and Regulatory Requirements

15. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure B, a statement on the matters specified in paragraph 3 and 4 of the Order.

16. Further to our comments in Annexure A, as required by Section 143(3) of the Act, based on our audit 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 & Loss including Other comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;

- d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representation received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the opening effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, the Company has neither paid nor provided for any remuneration to its directors during the year.
- h) With respect to the other matter to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us;
1. The company does not have any pending litigations on its financial position;
 2. The Company did not have any Long Term Contracts including derivative contracts for which there were any material foreseeable losses.
 3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**Place : Ahmedabad
Date : 29/05/2019**

**For, Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No.:107140W**

**Vaibhav N Shah
Proprietor
M. No. 116817**

Annexure A to Independent Auditors' Report

Referred to in paragraph 16(f) of the Independent Auditors' Report of even date to the members of PADMANABH INDUSTRIES LIMITED on the Standalone Ind AS financial statements for the year ended March 31, 2019

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

1. We have audited the internal financial controls over financial reporting of PADMANABH INDUSTRIES LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. 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 Act.

Auditor's Responsibility

3. 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, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and 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.

4. 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. 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

6. 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 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 unauthorized 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

7. 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

8. 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 March 31, 2019, 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.

Place : Ahmedabad

Date : 29/05/2019

For, Nitin K. Shah & Co.

Chartered Accountants

Firm Reg. No.: 107140W

Vaibhav N. Shah

Partner

M. No. 116817

Annexure B to Independent Auditors' Report

Referred to in paragraph 15 of the Independent Auditors' Report of even date to the members of PADMANABH INDUSTRIES LIMITED on the standalone Ind AS financial statements for the year ended March 31, 2019

- (i) In respect of its Fixed Assets:
- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) These fixed assets have been physically verified by the management at reasonable intervals in accordance with regular programme of verification. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) The immovable property held by the Company is on lease rental basis, hence para

3(ii) of the Order is not applicable to the Company.

(ii) In respect of its Inventory:

According to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on physical verification during the year.

(iii) (a) The company has granted unsecured loan to a wholly owned subsidiary company covered in the register maintained under section 189 of the Act. In our opinion and according to the information and explanation given to us, the terms and conditions of the loans are not prejudicial to the Company's interest, having regard to management's representation that the loans are given to such parties considering the company's economic interest and long term trade relationship with such parties.

(b) In respect of loans granted to parties covered in the register maintained under section 189 of the Companies Act, 2013, the loans are repayable on demand and are interest free. Management has not demanded repayment of loan. Accordingly, there has been no default on the part of the parties to whom the money has been lent.

(iv) According to information and explanations given to us, the Company has not given any loans, guarantees or security. In respect of the investments made, in our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act.

(v) According to information and explanations given to us the Company has not accepted any deposits during the year.

(vi) In our opinion and according to the information and explanations given to us, in view of Rule 3 of the Companies (Cost Records and Audit) Amendments Rules 2014, the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the Company and therefore, reporting under clause (vi) of the Order is not applicable to the Company.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, GST, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. Further, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, service tax, GST, duty of customs, duty of excise, value added tax, cess and any other statutory dues in arrears as at March 31, 2019 for period of more than six months from the day they became payable.

(b) According to the information and explanations given to us, there are no dues of Income tax, sales tax, value added tax and goods and service tax which have not been deposited on account of any dispute.

(viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution, banks or government.

Further, the Company does not have any debentures issued/outstanding any time during the year.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the

provisions of Clause 3(ix) of the Order are not applicable to the 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 material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) The managerial remuneration has neither been paid nor provided for, hence para 3(xi) of the Order is not applicable to the Company.
- (xii) This clause of the CARO, 2016 is not applicable to the Company as the Company is not a Nidhi Company.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully convertible debentures during the year under audit. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with directors and the provisions of section 192 of the Companies Act, 2013 have been complied with.
- (xvi) This clause of the CARO, 2016 is not applicable to the Company as the Company is not required to registered under section 45-IA of the Reserve Bank of India Act, 1934.

**Place : Ahmedabad
Date : 29/05/2019**

**For, Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No.: 107140W**

**Vaibhav N. Shah
Partner
M. No. 116817**

BALANCE SHEET AS AT MARCH 31, 2019

(Amount in Rs.)

	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non Current Assets			
(a) Property, Plant and Equipment	1	1066092	1366419
(b) Capital Work-in-Progress		-	-
(c) Investment Property		-	-
(d) Intangible Assets	2	5232960	5552828
(e) Financial Assets			
- Non Current Investments	3	15840000	100000
- Other Non Current Financial Assets	4	230000	55000
(f) Non Current Tax Assets (Net)	5	277750	230378
(g) Other Non-Current Assets	6	32496756	32288756
TOTAL NON CURRENT ASSETS		55143558	39593381
Current Assets			
(a) Inventories		154621	154621
(b) Financial Assets			
- Investments		-	-
- Trade Receivables	7	7948659	7266159
- Cash and cash equivalents	8	724444	9024673
- Other Bank Balances		-	-
- Loans	9	82194414	78436013
- Other Financial Assets	10	11433096	13023000
(c) Other Current Assets	11	39989	84818
TOTAL CURRENT ASSETS		102495223	107989284
TOTAL ASSETS		157638781	147582665
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	12	60775000	60775000
(b) Other Equity	13	75363102	76626955
TOTAL EQUITY		136138102	137401955
Liabilities			
Non-current Liabilities			
(a) Financial Liabilities			
- Borrowings	14	0	47354
(a) Deferred Tax Liabilities		0	32685
(b) Other Non Current Liabilities		-	-
TOTAL NON CURRENT LIABILITIES		0	80039
Current Liabilities			

PADMANABH INDUSTRIES LIMITED

(a) Financial Liabilities			
- Borrowings	15	5763485	718485
- Trade Payables	16	7313362	8043362
- Other Current Financial Liabilities	17	8213591	598100
(b) Other Current Liabilities	18	210241	680724
(c) Provisions		0	60000
(d) Current Tax Liabilities (Net)		-	-
TOTAL CURRENT LIABILITIES		21500679	10100671
TOTAL LIABILITIES		21500679	10180710
TOTAL EQUITIES AND LIABILITIES		157638781	147582665
Significant Accounting Policies	24		
The accompanying notes form an integral part of the financial statements.			

As per our report of even date

For Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No. 107140W

For Padmanabh Industries Limited

CA Vaibhav N. Shah
Proprietor
Mem. No.116817

Ashish Shah
Chairman & MD
DIN: 03129204

Sandeep Gandhi
Director
DIN: 06945814

Date: 29/05/2019
Place: Ahmedabad

Date: 29/05/2019
Place: Ahmedabad

Ramesh Shah
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in Rs.)

	Note No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
I. Revenue from operations (Net)	19	0	41396864
II. Other income	20	1564693	6585405
III.Total Income (I + II)		1564693	47982269
IV.Expenses			
Purchase of Stock-in-Trade		0	40606213
Changes in inventories of Stock-in-Trade		0	0
Employee benefit expenses	21	754540	804900
Finance Costs	22	56181	17437
Depreciation and amortization costs	1	829025	102452
Other expenses	23	1221485	3852692
Total expenses		2861231	45383694
V. Profit before exceptional items and tax (III-IV)		(1296538)	2598575
VI.Exceptional items		-	-
VII.Profit before tax (V-VI)		(1296538)	2598575
VIII.Tax expense			
(1) Current tax		0	495158
(2) Deferred tax		(32685)	32685
(3) MAT Credit Entitlement		0	-214128
IX.Profit for the year (VII-VIII)		(1263853)	2284860
X. Other Comprehensive Income		0	0
XI.Total Comprehensive Income		(1263853)	2284860
XII. Earning Per Equity Share Rs. (FV of Rs.10/- each)		(0.208)	0.405
(Basic and Diluted)			
Significant Accounting Policies	24		

The accompanying notes form an integral part of the financial statements.

For Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No. 107140W

For Padmanabh Industries Limited

CA Vaibhav N. Shah
Proprietor
Mem. No.116817

Ashish Shah
Chairman & MD
DIN: 03129204

Sandeep Gandhi
Director
DIN: 06945814

Date: 29/05/2019
Place: Ahmedabad

Date: 29/05/2019
Place: Ahmedabad

Ramesh Shah
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

A. Equity Share Capital			
Balance as of April 1, 2017	Changes in equity share capital during the year		Balance as of March 31, 2018
45775000	15000000		60775000
Balance as of April 1, 2018	Changes in equity share capital during the year		Balance as of March 31, 2019
60775000	0		60775000
B. Other Equity			
Particulars	Securities Premium	Retained Earnings	Total
Balance as at April 1, 2017	0	(2157905)	(2157905)
Profit for the year	0	2284860	2284860
Addition for the year	76500000	0	76500000
Other Comprehensive Income	-	-	-
Total Comprehensive Income for the year	-	126955	126955
Transfers	-	-	-
Adjustment to opening Retained Earnings	-	-	-
Balance as at March 31, 2018	76500000	126955	76626955
Particulars	Securities Premium	Retained Earnings	Total
Balance as at April 1, 2018	76500000	126955	76626955
Profit for the year	0	(1263853)	(1263853)
Addition for the year	0	0	
Other Comprehensive Income	-	-	-
Total Comprehensive Income for the year	-	(1136898)	(1136898)
Transfers	-	-	-
Adjustment to opening Retained Earnings	-	-	-
Balance as at March 31, 2019	76500000	(1136898)	75363102

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No. 107140W

For Padmanabh Industries Limited

CA Vaibhav N. Shah
Proprietor
Mem. No.116817

Ashish Shah
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Director
DIN: 06945814

Date: 29/05/2019
Place: Ahmedabad

Date: 29/05/2019
Place: Ahmedabad

Ramesh Shah
Chief Financial Officer

STATEMENT OF CASH FLOW FOR THE YEAR ENDED ON 31ST MARCH, 2019

(Amount in Rs.)

	For the year ended 31 March, 2019	For the year ended 31 March, 2018
A) Cash Flow From Operating Activities		
Net Profit before tax and extraordinary items	(1296538)	2598575
Adjustments for:		
Depreciation	829025	102452
Interest Received	301772	(931)
Bad Debts Written Off		600000
Operating profit before working capital changes	(165741)	3300096
Adjustments for:		
(Increase)/Decrease in Stock-in-trade	0	0
Trade receivables & Other receivables	(682500)	11129184
Other Financial Assets	1589904	(13023000)
Other Current Financial Assets	0	0
Other Current Assets	44829	(82098)
Long term loans and advances	(3758401)	(74286003)
Trade payables and other liabilities	(730000)	(10571082)
Other Current Financial Liabilities	7615491	598100
Other Current Liabilities	(470483)	680724
Other Non-Current Tax Assets	(47372)	(120899)
Other Non Current Assets	(300000)	(1576000)
Other Non Current Financial Assets	(175000)	
Short-term provisions	(60000)	60000
Cash generation from operation	3026468	(87191074)
Income-tax Paid	0	(281030)
Net cash from operating activities	2860727	(84172008)
B) Cash Flow From Investing Activities		
Interest received	(301772)	931
Payment for Fixed Asset	(116830)	(5762146)
Non Current Investment	(15740000)	12523000
Net cash used in investing activities	(16158602)	6761785
C) Cash Flow From Financing Activities		
Preferential Issue Allotment		91500000
Repayment/borrowings of Long Term Borrowings	4997646	(5392863)
Net cash from financing activities	4997646	86107137
Net change in cash and cash equivalents (A+B+C)	(8300229)	8696914
Opening Cash and Cash Equivalents	9024673	327759
Closing Cash and Cash Equivalents	724444	9024673

Notes:

1. The Above cash flow statement has been prepared under the "Indirect Method" as set out in the Ind AS - 7
2. The Previous Year's figures have been regrouped wherever necessary.

As per our report of even date

For Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No. 107140W

For Padmanabh Industries Limited

CA Vaibhav N. Shah
Proprietor
Mem. No.116817

Ashish Shah
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DIN: 03129204

Sandeep Gandhi
Director
DIN: 06945814

Date: 29/05/2019
Place: Ahmedabad

Date: 29/05/2019
Place: Ahmedabad

Ramesh Shah
Chief Financial Officer

NOTE 1 Property, Plant and Equipments

Particulars	Vehicle/Other Property	TOTAL
GROSS BLOCK		
Balance as At April 1,2017	1259553	1259553
Additions during the year	1465099	1465099
Discarded / Disposed off during the year	(1259553)	(1259553)
Balance as At March 31,2018	1465099	1465099
Balance as At April 1,2018	1465099	1465099
Additions during the year	0	0
Discarded / Disposed off during the year	0	0
Balance as At March 31,2019	1465099	1465099
ACCUMULATED DEPRECIATION		
Balance as At April 1,2017	0	0
Additions during the year	98680	98680
Discarded / Disposed off during the year	0	0
Balance as At March 31,2018	98680	98680
Balance as At April 1,2018	98680	98680
Additions during the year	300327	300327
Discarded / Disposed off during the year	0	0
Balance as At March 31,2019	399007	399007
Net Carrying Amount		
Balance As at April 1,2016	2632614	2632614
Balance As at March 31,2017	1259553	1259553
Balance As at March 31,2018	1366419	1366419
Balance As at March 31,2019	1066092	1066092

Note - 2 Intangible Assets

Particulars	Mining Rights	Software	TOTAL
GROSS BLOCK			
Balance as At April 1,2017	0	0	0
Additions during the year	5535600	21000	5556600
Discarded / Disposed off during the year	-	-	-
Balance as At March 31,2018	5535600	21000	5556600
Balance as At April 1,2018	5535600	21000	5556600
Additions during the year	116830	0	116830
Discarded / Disposed off during the year	-	-	-
Balance as At March 31,2019	5652430	21000	5673430
ACCUMULATED DEPRECIATION			
Balance as At April 1,2017	0	0	0
Additions during the year	0	3772	3772
Discarded / Disposed off during the year	-	-	-
Balance as At March 31,2018	0	3772	3772
Balance as At April 1,2018	0	3772	3772
Additions during the year	426600	10098	436698
Discarded / Disposed off during the year	-	-	-
Balance as At March 31,2019	426600	13870	440470
Net Carrying Amount			
Balance As at March 31,2018	5535600	17228	5552828
Balance As at March 31,2019	5225830	7130	5232960

PADMANABH INDUSTRIES LIMITED

	March 31, 2019	March 31, 2018
NOTE 3		
NON - CURRENT INVESTMENTS		
Investment in Equity Shares		
Non Trade Investment in Eq. Shares of Wholly Owned Subsidiary - Padmanabh Sports Pvt. Ltd. (No. of Shares: 10000) (P.Y. 10000)	100000	100000
Non Trade Investment in Eq. Shares of Subsidiary - Guardian Finance Pvt. Ltd. (No. of Shares: 10000)	15740000	
Non Trade Investment in Eq. Shares (Unquoted) of - Nilchem Capital Ltd. (No. of Shares: 552300) (P.Y. 552300)	0	0
Non Trade Investment in Eq. Shares (Unquoted) of - Inducto Techno Casting Ltd. (No. of Shares: 200000) (P.Y. 200000)	0	0
Non Trade Investment in Eq. Shares (Unquoted) of - Hans Ship Breaking Pvt. Ltd. (No. of Shares: 300000) (P.Y. 300000)	0	0
	15840000	100000

	March 31, 2019	March 31, 2018
NOTE 4		
OTHER NON - CURRENT FINANCIAL ASSETS		
Deposits with Government and Others	30000	55000
Bank balance in deposit accounts (maturity more than 12 months, earmarked against BG)	200000	
	230000	55000

	March 31, 2019	March 31, 2018
NOTE 5		
NON - CURRENT TAX ASSETS (NET)		
Advance Income Tax (Net) and Tax Deducted At Source	63622	16250
MAT Credit Entitlement	214128	214128
	277750	230378

	March 31, 2019	March 31, 2018
NOTE 6		
OTHER NON - CURRENT ASSETS		
Capital Advances	2973061	2673061
Advances other than Capital Advances	23067095	23067095
Advances other than Capital Advances-WOS	2600	2600
Share Issue Expenses Pending Adjustment	6270000	6270000
Unamortized Portion of Preferential Exp	184000	276000
	32496756	32288756

PADMANABH INDUSTRIES LIMITED

NOTE 7	March 31, 2019	March 31, 2018
TRADE RECEIVABLES		
(Unsecured, considered good)		
Outstanding for a period exceeding Six months (Unsecured, Considered Good)	7948659	7266159
Other Debts	0	0
TOTAL	7948659	7266159

NOTE 8	March 31, 2019	March 31, 2018
CASH AND CASH EQUIVALENTS		
Cash on Hand	763151	2770934
Balances with Banks		
On Current Accounts	(38707)	6253739
On Fixed Deposits		
TOTAL	724444	9024673

NOTE 9	March 31, 2019	March 31, 2018
LOANS		
Unsecured, Considered Good		
Loan to Wholly Owned Subsidiary	78839907	78436013
Loan to Subsidiary	2000	0
Others	3352507	0
	82194414	78436013

NOTE 10	March 31, 2019	March 31, 2018
OTHER FINANCIAL ASSETS		
Receivables on Sale of Investments	11423000	13023000
Interest accrued but not due on deposits	10096	0
	11433096	13023000

NOTE 11	March 31, 2019	March 31, 2018
OTHER CURRENT ASSETS		
Input VAT	0	2733
CENVAT-Service Tax	0	64500
Pre-payments	39989	17585
	39989	84818

NOTE 12	March 31, 2019	March 31, 2018
EQUITY SHARE CAPITAL		
Authorised		
75,00,000 (50,00,000) Equity Shares of Rs.10/- each	75000000	75000000
	75000000	75000000

PADMANABH INDUSTRIES LIMITED

Issued, Subscribed & Fully Paid Up		
60,77,500 (45,77,500) Equity Shares of Rs.10/- each	60775000	60775000
TOTAL	60775000	60775000

Reconciliation of the number of Equity Shares outstanding		
At the beginning of the period	6077500	4577500
Add: Shares issued during the year	Nil	1500000
Less: Shares bought back during the year	Nil	Nil
Add: Other movements during the year	Nil	Nil
Outstanding at the end of the period	6077500	6077500

Terms/Rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each shareholder of equity share is entitled to one vote per share.		
There are no bonus issue or buy back of equity shares during the period of five years immediately preceding the reporting date.		
Shares held by holding/ultimate holding company/or their subsidiaries/ associates	Nil	Nil

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholder	No. of Shares & % of holding
	-

As per the records of the Company, including its Register of Members and other declarations received from them regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

NOTE 13		
OTHER EQUITY		
STATEMENT OF CHANGES IN EQUITY	March 31, 2019	March 31, 2018
Particulars	Securities Premium	Retained Earnings
Balance as at April 1, 2017	0	-2157905
Profit for the year	0	2284860
Addition for the year	76500000	0
Other Comprehensive Income	-	-
Total Comprehensive Income for the year	-	126955
Transfers	-	-
Adjustment to opening Retained Earnings	-	-
Balance as at March 31, 2018	76500000	126955

PADMANABH INDUSTRIES LIMITED

Particulars	Securities Premium	Retained Earnings
Balance as at April 1, 2018	76500000	126955
Profit/(Loss) for the year	0	(1263853)
Addition for the year	0	0
Other Comprehensive Income	-	-
Total Comprehensive Income for the year	-	
Transfers	-	-
Adjustment to opening Retained Earnings	-	-
Balance as at March 31, 2019	76500000	(1136898)

NOTE 14	March 31, 2019	March 31, 2018
NON CURRENT BORROWINGS		
SECURED		
Term Loans (Car)		
-From Banks	0	47354
	0	47354

NOTE 15	March 31, 2019	March 31, 2018
CURRENT BORROWINGS		
LOANS REPAYABLE ON DEMAND		
UNSECURED		
From related parties	2763485	718485
From ICD	3000000	0
	5763485	718485

NOTE 16	March 31, 2019	March 31, 2018
TRADE PAYABLES		
Total Outstanding dues of creditors other than micro enterprises and small enterprises	7313362	8043362
TOTAL	7313362	8043362

NOTE 17	March 31, 2019	March 31, 2018
OTHER CURRENT FINANCIAL LIABILITIES		
Creditors for Expenses/Assets	8166245	463844
Current Maturities of Long-term Debt	47346	134256
TOTAL	8213591	598100

NOTE 18	March 31, 2019	March 31, 2018
OTHER CURRENT LIABILITIES		
Statutory Liability	210241	680724
TOTAL	210241	680724

PADMANABH INDUSTRIES LIMITED

NOTE 19	March 31, 2019	March 31, 2018
REVENUE FROM OPERATIONS		
Sale of Products		
Traded Goods-(Net of GST)		
--Castor Seeds	0	6774985
--Electronics & Electric Equipments	0	9024227
--Fabrics	0	25597652
Total Sales	0	41396864

NOTE 20	March 31, 2019	March 31, 2018
OTHER INCOME		
Interest on IT Refund	3047	931
Commission on Trading	1250000	6508474
Sundry Balances Written Back	78	76000
Interest on ICD	287507	0
Interest on FD with Bank (Against BG)	11218	0
Bad Debts Recovery	12843	0
	1564693	6585405

NOTE 21	March 31, 2019	March 31, 2018
CHANGES IN INVENTORY OF STOCK IN TRADE		
Opening Stock		
Traded Chemical Products	154621	154621
Less:		
Closing Stock		
Traded Chemical Products	154621	154621
	0	0

NOTE 22	March 31, 2019	March 31, 2018
EMPLOYEE BENEFIT EXPENSES		
Admin Salary Expense	754540	804900
	754540	804900

NOTE 23	March 31, 2019	March 31, 2018
FINANCE COSTS		
Interest on Taxes	35155	2913
Interest on Car Loan	10299	12987
Interest to Others	364	
Bank Charges	10363	1537
	56181	17437

PADMANABH INDUSTRIES LIMITED

NOTE 24	March 31, 2019	March 31, 2018
OTHER EXPENSES		
Annual Custodian & Depository Fees	117053	86408
Annual Listing Fees	250000	250000
Bad Debts Written Off	0	600000
Granite Mining Expense	163600	0
Rent, Rates & Taxes	182000	180000
Insurance	24685	24105
Postage & Telegraph	2598	7009
Consultancy Expenses	184250	472851
Payment to Auditors for:		
Audit Fees	30000	64500
Tax Audit Fees	0	30000
Filing Fees	18100	207280
Motor Vehicle Expense	36000	40800
Office Maintenance	13700	41196
Office Electric Expense		53590
Office Expense	65220	118027
Preferential Issue Exp	0	262750
Pre-operative Exp of Abandoned Project	0	1259553
Service Tax Transition Credit W/off	64500	0
Stationary & Printing Exp	31582	27252
Telephone & Trunk call	16856	56393
Travelling Expense	0	34222
Sales Promotion, Advertisement and Publicity	21341	36756
TOTAL	1221485	3852692

NOTE 24

Significant Accounting Policies and Notes on Accounts:

1. Significant Accounting Policies:

1) Basis of Preparation of Financial Statements:-

(i) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(ii) Historical cost convention

The financial statements have been prepared on an accrual basis and under the historical cost convention except certain financial assets and liabilities are measured at fair value (refer accounting policy regarding financial instruments).

(iii) Classification of assets and liabilities

The classification of assets and liabilities into current and non-current, wherever applicable, are based on normal operating cycles of business activities of the Company, which is twelve months.

2) Summary of Significant Accounting Policies:

a) Property, Plant and Equipment:

All items of Property, plant and equipment except land are shown at cost, less accumulated depreciation and impairment, if any. The cost of an item of property, plant and equipment comprises its cost of acquisition inclusive of inward freight, import duties, and other nonrefundable taxes or levies and any cost directly attributable to the acquisition / construction of those items; any trade discounts and rebates are deducted in arriving at the cost of acquisition.

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

Gain or losses arising on disposal of property, plant and equipment are recognised in profit or loss.

(b) Depreciation and amortisation:

Depreciation has been provided based on useful life assigned to each asset in accordance with Schedule II of the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset.

(c) Impairment of assets

At the date of balance sheet, if there are indications of impairment and the carrying amount of the cash generating unit exceeds its recoverable amount (i.e. the higher of the fair value less costs of disposal and value in use), an impairment loss is recognised. The carrying amount is reduced to the recoverable amount and the reduction is recognised as an impairment loss in the profit or loss. The impairment loss recognised in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

(d) Inventories:

The cost of various categories of inventory is determined as follows:

1. Raw material and Packing Materials: At Cost including local taxes (Net of setoff) or Net realisable Value, whichever is lower.
2. Stock in Process: At Cost or Net realisable value, whichever is lower.
3. Stock of Finished Goods: At Cost or Net realisable value, whichever is lower.
4. Consumable Stores & Spares: At Cost or Net realisable value, whichever is lower.
5. Scrap: At Net realisable value

Cost of raw material and packing materials are determined using first in first out (FIFO) method. Costs of finished goods and stock in process include cost of raw material and packing materials, cost of conversion and other costs incurred in bringing the inventories to the present location and condition.

(e) Revenue recognition:

Revenue is measured at the fair value of the consideration received or receivable.

The Company recognizes sale of goods when the significant risks and rewards of ownership are transferred to the buyer.

Interest Income is accounted on accrual basis and dividend income is accounted on receipt basis.

(f) Fair value measurement:

The Company measures financial instruments at fair value at each balance sheet date. 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.

All assets and liabilities for which fair value is measured or disclosed in the financial statement are categorized within the fair value hierarchy.

(g) Financial Instruments:

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. All the financial assets and liabilities are measured initially at fair value. Transaction costs that are directly attributable to the acquisition or issue of

financial asset and financial liabilities (other than financial assets and liabilities carried at fair value through profit or loss) are added or deducted from the fair value measured on initial recognition of financial asset or financial liability.

(h) Financial assets

Classification and Measurement

All the financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial asset (other than financial assets carried at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset.

Subsequent measurement of a financial assets depends on its classification i.e., financial assets carried at amortised cost or fair value (either through other comprehensive income or through profit or loss). Such classification is determined on the basis of Company's business model for managing the financial assets and the contractual terms of the cash flows.

The Company's financial assets primarily consists of cash and cash equivalents, trade receivables, loans to employees and security deposits etc. which are classified as financial assets carried at amortised cost.

Amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a financial assets that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is recognised using the effective interest rate method.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. For trade receivables, the Company provides for lifetime expected credit losses recognized from initial recognition of the receivables.

De-recognition of financial assets

A financial asset is de-recognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual

Obligation to pay the cash flows to one or more recipients.

(i) Income recognition

Interest income

Interest income is recognised at contracted rate of interest.

Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(j) Provision, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably.

All known Liabilities, wherever material, are provided for and Liabilities, which are disputed, are referred to by way of Notes on Accounts.

Contingent assets are not recognized in the financial statements.

(k) Taxes on Income

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

Minimum Alternate Tax (MAT) Credit is recognized as assets only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of credit to the profit and loss account and shown as MAT credit entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

(l) Loans and Receivables

Trade receivables and loans are initially measured at transaction value, which is the fair value and subsequently retained at cost less appropriate allowance for credit losses as most loans and

receivable of the Company are current in nature. Where significant, non-current loans and receivables are accounted for at amortized cost using effective rate method less appropriate allowance for credit losses. Interest is accounted for on the basis of contractual terms, where applicable and is included in interest income. Impairment losses are recognized in the profit or loss where there is objective evidence that the Company will not be able to collect all the due amounts.

(m) Investments

At initial recognition, the Company measures its investments at its fair value plus costs that are directly attributable to the acquisition of the financial asset. Investments are designated as subsequently measured at fair value through profit or loss. The transaction costs are expenses immediately in statement of profit or loss. Movements in fair value of these assets re taken in profit or loss.

(n) Segment reporting

Identification of segments:

The Company's operating businesses are organized and managed according to the nature of products and predominant source of the risk for the Company is business product, therefore business segment has been considered as primary segment. The analysis of geographical segments is based on the areas in which the Company operates.

Segment policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

(o) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders after deducting preference dividends and attributable taxes by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

(p) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(q) Leases:-Leases, where the lessor retains substantially all the risks and rewards incidental to the ownership are classified as operating leases. Operating lease payments are recognized as an expense in Profit & Loss account on Straight Line basis over the lease term.

(r) Employee benefits

Retirement benefits in the form of Provident Fund contributed to Statutory Provident Fund is a defined contribution scheme and the payments are charged to the Profit and Loss Account of the

year when the payments to the respective funds are due. There are no obligations for contribution payable to Provident Fund Authorities.

Superannuation Fund and Employees' State Insurance Corporation (ESIC) are defined contribution schemes and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations for the contribution payable to the respective funds.

The company does not have gratuity Liability.

(s) Foreign Currency Transactions

Transactions in foreign currencies are accounted at the exchange rates prevailing on the date of transaction or at rates that closely approximate the rate at the date of the transaction.

(t) Project Development Expenses Pending Adjustment

Expenditure incurred during development and preliminary stages of the Company's new projects are carried forward. However, if any project is abandoned, the expenditure relevant to such project is written off through the natural heads of expenses in the year in which it is so abandoned.

Notes to Accounts:

1. Contingent Liability not provided for: Bank Guarantee in Favor of Mining and Geology Department Rs.2,00,000.
2. The balances of sundry debtors, sundry creditors, loans and advances are subject to confirmation.
3. As explained to us, the provisions of Provident Fund Act, ESI Act, and Gratuity Act are not applicable to the Company.
4. Segment Information:

Based on the management approach as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker ('CODM') evaluates the Group performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along these business segments viz. Trading in Fabrics Business, Electronics and Electric Equipment Business and Agricultural Product Business.

Financial information on our standalone reportable operating segments for the year ended 31 March 2019 is set out as below:

	Year Ended	
	31 March 2019	31 March 2018
1) Segment Revenue		
a) Fabrics Business	0	25709500
b) Electronics and Electric Equipment	0	10209582
c) Agricultural Product Business	0	7113733
Gross Revenues	0	43032815

PADMANABH INDUSTRIES LIMITED

2) Segment Result		
a) Fabrics Business	0	158225
b) Electronics and Electric Equipment	0	137678
c) Agricultural Product Business	0	494748
Total	0	790651
3) Reconciliation on standalone Financial results		
Segment revenue	0	43032815
Less : reconciling items		
Taxes and discounts sales	0	1635952.26
Inter-segment revenue	0	0
Revenue from Operations	0	41396862.74
Segment Result	0	790651
Less : reconciling items		
Depreciation Expense	829025	102452
Finance Cost	10298.72	12986.96
Tax Expense, Net	(32685)	313715
Other unallowable Expense	2021907.66	4661942.6
Add: Other Income	1564692.97	6585306
Profit/(Loss) for the period	(1263853.41)	2284860.44

Geographical information:

The Company's operations are based only in India. Hence all of the revenues and the noncurrent assets of the Company are located in India.

5. The public issue expenses and deferred revenue expenditure incurred are written off over a period of 10 years.
6. According to the information available with the Company, there are no amounts as at 31st March, 2019 due to suppliers in amounts outstanding for more than 45 days who constitute a "Micro, Small and Medium Enterprises" as per MSMED Act, 2006.
7. The Board of Directors is of the opinion that all the liabilities have been adequately provided for.
8. There is no operational activity in the business of shares and securities, lease and in finance field.
9. We are informed by the management that there is no decline in price in respect of unquoted Investment.
10. There was no impairment loss on Fixed Assets on the basis of review carried out by the Management in accordance with Accounting Standard-28 issued by the Institute of Chartered Accountants of India.
11. Earnings Per Share (EPS)

Particulars	2018-19 (Amount in Rs.)	2017-18 (Amount in Rs.)
Net Profit as per profit & loss account	(1263853)	2284860

PADMANABH INDUSTRIES LIMITED

Less: Preference dividend and tax thereon	0.0	0.0
Net Profit for calculation of basic/diluted EPS	(1263853)	2284860
Weighted average number of equity shares (in calculated basic/diluted EPS)	6077500	5640000
[Nominal value of Shares Rs.10 (Previous Year Rs.10)]		
Earnings Per Share	(0.208)	0.405

12) Auditor's Remuneration

Particulars	2018-19 (Amount in Rs.)	2017-18 (Amount in Rs.)
As Auditor		
-Statutory Audit	0	64500
-Tax Audit	0	0
As Advisor or in other capacity	0	0
Reimbursement of Expenses	0	0
Total	0	64500

13) Directors Remuneration

Particulars	2018-19 (Amount in Rs.)	2017-18 (Amount in Rs.)
Directors Remuneration		
Salaries	0.00	0.00
Perquisites	0.00	0.00
Contribution to Provident & Superannuation	0.00	0.00
Fund	0.00	0.00
Total	0.00	0.00

14) Deferred Tax Liability Related to:

Sr No.	Particulars	Deferred Tax Assets		Deferred Tax Liabilities		Net Balance	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1	Difference in amounts of depreciation	32685	0	0	32,685	0	32,685
2	Section 43B expenses deductible for tax purposes on payment basis	0	0	0	0	0	0
3	Other	0	0	0	0	0	0

15) Financial Instruments and Related Disclosures

I. Capital Management

The Company does not have substantial borrowing and aims at maintaining a strong capital base so as to maintain adequate supply of funds towards future growth plans as a going concern.

II. Categories of Financial Instruments

		As at		As at	
		March 31, 2019		March 31, 2018	
		Carrying Value	Fair Value	Carrying Value	Fair Value
A	Financial Assets				
	a) Measured at amortized cost				
	i) Cash and cash equivalents	724444	724444	9024673	9024673
	ii) Other bank balances, other than (i) above	-	-	-	-
	iii) Trade Receivables	7948659	7948659	7266159	7266159
	iv) Loans	82194414	82194414	78436013	78436013
	v) Other Financial Assets	11433096	11433096	13023000	13023000
	Sub-Total	102300613	102300613	107749845	107749845
	b) Measured at fair value through profit or loss				
	i) Investments in mutual funds and Bonds	0	0	0	0
	ii) Investment in unquoted equity share	0	0	0	0
	Sub-Total	0	0	0	0
	Total Financial Assets	102300613	102300613	107749845	107749845
B	Financial Liabilities				
	Measured at amortized cost				
	i) Borrowings	5763485	5763485	718485	718485
	ii) Trade Payables	7313362	7313362	8043362	8043362
	iii) Other Current Financial Liabilities	8213591	8213591	598100	598100
	Total Financial Liabilities	21290438	21290438	9359947	9359947

The carrying amounts of trade payables, other financial liabilities, cash and cash equivalents, other bank balances, trade receivables and other financial assets are considered to be the same as their fair values due to their short term nature.

III. Expected Credit Loss

The company has receivable balances on commercial trades, which are generally short term in nature. Further, financial instruments such as mutual funds and tax free bonds are made in high quality papers/counterparties. Accordingly, the Company has concluded that no provision for expected credit loss is required.

IV. Financial Risk Management

There are no significant market risks or liquidity risk to which the Company is exposed.

16) Related Parties Disclosure under Accounting Standard 18

PADMANABH INDUSTRIES LIMITED

1) Related Party relationship:

Sr. No	Related Party	Relation	Nature of Transaction	Amount	Previous Year
1	Ashish M Shah	Managing Director	Office Rent	1,80,000	1,80,000
2	Maunishkumar Gandhi	Company Secretary	Salary	10,000	1,20,000
3	Padmanabh Sports Pvt Ltd	Wholly Owned Subsidiary Company	Loan balance Outstanding (Dr.)	7,88,39,907	7,84,36,013
4	Rameshbhai H Shah	CFO	Salary	3,90,000	3,00,000
5	Padmanabh Sports Pvt Ltd	Wholly Owned Subsidiary Company	Loan advanced	31,35,000	7,65,20,003
6	Padmanabh Sports Pvt Ltd	Wholly Owned Subsidiary Company	Loan repayment received	26,35,000	22,34,000
7	Padmanabh Sports Pvt Ltd	Wholly Owned Subsidiary Company	Reimbursement receivable (Dr.)	2,600	2,600
8	Ashish M Shah	Managing Director	Loan received	27,45,000	14,62,405
9	Ashish M Shah	Managing Director	Loan repaid	7,00,000	32,02,622
10	Ashish M Shah	Managing Director	Loan balance outstanding (Cr.)	21,53,485	1,08,485
11	Devang Prajapati	Company Secretary	Salary	1,44,000	-

For Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No. 107140W

For Padmanabh Industries Limited

CA Vaibhav N. Shah
Proprietor
Mem. No.116817

Ashish Shah
Chairman & MD
DIN: 03129204

Sandeep Gandhi
Director
DIN: 06945814

Date: 29/05/2019
Place: Ahmedabad

Date: 29/05/2019
Place: Ahmedabad

Ramesh Shah
Chief Financial Officer

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS OF PADMANABH INDUSTRIES LIMITED
Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Padmanabh Industries Limited ("the Holding Company") and its subsidiary (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2019, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS"), of the state of affairs (financial position) of the Company as at March 31, 2019 and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone 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 (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis Matter

4. We draw your attention to the:

a) Non-availability of Unaudited/Audited Financial Results of Guardian Finance Pvt. Ltd. (Subsidiary Company acquired during the period)

Appropriate note has been disclosed to the fact that Management has not provided Financial Results of Subsidiary Company in which Parent has 69.96 per cent equity investment during the period. The Subsidiary is registered Non-Banking Financial Company having valid license during the period.

b) Unknown financial impact of said subsidiary

As the audited/unaudited financial results are not made available, we could not assess its impact on consolidated statement as to asset/liability or profit/loss.

Our opinion is not qualified in respect of this matter.

5. Basis of Disclaimer of Opinion of Guardian Finance Pvt. Ltd.

We are unable to comment on the financial impact on the consolidated statement. As a result of this matter, we have not been able to obtain sufficient appropriate audit evidence on the said matter to state whether any adjustments would be required to the information included in the financial statements and impact thereof.

6. Disclaimer of Opinion

Because of significance of these matter described in the basis of Disclaimer of Opinion paragraph, we are unable to express our opinion for the same.

We did not audit the financial statements of one subsidiary whose financial results were not included in the consolidated annual results.

Our opinion on the Statement is not modified in respect of the above matter in so far as it relates to the amount and disclosures in respect of this subsidiary.

Key Audit Matters

7. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended March 31, 2019. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

8. We have determined the matters described below to be the key audit matters to be communicated in our report:

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
1	Investment in Subsidiary	
	During the year the company has Invested further capital in one subsidiary.	We have verified the permission, license and relevant compliance before appropriate authority and found to be in order.
	Investment in subsidiaries are carried at cost in the accompanying Standalone Financial Statement, which as at March 31, 2019, reflected equity investment balance of Rs. 1,58,39,990/-. The recoverability of the investments in subsidiaries was assessed by the management based on certain assumption, professional judgments, expectation of future events, which are	Based on the impairment test performed, carrying amount of investment in subsidiaries do not exceed their recoverable amount on the basis that the current business plans of the subsidiaries will materialize without material adverse effects. We have reviewed the main assumption & the professional judgments made by the management in performing the impairment tests & we have found them reasonable under

	believed to be reasonable under the circumstances & other factors.	the current circumstances.
2	Inter corporate deposit to Subsidiary	
	During the year, the Company has granted an interest free loan to its one subsidiary. We consider granting loan to Subsidiaries as a key audit matter as it constitutes significant percentage of loan given.	We have verified the relevant records and found in accordance with company policy. Based on the above procedure and, in our opinion the management's determination is considered to be reasonable.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

9. The Holding Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our 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.

Management's Responsibility for the Consolidated Financial Statements

10. The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the consolidated Financial Statements

12. Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatement 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 financial statements.

13. 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 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 risks 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 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 estimate 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 audit's report to the related disclosures in the consolidated 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 audit'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 financial statements, including the disclosures and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

14. 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.

15. 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.

16. From the matters communicated with those charge with governance, we determine those matter that were of most significance in the audit of the consolidated 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.

Report on Other Legal and Regulatory Requirements

17. 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 of the aforesaid consolidated financial statements
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of financial statements have been kept so far as it appears from our examination of those books.
- c) The consolidated Balance Sheet, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group's Companies is disqualified as on 31st March, 2019 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 Holding Company and its subsidiary companies and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'.
- g) With respect to the other matter to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us;
 1. The company does not have any pending litigations on its financial position;
 2. The Company did not have any Long Term Contracts including derivative contracts for which there were any material foreseeable losses.
 3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**Place : Ahmedabad
Date : 29/05/2019**

**For, Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No.:107140W**

**Vaibhav N Shah
Proprietor
M. No. 116817**

Annexure A to Independent Auditors' Report

Referred to in paragraph 17(f) of the Independent Auditors' Report of even date to the members of PADMANABH INDUSTRIES LIMITED on the consolidated Ind AS financial statements for the year ended March 31, 2019

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

1. In conjunction with our audit of the consolidated financial statements of PADMANABH INDUSTRIES LIMITED as of and for the period ended March 31, 2019, we have audited the internal financial controls over financial reporting of PADMANABH INDUSTRIES LIMITED (hereinafter referred to as the "Holding Company") and its subsidiaries, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2 The respective Board of Directors of the Holding Company and its subsidiaries which are incorporated in India, are 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 Act.

Auditor's Responsibility

3. 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, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and 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.

4. 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. 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

6. 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 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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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

7. 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

8. 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 March 31, 2019, 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.

**Place : Ahmedabad
Date : 29/05/2019**

**For, Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No.:107140W**

**Vaibhav N Shah
Proprietor
M. No. 116817**

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

	Notes	As at March 31,2019	As at March 31,2018
ASSETS			
Non Current Assets			
(a) Property, Plant and Equipment	1	1627066	2273506
(b) Capital Work-in-Progress			-
(c) Investment Property			-
(d) Intangible Assets	2	5232960	5552828
(e) Financial Assets			
- Non Current Investments	3	15740000	0
- Other Non Current Financial Assets	4	230000	55000
(f) Non Current Tax Assets (Net)	5	4218741	4168619
(g) Other Non-Current Assets	6	32501226	32296761
TOTAL NON CURRENT ASSETS		59549993	44346714
Current Assets			
(a) Inventories		154621	154621
(b) Financial Assets			
- Investments		-	-
- Trade Receivables	7	21598648	15403151
- Cash and cash equivalents	8	1323549	11678788
- Other Bank Balances		-	-
- Loans	9	3354507	0
- Other Financial Assets	10	11433096	13023000
(c) Other Current Assets	11	6176870	7397662
TOTAL CURRENT ASSETS		44041291	47657222
TOTAL ASSETS		103591284	92003936
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	12	60775000	60775000
(b) Other Equity	13	-1147635	7996972
TOTAL EQUITY		59627365	68771972
Liabilities			
Non-current Liabilities			
(a) Financial Liabilities			
- Borrowings	14	0	47354
(a) Deferred Tax Liabilities		0	32685
(b) Other Non Current Liabilities		-	-
TOTAL NON CURRENT LIABILITIES		0	80039
Current Liabilities			
(a) Financial Liabilities			

PADMANABH INDUSTRIES LIMITED

- Borrowings	15	14778140	983140
- Trade Payables	16	10752185	11482185
- Other Current Financial Liabilities	17	12317872	3017315
(b) Other Current Liabilities	18	5272422	6711985
(c) Provisions		843300	957300
(d) Current Tax Liabilities (Net)		-	-
TOTAL CURRENT LIABILITIES		43963919	23151925
TOTAL LIABILITIES		43963919	23231964
TOTAL EQUITIES AND LIABILITIES		103591284	92003936
Significant Accounting Policies	24		
The accompanying notes form an integral part of the financial statements.			

As per our report of even date

For Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No. 107140W

For Padmanabh Industries Limited

CA Vaibhav N. Shah
Proprietor
Mem. No.116817

Ashish Shah
Chairman & MD
DIN: 03129204

Sandeep Gandhi
Director
DIN: 06945814

Date: 29/05/2019
Place: Ahmedabad

Date: 29/05/2019
Place: Ahmedabad

Ramesh Shah
Chief Financial Officer

PADMANABH INDUSTRIES LIMITED

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019
(Amount in Rs.)**

	Note No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
I. Revenue from operations (Net)	19	11623788	62911914
II. Other income	20	1564693	6585405
III.Total Income (I + II)		13188481	69497319
IV.Expenses			
Purchase of Stock-in-Trade		159590	40723463
Changes in inventories of Stock-in-Trade		0	0
Employee benefit expenses	21	1744319	1877539
Finance Costs	22	381502	21835
Depreciation and amortization costs	1	1175138	292845
Other expenses	23	18905224	92582845
Total expenses		22365773	135498527
V. Profit before exceptional items and tax (III-IV)		(9177292)	(66001208)
VI.Exceptional items		-	-
VII.Profit before tax (V-VI)		(9177292)	(66001208)
VIII.Tax expense			
(1) Current tax		0	495158
(2) Deferred tax		(32685)	32685
(3) MAT Credit Entitlement		0	(214128)
IX.Profit for the year (VII-VIII)		(9144607)	(66314923)
X. Other Comprehensive Income		0	0
XI.Total Comprehensive Income		(9144607)	(66314923)
XII. Earning Per Equity Share Rs.(FV of Rs.10/- each)		(1.505)	(11.758)
(Basic and Diluted)			
Significant Accounting Policies	24		
The accompanying notes form an integral part of the financial statements.			

For Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No. 107140W

For Padmanabh Industries Limited

CA Vaibhav N. Shah
Proprietor
Mem. No.116817

Ashish Shah
Chairman & MD
DIN: 03129204

Sandeep Gandhi
Director
DIN: 06945814

Date: 29/05/2019
Place: Ahmedabad

Date: 29/05/2019
Place: Ahmedabad

Ramesh Shah
Chief Financial Officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

A. Equity Share Capital		
Balance as of April 1, 2017	Changes in equity share capital during the year	Balance as of March 31, 2018
45775000	15000000	60775000
Balance as of April 1, 2018	Changes in equity share capital during the year	Balance as of March 31, 2019
60775000	0	60775000

B. Other Equity			
Particulars	Securities Premium	Retained Earnings	Total
Balance as at April 1, 2017	0	(2188105)	(2188105)
Profit for the year	0	(66314923)	(66314923)
Addition for the year	76500000	0	76500000
Other Comprehensive Income	-	-	-
Total Comprehensive Income for the year	-	(68503028)	(68503028)
Transfers	-	-	-
Adjustment to opening Retained Earnings	-	-	-
Balance as at March 31, 2018	76500000	(68503028)	7996972

Particulars	Securities Premium	Retained Earnings	Total
Balance as at April 1, 2018	76500000	(68503028)	7996972
Profit for the year	0	(9144607)	(9144607)
Addition for the year	0	0	0
Other Comprehensive Income	-	-	-
Total Comprehensive Income for the year	-	(77647635)	(77647635)
Transfers	-	-	-
Adjustment to opening Retained Earnings	-	-	-
Balance as at March 31, 2019	76500000	(77647635)	(1147635)

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For Nitin K. Shah & Co.

Chartered Accountants

Firm Reg. No. 107140W

For Padmanabh Industries Limited

CA Vaibhav N. Shah

Proprietor

Mem. No.116817

Ashish Shah

Chairman & MD

DIN: 03129204

Sandeep Gandhi

Director

DIN: 06945814

Date: 29/05/2019

Ahmedabad

Date: 29/05/2019

Place: Ahmedabad

Ramesh Shah

Place: Chief Financial Officer

STATEMENT OF CONSOLIDATED CASH FLOW FOR THE YEAR ENDED ON 31ST MARCH, 2019
(Amount in Rs.)

	For the year ended	For the year ended
	31st March, 2019	31st March, 2018
A) Cash Flow From Operating Activities		
Net Profit before tax and extraordinary items	(9177292)	(66001208)
Adjustments for:		
Depreciation	1175138	292845
Interest Received	(301772)	(931)
Bad Debts Written Off	0	600000
Operating profit before working capital changes	(8303926)	(65109294)
Adjustments for:		
(Increase)/Decrease in Stock-in-trade	0	0
Trade receivables & Other receivables	(6195497)	2992192
Other Financial Assets	1589904	(13023000)
Loans and Advances	(3354507)	0
Other Current Assets	1220792	(2367767)
Other Non-Current Financial Assets	(175000)	0
Trade payables and other liabilities	(730000)	(7557259)
Other Current Financial Liabilities	9300557	2943815
Other Current Liabilities	(1439563)	6335735
Other Non-Current Tax Assets	(50122)	(4059140)
Other Non Current Assets	(296465)	(1572465)
Short-term provisions	(114000)	957300
Cash generation from operation	(243901)	(15350589)
Income-tax Paid		(281030)
Net cash from operating activities	(8547827)	(80740913)
B) Cash Flow From Investing Activities		
Interest received	301772	931
Payment for Fixed Asset	(116830)	(6859626)
Non Current Investment	(15740000)	12523000
Net cash used in investing activities	(15555058)	5664305
C) Cash Flow From Financing Activities		
Preferential Issue Allotment	0	91500000
Repayment/borrowings of Long Term Borrowings	13747646	(5228198)
Net cash from financing activities	13747646	86271802
Net change in cash and cash equivalents (A+B+C)	(10355239)	11195194
Opening Cash and Cash Equivalents	11678788	483594
Closing Cash and Cash Equivalents	1323549	11678788

Notes:

1. The Above cash flow statement has been prepared under the "Indirect Method" as set out in the Ind AS – 7
2. The Previous Year's figures have been regrouped wherever necessary.

As per our report of even date

For Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No. 107140W

For Padmanabh Industries Limited

CA Vaibhav N. Shah
Proprietor
Mem. No.116817

Ashish Shah
Chairman & MD
DIN: 03129204

Sandeep Gandhi
Director
DIN: 06945814

Date: 29/05/2019
Ahmedabad

Date: 29/05/2019
Place: Ahmedabad

Ramesh Shah
Chief Financial Officer

NOTE 1 Property, Plant and Equipments

Particulars	Vehicle/Other Property	TOTAL
GROSS BLOCK		
Balance as At April 1, 2017	1259553	1259553
Additions during the year	2562579	2562579
Discarded / Disposed off during the year	(1259553)	(1259553)
Balance as At March 31, 2018	2562579	2562579
Balance as At April 1,2018	2562579	2562579
Additions during the year	0	0
Discarded / Disposed off during the year	0	0
Balance as At March 31, 2019	2562579	2562579
ACCUMULATED DEPRECIATION		
Balance as At April 1, 2017	0	0
Additions during the year	289073	289073
Discarded / Disposed off during the year	0	0
Balance as At March 31, 2018	289073	289073
Balance as At April 1, 2018	289073	289073
Additions during the year	646440	646440
Discarded / Disposed off during the year	0	0
Balance as At March 31, 2019	935513	935513
Net Carrying Amount		
Balance As at March 31,2018	2273506	2273506
Balance As at March 31,2019	1627066	1627066

Note - 2 Intangible Assets

Particulars	Mining Rights	Software	TOTAL
GROSS BLOCK			
Balance as At April 1,2017	0	0	0
Additions during the year	5535600	21000	5556600
Discarded / Disposed off during the year	-	-	-
Balance as At March 31,2018	5535600	21000	5556600
Balance as At April 1,2018	5535600	21000	5556600
Additions during the year	116830	0	116830
Discarded / Disposed off during the year	-	-	-
Balance as At March 31,2019	5652430	21000	5673430
ACCUMULATED DEPRECIATION			
Balance as At April 1,2017	0	0	0
Additions during the year	0	3772	3772
Discarded / Disposed off during the year	-	-	-
Balance as At March 31,2018	0	3772	3772
Balance as At April 1,2018	0	3772	3772
Additions during the year	426600	10098	436698
Discarded / Disposed off during the year	-	-	-
Balance as At March 31,2019	426600	13870	440470
Net Carrying Amount	5535600	17228	5552828
Balance As at March 31,2018	5535600	17228	5552828
Balance As at March 31,2019	5225830	7130	5232960

PADMANABH INDUSTRIES LIMITED

	March 31, 2019	March 31, 2018
NOTE 3		
NON - CURRENT INVESTMENTS		
Investment in Equity Shares		
Non Trade Investment in Eq. Shares of Wholly Owned Subsidiary - Padmanabh Sports Pvt. Ltd. (No. of Shares: 10000) (P.Y. 10000)		0
Non Trade Investment in Eq. Shares of Subsidiary - Guardian Finance Pvt. Ltd. (No. of Shares: 10000)	15740000	
Non Trade Investment in Eq. Shares (Unquoted) of - Nilchem Capital Ltd. (No. of Shares: 552300) (P.Y. 552300)		0
Non Trade Investment in Eq. Shares (Unquoted) of - Inducto Techno Casting Ltd. (No. of Shares: 200000) (P.Y. 200000)		0
Non Trade Investment in Eq. Shares (Unquoted) of - Hans Ship Breaking Pvt. Ltd. (No. of Shares: 300000) (P.Y. 300000)		0
	15740000	0
NOTE 4		
OTHER NON - CURRENT FINANCIAL ASSETS		
Deposits with Government and Others	30000	55000
Bank balance in deposit accounts (maturity more than 12 months, earmarked against BG)	200000	
	230000	55000
NOTE 5		
NON - CURRENT TAX ASSETS (NET)		
Advance Income Tax (Net) and Tax Deducted At Source	4004613	3954491
MAT Credit Entitlement	214128	214128
	4218741	4168619
NOTE 6		
OTHER NON - CURRENT ASSETS		
Capital Advances	2973061	2673061
Advances other than Capital Advances	23067095	23067095
Advances other than Capital Advances-WOS	0	0
Share Issue Expenses Pending Adjustment	6270000	6270000
Unamortized Portion of Preferential and Prelim Exp	191070	286605
	32501226	32296761

PADMANABH INDUSTRIES LIMITED

NOTE 7		
TRADE RECEIVABLES		
(Unsecured, considered good)		
Outstanding for a period exceeding Six months (Unsecured, Considered Good)	11649648	7266159
Other Debts	9949000	8136992
TOTAL	21598648	15403151
NOTE 8		
CASH AND CASH EQUIVALENTS		
Cash on Hand	1251847	4868372
Balances with Banks		
On Current Accounts	71702	6810416
TOTAL	1323549	11678788
NOTE 9		
LOANS		
Unsecured, Considered Good		
Loan to Wholly Owned Subsidiary	2000	
Others	3352507	
	3354507	0
NOTE 10		
OTHER FINANCIAL ASSETS		
Receivables on Sale of Investments	11423000	13023000
Interest accrued but not due on deposits	10096	
	11433096	13023000
NOTE 11		
OTHER CURRENT ASSETS		
Input VAT and GST	0	7015577
CENVAT-Service Tax	0	64500
Pre-payments	339989	317585
	339989	7397662
NOTE 12		
EQUITY SHARE CAPITAL		
Authorised		
75,00,000 (50,00,000) Equity Shares of Rs.10/- each	75000000	75000000
	75000000	75000000
Issued, Subscribed & Fully Paid Up		
60,77,500 (45,77,500) Equity Shares of Rs.10/- each	60775000	60775000
TOTAL	60775000	60775000

Reconciliation of the number of Equity Shares outstanding		
At the beginning of the period	6077500	4577500

PADMANABH INDUSTRIES LIMITED

Add: Shares issued during the year	Nil	1500000
Less: Shares bought back during the year	Nil	Nil
Add: Other movements during the year	Nil	Nil
Outstanding at the end of the period	6077500	6077500

Terms/Rights attached to equity shares		
The Company has only one class of equity shares having par value of Rs.10 per share. Each shareholder of equity share is entitled to one vote per share.		
There are no bonus issue or buy back of equity shares during the period of five years immediately preceding the reporting date.		
Shares held by holding/ultimate holding company/or their subsidiaries/ associates	Nil	Nil

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company		
Name of the Shareholder		No. of Shares & % of holding
		-

As per the records of the Company, including its Register of Members and other declarations received from them regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

NOTE 13		
OTHER EQUITY		
STATEMENT OF CHANGES IN EQUITY		
Particulars	Securities Premium	Retained Earnings
Balance as at April 1, 2017	0	-2188105
Profit for the year	0	-66314923
Addition for the year	76500000	0
Other Comprehensive Income	-	-
Total Comprehensive Income for the year	-	-68503028
Transfers	-	-
Adjustment to opening Retained Earnings	-	-
Balance as at March 31, 2018	76500000	-68503028
Particulars	Securities Premium	Retained Earnings
Balance as at April 1, 2018	76500000	-68503028
Profit for the year	0	0
Addition for the year		
Other Comprehensive Income	-	-

PADMANABH INDUSTRIES LIMITED

Total Comprehensive Income for the year	-	-9144607
Transfers	-	-
Adjustment to opening Retained Earnings	-	-
Balance as at March 31, 2019	76500000	-77647635
NOTE 14		
NON CURRENT BORROWINGS		
SECURED		
Term Loans (Car)		
-From Banks	0	47354
	0	47354
NOTE 15		
CURRENT BORROWINGS		
LOANS REPAYABLE ON DEMAND		
UNSECURED		
From related parties	14778140	983140
	14778140	983140
NOTE 16		
TRADE PAYABLES		
Total Outstanding dues of creditors other than micro enterprises and small enterprises	10752185	11482185
TOTAL	10752185	11482185
NOTE 17		
OTHER CURRENT FINANCIAL LIABILITIES		
Creditors for Expenses/Assets	11572126	2784559
Advance education fees from Pre School	698400	98500
Current Maturities of Long-term Debt	47346	134256
TOTAL	12317872	3017315
NOTE 18		
OTHER CURRENT LIABILITIES		
Statutory Liability	5272422	6711985
TOTAL	5272422	6711985
NOTE 19	March 31, 2019	March 31, 2018
REVENUE FROM OPERATIONS		
Sale of Products		
Traded Goods-(Net of GST)		
--Castor Seeds	0	6774985
--Electronics & Electric Equipments	0	9024227
--Fabrics	0	25597652
Sale of Services		
--Pre School	1636500	1132650
--Sports Franchise Events	9987288	20382400

PADMANABH INDUSTRIES LIMITED

Total Sales	11623788	62911914
NOTE 20		
OTHER INCOME		
Interest on IT Refund	3047	931
Commission on Trading	1250000	6508474
Sundry Balances Written Back	78	76000
Interest on ICD	287507	
Interest on FD with Bank (Against BG)	11218	
Bad Debts Recovery	12843	
	1564693	6585405
NOTE 21		
CHANGES IN INVENTORY OF STOCK IN TRADE		
Opening Stock		
Traded Chemical Products	154621	154621
Less:		
Closing Stock		
Traded Chemical Products	154621	154621
	0	0
NOTE 22		
EMPLOYEE BENEFIT EXPENSES		
Admin Salary Expense	1709569	1750566
Bonus Exp	34750	126973
	1744319	1877539
NOTE 23		
FINANCE COSTS		
Interest on Taxes	329840	2913
Interest on Car Loan	10299	12987
Interest to Others	364	
Bank Charges	40999	5935
	381502	21835
NOTE 24		
OTHER EXPENSES		
League Exp	16557751	87569651
Donation Exp	0	11000
Franchise Service Fees	31000	21500
Granite Mining Expense	163600	
GST Late Fees	0	1410
Misc Exp	115866	203956
Preliminary Exp W/off	3535	3535
Annual Custodian & Depository Fees	117053	86408
Annual Listing Fees	250000	250000

PADMANABH INDUSTRIES LIMITED

Bad Debts Written Off	0	600000
Rent, Rates & Taxes	904000	771500
Insurance	24685	24105
Postage & Telegraph	2598	7009
Consultancy Expenses	184250	509331
Payment to Auditors for:		
Audit Fees	30000	64500
Tax Audit Fees	0	30000
Filing Fees	18100	207280
Motor Vehicle Expense	72000	111645
Office Maintenance	15080	64046
Office Electric Expense	105270	106766
Office Expense	69442	155741
Preferential Issue Exp	0	262750
Pre-operative Exp of Abandoned Project	0	1259553
Service Tax Transition Credit W/off	64500	0
Stationary & Printing Exp	57007	65060
Telephone & Trunk call	98146	125121
Travelling Expense	0	34222
Sales Promotion, Advertisement and Publicity	21341	36756
TOTAL	18905224	92582845

NOTE 24 SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

1. Significant Accounting Policies:

1) Basis of Preparation of Financial Statements:-

(i) Basis of preparation and consolidation

The consolidated financial statements relate to PADMANABH INDUSTRIES LIMITED ('the Company') and its following subsidiary.

Name of the Company	Country of Incorporation	% of voting power held as at 31.03.2019
Padmanabh Sports Pvt. Ltd.	India	100

These Consolidated 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 Consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements. All assets and liabilities have been classified as current or noncurrent as per the Group normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. Subsidiaries are entities where the group exercises or controls more than one-half of its total share capital. The net assets and results of acquired businesses are included in the consolidated financial statements from their respective dates of acquisition, being the date on which the Group obtains control. The results of disposed businesses are included in the consolidated financial statements up to their date of disposal, being the date control ceases.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of consolidated financial statements are consistent with those of previous year. The financial statements of the Company and its subsidiaries have been combined on a line by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intergroup balances, intra-group transactions and the unrealized profits/losses, unless cost/revenue cannot be recovered. The excess of cost to the Group of its investment in subsidiaries, on the acquisition dates over and above the Group's share of equity in the subsidiaries, is recognized as 'Goodwill on Consolidation' being an asset in the consolidated financial statements. The said Goodwill is not amortized, however, it is tested for impairment at each Balance Sheet date and the impairment loss, if any, is provided for. On the other hand, where the share of equity in subsidiaries as on the date of investment is in excess of cost of investments of the Group, it is recognized as 'Capital Reserve' and shown under the head 'Other Equity' in the consolidated financial statements.

Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately within equity. Non-controlling interests in the net assets of consolidated subsidiaries consists of: (a) The amount of equity attributable to non-controlling interests

at the date on which investment in a subsidiary is made; and (b) The non-controlling interests share of movements in equity since the date parent subsidiary relationship came into existence. The profit and other comprehensive income attributable to non-controlling interests of subsidiaries are shown separately in the Statement of Profit and Loss and Statement of Changes in Equity.

We draw your attention to the:

a) Non-availability of Unaudited/Audited Financial Results of Guardian Finance Pvt. Ltd. (Subsidiary Company acquired during the period)

Appropriate note has been disclosed to the fact that Management has not provided Financial Results of Subsidiary Company in which Parent has 69.96 per cent equity investment during the period. The Subsidiary is registered Non-Banking Financial Company having valid license during the period.

b) Unknown financial impact of said subsidiary

As the audited/unaudited financial results are not made available, we could not assess its impact on consolidated statement as to asset/liability or profit/loss.

We are unable to comment on the financial impact on the consolidated statement. As a result of this matter, we have not been able to obtain sufficient appropriate audit evidence on the said matter to state whether any adjustments would be required to the information included in the financial statements and impact thereof. We did not audit the financial statements of one subsidiary whose financial results were not included in the consolidated annual results.

(ii) Historical cost convention

The Consolidated financial statements have been prepared on an accrual basis and under the historical cost convention unless otherwise indicated.

(iii) Classification of assets and liabilities

The classification of assets and liabilities into current and non-current, wherever applicable, are based on normal operating cycles of business activities of the Company, which is twelve months.

2) Summary of Significant Accounting Policies:

a) Property, Plant and Equipment:

All items of Property, plant and equipment except land are shown at cost, less accumulated depreciation and impairment, if any. The cost of an item of property, plant and equipment comprises its cost of acquisition inclusive of inward freight, import duties, and other nonrefundable taxes or levies and any cost directly attributable to the acquisition / construction of those items; any trade discounts and rebates are deducted in arriving at the cost of acquisition.

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 group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred.

Gain or losses arising on disposal of property, plant and equipment are recognized in profit or loss.

(b) Depreciation and amortization:

Depreciation has been provided based on useful life assigned to each asset in accordance with Schedule II of the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset.

(c) Impairment of assets

At the date of balance sheet, if there are indications of impairment and the carrying amount of the cash generating unit exceeds its recoverable amount (i.e. the higher of the fair value less costs of disposal and value in use), an impairment loss is recognized. The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the profit or loss. The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

(d) Inventories:

The cost of various categories of inventory is determined as follows:

1. Raw material and Packing Materials: At Cost including local taxes (Net of setoff) or Net realisable Value, whichever is lower.
2. Stock in Process: At Cost or Net realisable value, whichever is lower.
3. Stock of Finished Goods: At Cost or Net realisable value, whichever is lower.
4. Consumable Stores & Spares: At Cost or Net realisable value, whichever is lower.
5. Scrap: At Net realisable value

Cost of raw material and packing materials are determined using first in first out (FIFO) method. Costs of finished goods and stock in process include cost of raw material and packing materials, cost of conversion and other costs incurred in bringing the inventories to the present location and condition.

(e) Revenue recognition:

Revenue is measured at the fair value of the consideration received or receivable.

Advertising income and broadcast fees are recognized when the related commercial or programme is telecast.

Income from sponsorship fees is recognized on completion of terms of the sponsorship agreement.

Income from sale of tickets is recognized on the dates of the respective matches. The Company reports revenues net of discounts offered on sale of tickets.

Prize money is recognized when right to receive payment is established.

Revenues from barter transactions, and the related costs, are recorded at fair values of the services rendered and services received, as estimated by management.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Dividend income is recognized when the right to receive payment is established by the reporting date.

Sales of franchisee material traded and term fees are recognized net of refund / returns and discounts if any where significant risk and reward of ownership of products are passed on the customers but excluding VAT, GST and Service Tax wherever applicable.

The Company recognizes sale of goods when the significant risks and rewards of ownership are transferred to the buyer.

(f) Fair value measurement:

The Company measures financial instruments at fair value at each balance sheet date. 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.

All assets and liabilities for which fair value is measured or disclosed in the financial statement are categorized within the fair value hierarchy.

(g) Financial Instruments:

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

(h) Financial assets

Classification and Measurement

All the financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial asset (other than financial assets carried at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset.

Subsequent measurement of a financial assets depends on its classification i.e., financial assets carried at amortized cost or fair value (either through other comprehensive income or through profit or loss). Such classification is determined on the basis of Company's business model for managing the financial assets and the contractual terms of the cash flows.

The Company's financial assets primarily consists of cash and cash equivalents, trade receivables, loans to employees and security deposits etc. which are classified as financial assets carried at amortized cost.
Amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on financial assets that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is recognized using the effective interest rate method.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. For trade receivables, the Company provides for lifetime expected credit losses recognized from initial recognition of the receivables.

De-recognition of financial assets

A financial asset is de-recognized only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual Obligation to pay the cash flows to one or more recipients.

(i) Income recognition

Interest income

Interest income is recognized at contracted rate of interest.

Dividends

Dividends are recognized in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(j) Provision, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably.

All known Liabilities, wherever material, are provided for and Liabilities, which are disputed, are referred to by way of Notes on Accounts.

Contingent assets are not recognized in the financial statements.

(k) Taxes on Income

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets

are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

Minimum Alternate Tax (MAT) Credit is recognized as assets only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of credit to the profit and loss account and shown as MAT credit entitlement. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

(l) Loans and Receivables

Trade receivables and loans are initially measured at transaction value, which is the fair value and subsequently retained at cost less appropriate allowance for credit losses as most loans and receivable of the Company are current in nature. Where significant, non-current loans and receivables are accounted for at amortized cost using effective rate method less appropriate allowance for credit losses. Interest is accounted for on the basis of contractual terms, where applicable and is included in interest income. Impairment losses are recognized in the profit or loss where there is an objective evidence that the Company will not be able to collect all the due amounts.

(m) Investments

At initial recognition, the Company measures its investments at its fair value plus costs that are directly attributable to the acquisition of the financial asset. Investments are designated as subsequently measured at fair value through profit or loss. The transaction costs are expenses immediately in statement of profit or loss. Movements in fair value of these assets are taken in profit or loss.

(n) Segment reporting

Identification of segments:

The Company's operating businesses are organized and managed according to the nature of products and predominant source of the risk for the Company is business product, therefore business segment has been considered as primary segment. The analysis of geographical segments is based on the areas in which the Company operates.

Segment policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

(o) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders after deducting preference dividends and attributable taxes by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

(p) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(q) Leases:-Leases, where the lessor retains substantially all the risks and rewards incidental to the ownership are classified as operating leases. Operating lease payments are recognized as an expense in Profit & Loss account on Straight Line basis over the lease term.

(r) Employee benefits

Retirement benefits in the form of Provident Fund contributed to Statutory Provident Fund is a defined contribution scheme and the payments are charged to the Profit and Loss Account of the year when the payments to the respective funds are due. There are no obligations for contribution payable to Provident Fund Authorities.

Superannuation Fund and Employees' State Insurance Corporation (ESIC) are defined contribution schemes and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations for the contribution payable to the respective funds.

The company does not have gratuity Liability.

(s) Foreign Currency Transactions

Transactions in foreign currencies are accounted at the exchange rates prevailing on the date of transaction or at rates that closely approximate the rate at the date of the transaction.

(t) Project Development Expenses Pending Adjustment

Expenditure incurred during development and preliminary stages of the Company's new projects are carried forward. However, if any project is abandoned, the expenditure relevant to such project is written off through the natural heads of expenses in the year in which it is so abandoned.

Notes to Accounts:

- 1) Contingent Liability not provided for: Bank Guarantee in favor of Mining and Geology Department Rs. 2,00,000.
- 2) The balances of sundry debtors, sundry creditors, loans and advances are subject to confirmation.
- 3) As explained to us, the provisions of Provident Fund Act, ESI Act, and Gratuity Act are not applicable to the Company.
- 4) Segment Information:

Based on the management approach as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker ('CODM') evaluates the Group performance and allocates resources based on an analysis of various performance indicators by business segments. Accordingly, information has been presented along this business segments viz. trading in Fabrics Business, Electronics and Electric Equipment Business and Agricultural Product Business, Pre School Services and Sports Franchise Events.

Financial information on our consolidated reportable operating segments for the year ended 31 March 2019 is set out as below:

	Year Ended	
	31 March 2019	31 March 2018
1) Segment Revenue		
a) Fabrics Business	0	25709500
b) Electronics and Electric Equipment	0	10209582
c) Agricultural Product Business	0	7113733
d) Pre School Service	1636500	1132650
e) Sports Franchise Event Business	11785000	22341233
Gross Revenues	13421500	66506698
2) Segment Result		
a) Fabrics Business	0	158225
b) Electronics and Electric Equipment	0	137678
c) Agricultural Product Business	0	494748
d) Pre School Service	1476910	1015400
e) Sports Franchise Event Business	(4772751)	(63687251)
Total	(3295841)	(61881200)
3) Reconciliation on consolidated Financial results		
Segment revenue	13421500	66506698
Less : reconciling items		
Taxes and discounts sales	1797712	3594785.26
Inter-segment revenue	0	0
Revenue from Operations	11623788	62911912.74
Segment Result	(3295841)	(61881200)
Less : reconciling items		
Depreciation Expense	1175138	292845

PADMANABH INDUSTRIES LIMITED

Finance Cost	381502	12986.96
Tax Expense, Net	(32685)	313715
Other unallowable Expense	5889504	10399482.57
Add: Other Income	1564693	6585306
Profit/(Loss) for the period	(9144607)	(66314923.53)

Geographical information:

The Company's operations are based only in India. Hence all of the revenues and the non-current assets of the Company are located in India.

5) The public issue expenses and deferred revenue expenditure incurred are written off over a period of 10 years.

6) According to the information available with the Company, there are no amounts as at 31st March, 2019 due to suppliers for more than 45 days who constitute a "Micro, Small and Medium Enterprises" as per MSMED Act, 2006.

7) The Board of Directors is of the opinion that all the liabilities have been adequately provided for.

8) There is no operational activity in the business of shares and securities, lease and in finance field.

9) We are informed by the management that there is no decline in price in respect of unquoted Investment.

10) There was no impairment loss on Fixed Assets on the basis of review carried out by the Management in accordance with Accounting Standard-28 issued by the Institute of Chartered Accountants of India.

11) Value of Imports calculated on C.I.F. basis in respect of

Particulars	31st March 2019	31st March 2018
Raw Materials	0	0
Capital Goods	0	0
Repairs	0	0

12) Expenditure in Foreign Currency on account of:

Particulars	31st March 2019	31st March 2018
Interest	0	0
Foreign Player Fees	74,71,567	1,60,69,790
Others	0	0

13) Earnings in Foreign Currency:

Particulars	31st March 2019	31st March 2018
Export of Goods on FOB Basis	0	0
Consultancy Charges	0	0
Others	0	0

14) Capital & other Commitments

The followings are the estimated amount of contractual commitments of the company:-

Particulars	As at March 31, 2019	As at March 31, 2018
(i) Sub Ordinate Debt in Subsidiary	NIL	NIL
(ii) Other Commitment	NIL	NIL

15) Financial Instruments and Related Disclosures

I. Capital Management

The Company does not have substantial borrowing and aims at maintaining a strong capital base so as to maintain adequate supply of funds towards future growth plans as a going concern.

II. Categories of Financial Instruments

		As at		As at	
		March 31, 2019		March 31, 2018	
		Carrying Value	Fair Value	Carrying Value	Fair Value
A	Financial Assets				
	a) Measured at amortized cost				
	i) Cash and cash equivalents	1323549	1323549	11678788	11678788
	ii) Other bank balances, other than (i) above	-	-	-	-
	iii) Trade Receivables	21598648	21598648	15403151	15403151
	iv) Other Financial Assets	11433096	11433096	13023000	13023000
	Sub-Total	34355293	34355293	40104939	40104939
	b) Measured at fair value through profit or loss				
	i) Investments in mutual funds and Bonds	0	0	0	0
	ii) Investment in unquoted equity share	0	0	0	0
	Sub-Total	0	0	0	0
	Total Financial Assets	34355293	34355293	40104939	40104939
B	Financial Liabilities				
	Measured at amortized cost				
	i) Borrowings	14778140	14778140	983140	983140
	ii) Trade Payables	10752185	10752185	11482185	11482185
	iii) Other Current Financial Liabilities	12317872	12317872	3017315	3017315
	Total Financial Liabilities	37848197	37848197	15482640	15482640

The carrying amounts of trade payables, other financial liabilities, cash and cash equivalents, other bank balances, trade receivables and other financial assets are considered to be the same as their fair values due to their short term nature.

III. Expected Credit Loss

The company has receivable balances on commercial trades, which are generally short term in nature. Further, financial instruments such as mutual funds and tax free bonds are made in high quality papers/counterparties. Accordingly, the Company has concluded that no provision for expected credit loss is required.

IV. Financial Risk Management

There is no significant market risk or liquidity risk to which the Company is exposed.

16) In the case of the following subsidiary, there are losses as at the balance sheet date. The subsidiary has no intention of curtailing the scale of operations and has projected increased franchise in sports and education field. Also, the subsidiary has been able to meet their financial obligations in the ordinary course of the business complimented by the continuing financial support offered from Padmanabh Industries Limited. Accordingly, these consolidated financial statements have been prepared assuming that such Subsidiary will continue as a going concern. The details are as follows:

Name of the Subsidiary	Losses as at March 31, 2019	Losses as at March 31, 2018
Padmanabh Sports Pvt Ltd	-78,80,754	-6,85,99,783

17)

Name of the Entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of Consolidated net assets	Amount in	As % of Consolidated profit or loss	Amount in
Parent				
(i) Padmanabh Industries Limited	228.31%	13,61,38,102	-13.82%	(12,63,853)
Subsidiary in India				
(ii) Padmanabh Sports Pvt Ltd	-128.15%	(7,64,10,737)	-86.18%	(78,80,754)
Minority Interest in all Subsidiaries	00%	0	00%	0

18) Earnings per Share (EPS)

Particulars	2018-19 (Amount in Rs.)	2017-18 (Amount in Rs.)
Net Profit as per profit & loss account	(9144607)	(66314923)
Less: Preference dividend and tax thereon	0.0	0.0
Net Profit for calculation of basic/diluted EPS	(9144607)	(66314923)
Weighted average number of equity shares (in calculated basic/diluted EPS)	6077500	5640000
[Nominal value of Shares Rs.10(Previous Year Rs.10)		
Earnings Per Share	(1.505)	(11.758)

PADMANABH INDUSTRIES LIMITED

19) Auditor's Remuneration

Particulars	2018-19 (Amount in Rs.)	2017-18 (Amount in Rs.)
As Auditor		
-Statutory Audit	0	64500
-Tax Audit	0	0
As Advisor or in other capacity	0	0
Reimbursement of Expenses	0	0
Total	0	64500

20) Directors Remuneration

Particulars	2018-19 (Amount in Rs.)	2017-18 (Amount in Rs.)
Directors Remuneration	0.00	0.00
Salaries	0.00	0.00
Perquisites	0.00	0.00
Contribution to Provident & Superannuation Fund	0.00	0.00
Total	0.00	0.00

21) Deferred Tax Liability Related to:

Sr No.	Particulars	Deferred Tax Assets		Deferred Tax Liabilities		Net Balance	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1	Difference in amounts of depreciation	32,685	0	0	32,685	0	32,685
2	Section 43B expenses deductible for tax purposes on payment basis	0	0	0	0	0	0
3	Other	0	0	0	0	0	0

22) Related Parties Disclosure under Accounting Standard 18

1) Related Party relationship with transactions :

Sr. No	Related Party	Relation	Nature of Transaction	Amount
1	Ashish M Shah	Managing Director	Office Rent	1,80,000
2	Maunishkumar Gandhi (till 23/04/2018)	Company Secretary	Salary	10,000
3	Padmanabh Sports Pvt Ltd	Wholly Owned Subsidiary Company	Loan balance Outstanding (Dr.)	7,88,39,907
4	Rameshbhai H Shah	CFO	Salary	3,90,000
5	Padmanabh Sports Pvt Ltd	Wholly Owned Subsidiary Company	Loan advanced	31,35,000
6	Padmanabh Sports Pvt Ltd	Wholly Owned Subsidiary Company	Loan repayment received	26,35,000

PADMANABH INDUSTRIES LIMITED

7	Padmanabh Sports Pvt Ltd	Wholly Owned Subsidiary Company	Reimbursement receivable (Dr.)	2,600
8	Ashish M Shah	Managing Director	Loan received	1,30,95,000
9	Ashish M Shah	Managing Director	Loan repaid	27,00,000
10	Ashish M Shah	Managing Director	Loan balance outstanding (Cr.)	1,07,68,140
11	Devang Prajapati (from 11/08/2018)	Company Secretary	Salary	1,44,000
12	Padmavati Infrastructure	Director's Proprietor Firm	Loan received	8,00,000
13	Padmavati Infrastructure	Director's Proprietor Firm	Loan repaid	4,00,000
14	Padmavati Infrastructure	Director's Proprietor Firm	Loan balance outstanding (Cr.)	4,00,000

As per our report of even date

For Nitin K. Shah & Co.
Chartered Accountants
Firm Reg. No. 107140W

For Padmanabh Industries Limited

CA Vaibhav N. Shah
Proprietor
Mem. No.116817

Ashish Shah
Chairman & MD
DIN: 03129204

Sandeep Gandhi
Director
DIN: 06945814

Date: 29/05/2019
Place: Ahmedabad

Date: 29/05/2019
Place: Ahmedabad

Ramesh Shah
Chief Financial Officer

Form AOC-I

[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

Sr. No.	Name of the Subsidiary	Padmanabh Sports Pvt. Ltd.	Guardian Finance Pvt. Ltd.
1	Reporting period for the Subsidiary	March 31,2019	March 31,2019
2	Reporting Currency	Indian Rupees (INR)	Indian Rupees (INR)
3	Exchange Rate	NA	NA
4	Share Capital	100000	22500000
5	Reserves & Surplus	(76510737)	(515254)
6	Total Assets	24895010	157009525
7	Total Liabilities	24895010	157009525
8	Investments	0	0
9	Turnover	11623788	2575417
10	Profit Before Tax	(7880754)	(482528)
11	Provision for Taxation	0	0
12	Profit after Tax	(7880754)	(482528)
13	Proposed Dividend	Nil	Nil
14	% of shareholding	100	69.96

Part "B": Associates & Joint Ventures

NOT APPLICABLE

PADMANABH INDUSTRIES LIMITED

CIN: L17110GJ1994PLC023396

Regd. Office: 401, Abhishree Avenue Opp Hanuman Temple, Nehrunagar Circle, Ambawadi,
Ahmedabad-380015

Form-MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

25th Annual General Meeting – 30th day of September, 2019 at 04.30 p.m.

CIN: L17110GJ1994PLC023396

Name of the Company: PADMANABH INDUSTRIES LIMITED

Registered office: 401, Abhishree Avenue Opp Hanuman Temple, Nehrunagar Circle, Ambawadi,
Ahmedabad-380015

Name of the Member(s): _____

Registered Address: _____

Email: _____

DP ID: _____

Folio No. / Client ID No. : _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1) Name: _____

Address: _____

Email ID: _____

Signature: _____ Or falling him/her

2) Name: _____

Address: _____

Email ID: _____

Signature: _____ Or falling him/her

3) Name: _____

Address: _____

Email ID: _____

Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on the Monday, 30th September, 2019 at 04.30 P.M. at the registered office of the Company situated at 401, Abhishree Avenue, Opp. Hanuman Temple, Nehrunagar Circle, Ambawadi Ahmedabad -380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
Ordinary Business	
1.	To receive, consider and adopt a) the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Auditors thereon
2.	To appoint a Director in place of Mr. Ashish Mahendrakumar Shah (DIN: 03129204) who retires by rotation and being eligible, offers himself for re-appointment.
Special Business	
3.	To Re-appoint Mr. Hemal Suresh Shah (DIN: 06945808) as an Independent Director
4.	To Re-appoint Mr. Sandip Navinchandra Gandhi (DIN: 06945814) as an Independent Director
5.	Re-appointment of Mr. Ashish Mahendrakumar Shah (DIN: 03129204) as Managing Director of the company

Signed this ___ day of _____, 2019

Signature of Member _____

Signature of Proxy holder(s): 1 _____,

2 _____,

3 _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

PADMANABH INDUSTRIES LIMITED

CIN: L17110GJ1994PLC023396

Regd. Office: 401, Abhishree Avenue Opp Hanuman Temple, Nehrunagar Circle, Ambawadi,
Ahmedabad-380015

ATTENDANCE SLIP

Full name of the Member attending: _____

Name of Proxy: _____

I hereby record my presence at the Annual General Meeting being held on **Monday, 30th September 2019, at 04.30 p.m.** at 401, Abhishree Avenue, Opp. Hanuman Temple, Nehrunagar Circle, Ambawadi Ahmedabad -380015.

Regd. Folio No. -	
DP Id* -	
Client Id* -	
No. of Share held -	

Member's/Proxy's Signature
(To be signed at the time of handling over the slip)

* Applicable for members holding shares in dematerialized form.

Note: Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.