



Pentokey Organy (India) Limited

3rd September, 2021

To,
Listing Department
BSE Limited
1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort,
Mumbai- 400 001.

Scrip Code: 524210

Subject: Annual Report for FY 2020-21 & Notice of 34th Annual General Meeting of the Company.
Reference: Regulation 34(1) and 30 read with Para A, Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Madam / Sir,

Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report for the financial year ended 31st March, 2021 alongwith the Notice of the 34th Annual General Meeting of the Company to be held on Tuesday, 28th September, 2021 at 3.00 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

In compliance with General Circular Nos.14/2020, 17/2020, 20/2020 and 12/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 Circular No. SEBI/HO/CFD/CMD2 /CIR/P/2021/11 dated 15 January, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular"), the electronic copies of the Annual Report for the Financial year 2020-21 of the Company and the Notice of the AGM have been sent through email to all the Members whose email addresses are registered with Depository Participant / the Company/ Datamatics Business Solutions Limited("Registrar & Transfer Agents").

For Pentokey Organy (India) Limited

Kiran Jadhav
Company Secretary & Compliance Officer
ACS: 50422

Reg. Office: 509, Western Edge I, Western Express Highway, Borivali (East),
Land Line +91-22-28545118 / 28545119
Mumbai - 400 066, India www.pentokey.com CIN: L24116MH1986PLC041681



34th
ANNUAL REPORT
2020 - 2021

Pentokey Organy (India) Limited

**BOARD OF DIRECTORS**

Mr. Purshottam Kejriwal	Non - Executive Non - Independent Additional Director (w.e.f. 24th June, 2021)
Ms. Jyoti Devi Kejriwal	Non - Executive Non - Independent Additional Director (w.e.f. 24th June, 2021)
Mr. Devendra Shrimanker	Non - Executive Independent Director
Ms. Prajakta Shidhore	Non - Executive Independent Director
Mr. Shyam Balsekar	Non - Executive Independent Director (upto 12th August, 2021)
Mr. Arun Goenka	Non - Executive Non - Independent Additional Director (w.e.f. 12th August, 2021)
Mr. S. Mohan	Non - Executive Non-Independent Director (upto 24th June, 2021)
Mr. Shrinivas Mokashi	Non - Executive Non-Independent Director (upto 24th June, 2021)

KEY MANAGERIAL PERSONNEL

Mr. Balachandran Nair M.N.	Chief Executive Officer (upto 12th August, 2021)
Mr. Sunil Raghav	Chief Financial Officer (upto 12th August, 2021)
Mr. Rajendra Gujrathi	Chief Executive Officer (w.e.f. 13th August, 2021)
Mr. Sanjeev Dubey	Chief Financial Officer (w.e.f. 13th August, 2021)
Mr. Akshay Joshi	Company Secretary (upto 31st March, 2021)
Ms. Kiran Jadhav	Company Secretary (w.e.f. 14th April, 2021)

CORPORATE IDENTIFICATION NUMBER

L24116MH1986PLC041681

REGISTERED OFFICE (w.e.f 03rd July, 2021)

509, Western Edge I, Off Western Express Highway
Borivali East Mumbai 400066
Telephone: +91-22-28545118 / 28545119
Email: investors@pentokey.com
Website: www.pentokey.com

AUDITORS

M/s Verma Mehta & Associates
Chartered Accountants
104, Creative Industries Premises,
Sunder Nagar, Kalina,
Santacruz (East), Mumbai - 400 098

BANKERS

Indian Overseas Bank
Bank of India
Bank of Baroda
Indusind Bank

REGISTRAR & TRANSFER AGENTS (RTA)

Datamatics Business Solutions Limited
Plot No. B-5, Part B Cross Lane,
MIDC, Andheri (East), Mumbai – 400 093.
Contact: (022) 6671 2188 / 191
Email: anand_bhilare@datamaticsbpm.com
Website: http://www.datamaticsbpm.com/rta/

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NOTICE

NOTICE is hereby given that the **34th Annual General Meeting (“AGM”) of the Members of Pentokey Organy (India) Limited** will be held on Tuesday, 28th September 2021 at 3:00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements for the financial year ended on March 31, 2021 and the Reports of the Directors and Auditors thereon.**

SPECIAL BUSINESS:

- 2. To appoint Mr. Purshottam Kejriwal (DIN: 02476745) as Non-Executive (Non-Independent) Director**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time Mr. Purshottam Kejriwal (DIN: 02476745), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th June, 2021, and holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT any Director and/or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

- 3. To appoint Ms. Jyoti Devi Kejriwal (DIN: 06560100) as Non-Executive (Non Independent) Director**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time-to-time Ms. Jyoti Devi Kejriwal (DIN: 06560100), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th June, 2021, and holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT any Director and/or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

- 4. To appoint Mr. Arun Goenka (DIN: 00844069) as Non-Executive (Non-Independent) Director**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time Mr. Arun Goenka (DIN: 00844069), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th August, 2021, and holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive (Non-Independent) Director of the Company, liable to retire by rotation.”



RESOLVED FURTHER THAT any Director and/or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

5. To Re-Appoint Ms. Prajakta Shidhore as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and all other rules, regulations, notifications and circulars (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time), on recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company and subject to the approval of such authorities as may be required, the consent of the Members be and is hereby accorded for the re-appointment of Ms. Prajakta Shidhore (DIN: 02608077), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for reappointment be and in respect of whom the Company has received a notice in writing from a Member under section 160(1) of the Act proposing her candidature for the office of Director of the Company, is hereby re-appointed as an Independent Non-Executive Director of the Company not liable to retire by rotation for a second term of five (5) years commencing from 29th September, 2021 ending on 28th September, 2026.”

RESOLVED FURTHER THAT any Director and/or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things, including statutory filings, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

6. Alteration of The Object Clause Of The Memorandum Of Association Of The Company:

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 4,13,15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and Regulations framed thereunder (including any statutory modification(s) or re enactment(s) thereof for the time being in force) and subject to the approvals, consents, sanctions and permissions of the Central Government/ Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs / appropriate regulatory and statutory authorities as may be necessary and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded for alteration of the Object Clauses of the Memorandum of Association of the Company in the following manner :-

Existing clause no.1 and 2 forming part of III-(A)of the Main Objects be deleted and substituted by insertion of new clause 1 and 2 forming part of III-(A)of Main Object of the Memorandum of Association of the Company which is as follows:-

- (1) “To carry on the business as manufacturers, traders, importers, exporters, dealers and suppliers of Organic Chemicals of all kinds including pharmaceuticals bulk drugs, formulation, whether allopathic, ayurvedic or otherwise.”
- (2) To carry on the business as manufacturers, traders, importers, exporters, dealers and suppliers of creams, scents, toilet goods and cosmetic and medicinal preparations used for beauty aid, orthopaedic and surgical appliances.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the alteration in object clause thereof with the Registrar of Companies, Maharashtra, Mumbai and to resolve and settle all questions and difficulties that may arise in the proposed alteration of object clause and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further



consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

Registered Office:
509, Western Edge I,
Off Western Express Highway
Borivali East Mumbai 400066.

By Order of the Board,
For **Pentokey Organy (India) Limited,**

Kiran Jadhav

Date : 12th August, 2021
Place : Mumbai

Company Secretary & Compliance Officer
ICSI M. No: ACS50422

NOTES:

- a. The statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of Special Business under Item Nos. 2 to 6 of the Notice set out above is annexed hereto.
- b. Details of the Director(s) to be re-appointed at the Annual General Meeting is annexed to the Notice as Annexure II as required by the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
- c. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 21st September, 2021 to Tuesday, 28th September, 2021 (both days inclusive) for annual closing.
- d. Members requiring information on the audited financial statement for the year ended March 31, 2021 are requested to write to the Company at least seven (7) days before the date of the meeting to enable the Company to furnish the information.
- e. The Company has appointed Datamatics Business Solutions Limited, Mumbai as its Registrar and Transfer Agent. All correspondence relating to transfer and transmission of shares, sub-division of shares, issue of duplicate share certificates, change of address, email id, updation of PAN, dematerialization of shares, payment of dividend, unclaimed dividends etc. Will be attended to and processed at the office of the Registrar and Transfer Agent at the following address:-

Datamatics Business Solutions Limited

Plot No. B 5,
Part B, Cross Lane,
MIDC, Andheri (East), Mumbai – 400 093.
Contact: (022) 6671 2188/191
Email: anand_bhilare@datamaticsbpm.com

- f. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Registrar and Transfer Agent Datamatics Business Solutions Limited.
- g. In support of the “Green Initiative” measure taken by Ministry of Corporate Affairs; we request the shareholders to support our commitment to environmental protection by choosing to receive the shareholding communications through email. You can do the same by updating your email addresses with our Registrar and Transfer Agent.
- h. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder, Electronic copy of the Annual report along with Notice is being sent to members whose email addresses are registered with the Company.
- i. Electronic copy of Annual report along with Notice will also be available on the Company’s website www.pentokey.com for its download.



CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2021 dated 13th January 2021 and Securities and Exchange Board of India (the "SEBI") circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and General Circular No. 02/2021 dated 13th January 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Since the physical attendance of Members has been dispensed with in terms of the MCA and SEBI circulars, there is no requirement of appointment of proxies by Members under Section 105 of the Act and the same will not be available for this AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the company at investors@pentokey.com or to M/s. Datamatics Business Solutions Ltd Registrar and Share Transfer Agent at anand_bhilare@datamaticsbpm.com with a copy marked to investors@pentokey.com
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.pentokey.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020. And
8. General Circular No. 02/2021 dated 13th January 2021 and Securities and Exchange Board of India (the "SEBI") vide its circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.
9. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.



THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Saturday, 25th September, 2021 at 9.00 a.m. and ends on Monday, 27th September, 2021 at 5.00p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote by way of e-voting provided during/ after the AGM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.



- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



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- 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 linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@pentokey.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@pentokey.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at investors@pentokey.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.



If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

STATEMENT OF MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Pursuant to Regulation 31A of the Listing Regulations read with Section 102 of the Act, the following explanatory statement sets out all material facts relating to Item No. 2 to 6 of the Notice

Item No. 2:

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Purshottam Kejriwal as an Additional Director of the Company with effect from 24th June, 2021 in the category of a Non-Executive and Non-Independent Director, liable to retire by rotation. In accordance with Section 161(1) of the Companies Act, 2013,

Mr Purushottam Kejriwal holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member signifying his intention to propose the candidature of Mr. Purushottam Kejriwal as a Director of the Company.

Mr. Purshottam Kejriwal is having experience of more than 30 years in drug & medicine manufacturing. He is the Managing Director of Merit Organics Limited since 22nd May 1992.

Further, additional information as required to be provided pursuant to the SS-2, in respect of Mr. Purushottam Kejriwal, is provided in the Annexure to this Notice and also forms part of the Explanatory Statement.

Pursuant to the acquisition of shares from the existing promoters and the open offer made by Mr. Purshottam Kejriwal and his family members, Mr. Purshottam Kejriwal has been categorised as a promoter.

Except Mr. Purshottam Kejriwal and Mrs. Jyoti Devi Kejriwal, being an appointee who are related to each other and their relatives to the extent of their shareholding in the company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution. The Board recommends passing of the resolution as set out at item no. 2 of the Notice.

Item No. 3:

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Ms Jyoti Devi Kejriwal as an Additional Director of the Company with effect from 24th June 2021 in the category of a Non-Executive and Non-Independent Director, liable to retire by rotation. In accordance with Section 161(1) of the Companies Act, 2013,

Ms Jyoti Devi Kejriwal holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member signifying his intention to propose the candidature of Ms. Jyoti Devi Kejriwal as a Director of the Company.

Ms. Jyoti Devi Kejriwal having immense experience in business of more than 20 years. She is the Whole Time Director of Merit Organics Limited and Hardsoft Power Private Limited since 11th February, 2019.

Further, additional information as required to be provided pursuant to the SS-2, in respect of Ms. Jyoti Devi Kejriwal, is provided in the Annexure to this Notice and also forms part of the Explanatory Statement.

Pursuant to the acquisition of shares from the existing promoters and the open offer made by Mr. Purshottam Kejriwal and his family members, Ms. Jyoti Kejriwal, wife of Mr. Purshottam Kejriwal is categorised as a Promoter Director.

Except Ms. Jyoti Devi Kejriwal and Mr. Purshottam Kejriwal, being an appointee who are related to each other and their relatives to the extent of their shareholding in the company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution. The Board recommends passing of the resolution as set out at item no. 3 of the Notice.

Item No. 4:

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Arun Goenka as an Additional Director of the Company with effect from 12th August 2021 in the category of a Non-Executive and Non-Independent Director, liable to retire by rotation. In accordance with Section 161(1) of the Companies Act, 2013,



Mr Arun Goenka holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member signifying his intention to propose the candidature of Mr. Arun Goenka as a Director of the Company.

CA Arun Geonka has in depth industrial and corporate experience. After qualifying in 1982 as a Chartered Accountant, he initially started his career as an employee of a large corporate and worked in it's different departments. Since 1985, he is into independent financial and corporate consultancy and had the privilege of working with very large and prestigious Indian corporates.

His association would be of immense benefit to the Company and it is desirable to avail his guidance and expertise.

Further, additional information as required to be provided pursuant to the SS-2, in respect of Mr. Arun Goenka, is provided in the Annexure to this Notice and also forms part of the Explanatory Statement.

Except Mr. Arun Goenka, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company. The Board recommends passing of the resolution as set out at item no. 4 of the Notice.

Item No.5:

Ms. Prajakta Shidhore (DIN: 02608077) is an Independent Non-Executive Director of the Company and Member of Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

Pursuant to the Act, Ms. Prajakta Shidhore was appointed as an Independent Non-Executive Director to hold office for a term of five consecutive years with effect from 29th September, 2016, by the Members of the Company in its 29th Annual General Meeting held on 29th September 2016 upto 28th September, 2021.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Ms. Prajakta Shidhore, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from 29th September, 2021 ending on 28th September, 2026. She has submitted a declaration of independence as required under the provisions of the Section 149(6) of the Companies Act, 2013.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Prajakta Shidhore as an Independent Director and based on the recommendation of the Nomination and Remuneration Committee and on the performance evaluation of Independent Directors the Board recommends the Special Resolution as set out at Item No. 5 of the Notice of the AGM for approval of the members.

Other than Ms. Prajakta Shidhore, none of the other Directors or Key Managerial Personnel of the Company are concerned or interested, financial or otherwise, in the proposed special Resolution as set out at Item No. 5 of the Notice.

Item 6:

The main objects of the Company upon incorporation has been as under and the Company has been carrying out the business as enumerated under the said objects:

1. To carry on the business of manufacture, produce, formulate, process, refine, recovery, extract, distill, concentrate, dilute, rectify, convert, replace, grow, cultivate, pack, repack, buy, sell, export, import, or otherwise deal in all types of heavy and light organic, ethyl alcohol, ethanol and naphtha based chemicals and/or inorganic chemicals, medicines, drugs, pharmaceuticals and their intermediates, herbs, antibiotics, petrochemicals, paints, varnishes, cosmetics, essence, confectionery pigments, resins, adhesive, insecticides, pesticides, fungicides, laboratory chemicals and fine chemicals, plastic, plasticizers, polymer products, agricultural chemicals, and mixtures, derivatives and blendings of the above and/or with their by-products and ingredients and products and other things of any description for use in connection therewith.
2. To carry on trade or business of manufacturers, producers, buyers, sellers, importers, exporters and concessionaries, tradesman, distributors, indentor, principals, agents, sub-agents, generally dealer and stockists in India or abroad



in all kinds and of every description of pigments, paints, synthetic resins, thinners, dyes, phosphetic chemicals, industrial chemicals, petro chemicals, organic and inorganic chemicals or any derivatives and compounds thereof and for that purpose to install, purchase or otherwise acquire, buy, import all such plant, machinery and equipment which are used for the manufacture, production, processing of all kinds of paints and chemicals.

As part of the long term strategy, Your Board has to consider from time-to-time proposals for diversification into areas which would be more profitable for the company. For this purpose, the objects clause of the company which is presently restricted in scope, is required to be so amended/ changed so as to cover a wide range of activities to enable your company to consider embarking upon new projects and activities.

Further due to change in promoters and management and control, the new Management thought it prudent to commence the business of manufacturing and trading of Organic Chemicals of all kinds including pharmaceuticals bulk drugs, formulation, whether allopathic, ayurvedic or otherwise.

Accordingly, it is proposed to amend the objects clause by insertion of a new object clause in the main object clause of the Memorandum of Association of the Company.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will enable the Company to carry out the business more economically and efficiently and the proposed activities can be under existing circumstances, conveniently and advantageously be combined with the present activities of the Company. This will also help expand the operations of the Company.

The proposed change of object clause requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the companies Act, 2013.

The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies Maharashtra, Mumbai.

A draft copy of the proposed MOA of the Company would be available for inspection electronically for the Members at the Registered Office/ Corporate Office of the Company during the office hours on any working day, except Sundays and public holidays, between 11:00 a.m. to 5:00 p.m. till the date of AGM. The aforesaid documents are also available for inspection electronically at the AGM.

The proposed change of objects will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

Your Directors recommend the resolution no. 6 for your approval as a Special Resolution.

Registered Office:
509, Western Edge I,
Off Western Express Highway
Borivali East Mumbai 400066.

By Order of the Board,
For **Pentokey Organy (India) Limited**,

Date : 12th August, 2021
Place : Mumbai

Kiran Jadhav
Company Secretary & Compliance Officer
ICSI M. No: ACS50422



PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT/ RE- APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Name of Director	Date of Appointment	Expertise / Qualification	Disclosure of relationships between directors inter-se	List of Other Companies in which Directorship and membership of Committees held	Shareholding in the Company
Mr. Purshottam Kejriwal	24th June 2021	Mr. Purshottam Kejriwal is 65 years old, He is a Commerce Graduate. He has more than 30 years of experience in drug & medicine manufacturing.	Ms. Jyoti Devi Kejriwal is the wife of Mr. Purshottam Kejriwal.	Merit Organics Limited	22,40,386
Ms. Jyoti Devi Kejriwal	24th June 2021	Ms. Jyoti Devi Kejriwal is 60 years old, She has more than 20 years of experience in drug & medicine manufacturing	Mr. Purshottam Kejriwal is the husband of Ms. Jyoti Devi Kejriwal	1. Merit Organics Limited 2. Hardsoft power private limited	Nil
Mr. Arun Goenka	12th August 2021	Mr. Arun Goenka is 63 years old, He is a Commerce Graduate and Qualified Chartered Accountant. He has wide experience of share market, law and accounts. He also worked as corporate executive, corporate advisor, share broker, investment advisor, investor, investor protection activist, legal advisor etc.	Nil	1. Gundlupet Finance And Investments Pvt Ltd 2. India Coke And Power Pvt Ltd 3. IMR Resources India Pvt Ltd 4. Mundhra Fiscal Services Pvt Ltd 5. Vishwakamal Capital Pvt Ltd 6. Chaman Lease & Viniyog Pvt. Ltd. 7. Anubhav Credit & Viniyog Pvt. Ltd. 8. Mugdha Finalease Pvt. Ltd. 9. Ang Financial Consultants Pvt. Ltd. 10. Agrim Credit & Agency Consultants Pvt. Ltd. 11. Udit Financial And Management Consultants Pvt Ltd 12. Ask Giri Associates Pvt Ltd 13. T.S. Mining Solutions Pvt Ltd	Nil
Ms. Prajakta Shidhore	29th September, 2016	Ms. Prajakta Shidhore is 49 years old. She is a Qualified Chartered Accountant having an experience of handling distressed assets of Asset Reconstruction companies, Banks and Special Situation Funds.	Nil	1. Arnav Assets Solutions Private Limited 2. Accretus Edutech Private Limited 3. Accretus Solutions India LLP	Nil



BOARD'S REPORT

Dear Shareholders,

The Board of Directors present their 34th Annual Report of the Company together with Audited Financial Statements for the year ended 31st March, 2021.

FINANCIAL RESULTS:

(₹ in Lakh)

Particulars	Financial Year 2020-21	Financial Year 2019-20
Income from Operations	29.98	180.73
Profit / (Loss) before Interest, Depreciation and Tax	(23.80)	(43.90)
Less: Interest Paid	-	-
Profit / (Loss) before Depreciation and Tax	(23.80)	(43.90)
Less: Depreciation / Amortisation	0.26	0.15
Profit / (Loss) before & After Tax	(24.06)	(44.05)

OPERATIONS REVIEW:

During the year under review the Company continued to undertake its business of Trading of Chemicals , However, due to volatility in market price of the Raw Materials and slowdown of the world Economy due to COVID 19, the Company too limited risk while doing International Business resulting in lower volumes of sales. Accordingly, the Company's Income from Operations was 29.98 Lakh as against the Income from Operations of ₹ 180.73 Lakh in the corresponding previous year. The Company incurred a loss of ₹ 23.80 Lakh before Interest and Depreciation as compared to a Loss of ₹ 43.90 Lakh in the corresponding previous year. The Company incurred Net loss of ₹ 24.06 Lakh during the year as against a loss of ₹ 44.05 Lakh in the corresponding previous year.

BUSINESS ACTIVITY

There has been change in the promoters of the Company pursuant to the acquisition of the shares from the existing promoters by Mr. Purshottam Kejriwal and his family members. The Promoters have plans to diversify the business of the Company. The Board subject to the approval of the members in forthcoming Annual General Meeting of the Company and subject to the approval of Registrar of Companies, Maharashtra, Mumbai has proposed to change the Objects of the Company by Altering the objects clause of the Memorandum of Association of the Company.

COVID 19

Due to the COVID-19 pandemic, the Company's business in trading chemicals got disrupted. As the situation evolves, the Company continues to closely monitor the impact of the COVID-19 pandemic on all aspects of the Company. The second wave of COVID is sweeping through the country. This is affecting the economy much deeper than the first wave. It is also affecting young people. The Government of India can only combat this with rapid vaccinations. The ultimate impact of the COVID-19 pandemic on operating results, cash flows, and financial condition is likely to be determined by factors which are uncertain, unpredictable, and out of the Company's control at this time. The situation surrounding COVID-19 remains fluid, and if disruptions do arise, they could adversely impact the operations of the Company.

DIVIDEND:

In view of Loss incurred by the Company, the Directors regret their inability to recommend any dividend for the Financial Year ended 31st March 2021.

PUBLIC DEPOSITS:

The Company has not accepted any deposits from the public and as such, no amount of principal or interest was outstanding as on the balance sheet date.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The Company has not availed/given any loans, guarantees or investments under provisions of Section 186 of Companies Act, 2013.



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CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars with respect to the conservation of energy and technology absorption as required to be disclosed pursuant to provision of Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not relevant to the Company. Foreign exchange earnings and outgo as stipulated under Section 134 of the Act read with the Companies (Accounts) Rules, 2014, is set out in the Annexure I to this report.

PARTICULARS OF EMPLOYEES, DIRECTORS AND KMP's:

The disclosure on the details of remuneration to Employees and Directors and other Key Managerial Personnel pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in Annexure II to this report.

RELATED PARTY TRANSACTIONS:

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is available on the website of the Company at www.pentokey.com. The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and its Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval and are in accordance with the Policy. All transactions entered by the Company with Related Parties were in ordinary course of business and on arm's length basis.

Form AOC-2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with rule 8(2) of the Companies (Accounts) Rules, 2014 is set out in Annexure III to this report.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

In accordance with the applicable provisions of Companies Act, 2013 read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed dividends along with shares are required to be transferred by the Company to the IEPF, after completion of seven (7) years.

The Company had sent individual notices and also advertised in the newspapers, seeking action from the shareholders who have not claimed their dividends for 7 (seven) consecutive years or more. Details of shares/shareholders in respect of which dividend has not been claimed, are also provided on the website of the Company at www.pentokey.com/Financial_Info.htm

During the year under review the Company had transferred unclaimed dividends of ₹ 5,34,000/- for the FY 2012-13 along with 2,49,568 shares corresponding thereto to the IEPF.

SUBSIDIARIES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiaries and Associates, therefore details under Form AOC 1 is not applicable.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review there was no change in the Board of Directors of the Company. The Board of Directors, upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Purshottam Kejriwal and Ms. Jyoti Devi Kejriwal as an additional Directors on the Board of the Company with effect from 24th June, 2021 and Mr. Arun Goenka as Additional Director of the Company with effect from 12th August, 2021 who shall hold the office up to the date of ensuing Annual General Meeting. Further, the Nomination and Remuneration Committee and the Board have also recommended to the members of the Company, the appointment of Mr. Purshottam Kejriwal, Ms. Jyoti Devi Kejriwal and Mr. Arun Goenka as a Non-Executive Non Independent Directors.

As mentioned elsewhere, Mr. Purshottam Kejriwal and his family have pursuant to the acquisition of shares from the existing promoters and the open offer has been categorised as promoters. Hence, Mr. Purshaottam Kejriwal and Ms. Jyoti Kejriwal will be categorised as Promoter Directors.

Mr. Mohan Somanathan, Non Executive, Non- Independent Director and Mr. Shrinivas Mokashi Non Executive, Non-Independent Director of the Company resigned from the Board of the Company with effect from the conclusion of the meeting of Board of Directors held on 24th June, 2021; The Board placed on record their sincere appreciation for the immense contributions made by both Mr. Mohan Somanathan and Mr. Shrinivas Mokashi to the growth of your Company during their tenure with the Company.



Mr. Shyam Balsekar, Non Executive, Independent Director of the Company resigned from the Board of the Company with effect from the conclusion of the meeting of Board of Directors held on 12th August, 2021. The Board placed on record their sincere appreciation for the immense contributions made by Mr. Shyam Balsekar to the growth of your Company during his tenure with the Company.

Mr. Akshay Joshi had resigned as Company Secretary and Compliance officer of the Company w.e.f. 31st March, 2021. Hence, pursuant to the recommendation of Nomination and Remuneration Committee, Ms. Kiran Jadhav (ACS 50422) was appointed as Company Secretary and Compliance office of the Company w.e.f. 14th April, 2021.

Further Mr. Balachandran Nair, Chief Executive Officer (CEO) and Mr. Sunil Raghav, Chief Financial Officer (CFO) resigned with effect from the end of the working hours of 12th August, 2021. Pursuant to the recommendation of Nomination and Remuneration Committee Mr. Rajendra Babulal Gujrathi and Mr. Sanjeev Dubey were appointed as Chief Executive Officer (CEO) and Chief Financial Officer (CFO) respectively with effect from 13th August, 2021.

As on the date of this report the Board of Directors comprises of – Five (5) Directors including Two (2) Independent Non-Executive Directors, and three (3) Non-Executive, Non-Independent Directors. Independent Directors provide their declarations both at the time of appointment and annually confirming that they meet the criteria of independence as prescribed under Companies Act, 2013.

The Company's policy on appointment and remuneration of directors is available on www.pentokey.com.

MEETINGS OF THE BOARD:

During the financial year, 4 (four) meetings of the Board of Directors were held. Particulars of meetings held and attended by each Director are given in the Corporate Governance Report, which forms part of this Annual Report.

NOMINATION & REMUNERATION POLICY:

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013.

The Board of Directors has formulated and adopted a Policy which lays down a framework for selection and appointment of Directors and Senior Management and for determining qualifications, positive attributes and independence of Directors in accordance with the provisions of Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations.

The salient features of the Policy are set out in the Corporate Governance Report, which forms part of this Annual Report and is available on the website of the Company at www.pentokey.com

AUDIT COMMITTEE:

The composition of the Audit Committee is in alignment with the provisions of Section 177 of the Companies Act, 2013 read with the Rules issued thereunder. The members of the Audit Committee are financially literate and have experience in financial management.

During the year, four meetings were held. The details on the Audit Committee meetings are set out in the Corporate Governance Report which forms part of this Annual Report.

OTHER COMMITTEES:

Details of all the other Committees of the Board are provided in the Corporate Governance Report, which forms part of this Annual Report.

CORPORATE GOVERNANCE REPORT:

Pursuant to clause 15 (2) (a) of Listing Regulations, compliance with Corporate Governance provisions as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D, and E of Schedule V of Listing Regulations is not applicable to the Company; however as a matter of good Corporate Governance practice and in compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a Compliance Certificate from the Statutory Auditor forms an integral part of this report and is set out in Annexure IV

BOARD EVALUATION:

Evaluation of performance of all Directors is undertaken annually. The Company has implemented a system of evaluating performance of the Board of Directors and of its committees and individual Directors on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects.



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The Directors carried out the annual performance evaluation of the Board, Committees of Board and individual Directors along with assessing the quality, quantity and timeliness of flow of information between Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The details of the evaluation process are set out in the Corporate Governance Report which forms part of this Annual Report.

DIRECTORS RESPONSIBILITY STATEMENT:

Your Directors state that:

- (a) In the preparation of the annual financial statements for the year ended 31st March, 2021, the applicable Accounting Standards have been followed along with proper explanation to material departures;
- (b) The Directors have 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 31st March, 2021 and of the loss of the Company for the year ended 31st March, 2021;
- (c) 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.
- (d) The annual financial statements have been prepared on a going concern basis.
- (e) Appropriate internal financial controls were followed by the Company and that such internal financial controls are adequate and operating effectively; and
- (f) Proper systems to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Act, the Annual Return in form MGT-7 for the Company for the financial year 2020-21 is available on the Company's website at <https://www.pentokey.com>

AUDITORS AND AUDITORS REPORT:

Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Mr. A. M. Bhat, Practicing Company Secretary (Membership No. 1560) as the Secretarial Auditor of the Company to conduct an audit of the Secretarial Records for financial year ending 31st March, 2021.

The Secretarial Audit Report for financial year ending 31st March, 2021 is annexed as **Annexure V** to this Annual Report. The Secretarial Audit Report does not contain any qualification, reservation, or adverse remark.

Further under Regulation 24A of Listing Regulations, the Company was not required to submit the Annual Secretarial Compliance Report as the Company falls under the criteria as specified under Regulation 15 (2) of Listing Regulations.

Statutory Auditor:

M/s. Verma Mehta & Associates, Chartered Accountants (Firm Registration No. 112118W), were appointed as Statutory Auditors of the Company at its 31st Annual General Meeting held on 21st September, 2018, to hold office till the conclusion of the 36th Annual General Meeting to be held in the year 2023.

The Auditor's Report for the financial year ended 31st March, 2021 on financial statements of the Company is a part of this report and is annexed as **Annexure VI** to this Annual Report. The Auditor's Report does not contain any qualification, reservation or adverse remark on the financial statements for the year ended 31st March, 2021.

Cost Auditor:

The provisions of Cost Audit as prescribed under Section 148 of the Act, are not applicable to the Company.

MANAGEMENT DISCUSSIONS AND ANALYSUS (MD&A):

The Company is currently doing chemical trading activities. Since there was a shortage of Acetic Acid and due to volatile prices and foreign exchange fluctuations, the Company is now cautiously trading in Chemicals.



The detailed MDA is provided as Annexure VIII and forms a part of this report.

RISK MANAGEMENT:

Pursuant to clause 15 (2) (a) of Listing Regulations, compliance with Corporate Governance provisions as specified under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D, and E of Schedule V of Listing Regulations are not applicable to the Company; however the Company operates with well defined risk management policy to identify measures to mitigate various business risks. The copy of the Risk Management Policy is uploaded on the website of the Company at <http://www.pentokey.com/pdf/Risk-Management-Policy.pdf> This framework seeks to create transparency, minimize adverse impact on the business objective and enhance the Company's competitive advantage and thus helps in managing market, credit and operations risks.

VIGIL MECHANISM:

In compliance with the provisions of Section 177, the Company has established a Vigil Mechanism Policy, which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behaviour, instances of financial irregularities, mala-fide manipulation of Company's records or violation of the Company's Code of Conduct & Ethics. This mechanism also provides for adequate safeguards against victimization of director(s)/employee(s) of the Company who report unethical practices or irregularities.

The Vigil Mechanism Policy is uploaded on the website of the Company at <http://www.pentokey.com/pdf/Vigil-Mechanism-Policy-New.pdf>

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated persons of the Company, as per SEBI (Prohibition of Insider Trading) Regulations, 2015.

During the year, the Company has amended the Insider Trading Policy in line with Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The amended policy is available on the website of the Company at

[http://www.pentokey.com/pdf/Code_of_Practices_and_Procedures_for_Fair_Disclosure_of_Unpublished_Price_Sensitive_Information_\(Amended\).pdf](http://www.pentokey.com/pdf/Code_of_Practices_and_Procedures_for_Fair_Disclosure_of_Unpublished_Price_Sensitive_Information_(Amended).pdf)

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

As per the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your Company has constituted Internal Complaints Committee (ICC). No complaints have been received on Sexual harassment for the financial year ending 31st March, 2021. The Company is committed to providing a safe and conducive work environment.

CORPORATE SOCIAL RESPONSIBILITY:

Pursuant to Section 135 of the Companies Act, 2013 read with rules of Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company is not required to frame Corporate Social Responsibility Committee and Corporate Social Responsibility Policy.

INTERNAL FINANCIALS CONTROLS:

The Company has a sound internal control system, which ensures monitoring implementation of the action plans emerging out of internal audit findings. The terms of reference of the Audit Committee includes reviewing the effectiveness of the internal control environment. The Audit Committee of the Board addresses issues raised by both, the Internal Auditors and the Statutory Auditors of the Company. During the financial year under review, no material or serious observation has been received from the Statutory or Internal Auditors of the Company.

MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitments affecting the financial position of the Company which have occurred from the end date of the financial year upto the date of this Board's Report.



PENTOKEY ORGANY (INDIA) LIMITED

MATERIAL CHANGES AFTER THE FINANCIAL YEAR END 31ST MARCH 2021:

The Promoters of the Company M/s. Sakarwadi Trading Company Private Limited, M/s. Somaiya Agencies Private Limited, M/s Godavari Biorefineries Limited and M/s Jasmine Trading Company Private Limited; had entered into a Share Purchase Agreement with Mr. Purshottam Kejriwal (“Acquirer 1”), Mr. Vibhu Kejriwal (“Acquirer 2”), Mr. Shantanu Purshottam Kejriwal (“Acquirer 3”) And Mr. Kostuv Purshottam Kejriwal (“Acquirer 4”) for selling 39,70,573 shares of Pentokey Organy (India) Ltd., equivalent to 63.30% and subject to actual response, the acquirers may purchase 6,00,000 shares of Jasmine Trading Company Privet Limited. Pursuant to the said arrangement for purchase of shares, an Open Offer was triggered by the Acquirers on 14th May, 2021; The Acquirers had given Publication of DPS in the newspaper on 21st May, 2021 and had circulated Draft Letter of Offer to acquire 25.51%, equivalent to 15,99,850 shares at a price of ₹ 8.75 per Equity Shares and the last day for revising the Offer Price/ number of shares was 6th July, 2021. The Open offer was closed on 23rd July, 2021 and Mr. Purushottam Kejriwal has acquired 386 shares which were tendered through the Open Offer.

As per the terms of Share Purchase Agreement dtd. 14th May, 2021 M/s. Sakarwadi Trading Company Private Limited, M/s. Somaiya Agencies Private Limited, M/s. Godavari Biorefineries Limited and M/s. Jasmine Trading Company Private Limited had ceased to be the Promoters of the Company and the Acquirer Mr. Purshottam Kejriwal (“Acquirer 1”), Mr. Vibhu Kejriwal (“Acquirer 2”), Mr. Shantanu Purshottam Kejriwal (“Acquirer 3”) and Mr. Kostuv Purshottam Kejriwal (“Acquirer 4”) have become the new promoters of the Company. The Company will make an application to the concern Stock Exchange for reclassification of old Promoters into Public Catagary.

LISTING:

As per the terms of Share Purchase Agreement dtd. 14th May, 2021 M/s. Sakarwadi Trading Company Private Limited, M/s. Somaiya Agencies Private Limited, M/s. Godavari Biorefineries Limited and M/s. Jasmine Trading Company Private Limited had ceased to be the Promoters of the Company and the Acquirer Mr. Purshottam Kejriwal (“Acquirer 1”), Mr. Vibhu Kejriwal (“Acquirer 2”), Mr. Shantanu Purshottam Kejriwal (“Acquirer 3”) and Mr. Kostuv Purshottam Kejriwal (“Acquirer 4”) has become the new promoters of the Company. The Company will The necessary disclosure in the Letter of Offer (LOO) dated 25th June, 2021 has been made that Upon completion of open offer formalities, seller shall be denotified as promoters pursuant to regulation 31A(10) of SEBI(LODR) Regulations, 2015 as amended and relinquish management control of the Target Company in favour of the Acquirer. Therefore as per the provisions of sub-regulation 10 of Regulation 31A of SEBI (listing obligations and disclosure requirements) Regulation 2015, as amended, in case of reclassification pursuant to an open offer or a scheme of arrangement, the provisions of clause (a) of sub-regulation (3) and clauses (a) and (b) of sub-regulation (8) of this regulation shall not apply if the intent of the erstwhile promoter(s) to reclassify has been disclosed in the letter of offer or scheme of arrangement. Also provisions or Regulation 31A(3)(c)(i) shall not apply in case of reclassification pursuant to an open offer.

SECRETARIAL STANDARDS ISSUED BY ICSI:

The Company is in compliance with all the applicable Secretarial Standards as specified by the Institute of Company Secretaries of India (ICSI).

INDIAN ACCOUNTING STANDARDS:

The Ministry of Corporate Affairs (MCA) on 16th February, 2015, notified that Indian Accounting Standards (Ind AS) are applicable to certain classes of Companies from 1st April, 2016 with a transition date of April 1, 2015. Ind AS has replaced the previous Indian GAAP prescribed under Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of the Companies (Accounts) Rules, 2014. Ind AS is applicable to the Company from 1st April, 2017.

RISKS AND CONCERNS:

In today’s challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The main risks inter alia include strategic risk, operational risk, financial risk and compliances & legal risk.

DISCLAIMER:

Certain statement in the management discussion and analysis may be forward looking within the meaning of applicable securities laws and regulations and actual results may differ materially from those expressed or implied. Factors that would make differences to Company’s operations include competition, price realization, changes in government policies and regulations, tax regimes, economic development and other incidental factors.



APPRECIATION:

The Board of Directors place on record appreciation for the exemplary contribution made by the employees of the Company at all levels and conveys its appreciation for our business associates and shareholders for their continued support to the Company.

**For and on behalf of the Board of Directors
For Pentokey Organy (India) Limited**

Mr. Purshottam Kejriwal
Director
(DIN: 02476745)

Ms. Jyoti Devi Kejriwal
Director
(DIN: 06560100)

Date : 12th August, 2021
Place : Mumbai

**Annexure - I****Disclosure with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

(Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.)

A. CONSERVATION OF ENERGY:

- I. Steps taken or impact on conservation of energy: Not Applicable, as the Company is not doing any production activity.
- II. The steps taken by Company for utilising alternate sources of energy: Not Applicable
- III. The capital investment on energy conservation equipment's: NIL

B. TECHNOLOGY ABSORPTION

- I. Efforts made towards technology absorption: Not Applicable.
- II. Benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable.
- III. Imported Technology: Not Applicable, as no Technology has been imported by the Company.
- IV. Expenditure incurred on Research and Development: NIL

C. FOREIGN EXCHANGE EARNING AND OUTGO:

(₹ in Lakh)

Particulars	2020-21	2019-20
Earning	-	-
Outgo	-	11.52

**For and on behalf of the Board of Directors
For Pentokey Organy (India) Limited**

Mr. Purshottam Kejriwal
Director
(DIN: 02476745)

Ms. Jyoti Devi Kejriwal
Director
(DIN: 06560100)

Date : 12th August, 2021
Place : Mumbai



Annexure – II

Details pertaining to Remuneration

(Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.)

- 1) The ratio of the remuneration and percentage increase is not calculated as there are no employees in the Company other than the Chief Executive Officer, Chief Financial Officer and Company Secretary (Key Managerial Personnel's).
- 2) The percentage increase in the median remuneration of employees in the financial year is not calculated in view of point 1 above.
- 3) The number of permanent employees on the rolls of the Company as on 31st March, 2021: Three
- 4) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and the increase in the managerial remuneration is not calculated in view of point 1 above.
- 5) Affirmation that the remuneration is as per the Remuneration Policy of the Company: It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.
- 6) Particulars of top ten employees in terms of remuneration drawn and the name of every employee:
 - a) Details of employees, employed throughout the financial year, were in receipt of remuneration for that financial year, in the aggregate, and was not less than Rupees One Crore and Two Lakh: Nil
 - b) Details of employees, employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight Lakh and Fifty Thousand Rupees per month: Nil
 - c) Details of employees, if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: Nil

**For and on behalf of the Board of Directors
For Pentokey Organy (India) Limited**

Mr. Purshottam Kejriwal
Director
(DIN: 02476745)

Ms. Jyoti Devi Kejriwal
Director
(DIN: 06560100)

Date : 12th August, 2021
Place : Mumbai



Annexure - III

Form AOC-2 - Particulars of Contract /Arrangements made with Related Parties

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This form pertains to the 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 arm's length transactions under third proviso thereto.

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:

Not Applicable as there were no contracts or arrangements or transactions entered into by the Company which were not at arm's length basis during the year ended 31st March, 2021.

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS:

The details of material contracts or arrangement or transactions at arm's length basis for the year ended 31st March, 2021 are as follows:

Sr. No.	Name of the Related Party & Nature of Relationship	Nature of Contracts / Transactions / Arrangements	Duration of Contracts / Transactions / Arrangements	Salient terms of the Contracts / Transaction / Arrangements including value if any	Date of Approval by the Board	Advance paid as advances; if any
1.	Filmedia Communications Systems Private Limited)	Property on Leave & License	1 year from 1st April, 2020 to 31st March, 2021.	Leave and License agreement for 1 year from 1st April, 2020 to 31st March, 2021 occupying the premises for business purpose.	26th June, 2020	Nil
2.	Godavari Biorefineries Limited (Associate Company & Mr. S. Mohan is a common Director)	Sale, purchase or supply of goods or materials	The Company will purchase/sale as and when the need arises.	Schedule of dispatches and price of product is mutually fixed.	26th June, 2020	Nil
3.	K. J. Somaiya & Sons Private Limited (Associate Company as per Accounting Standard)	Availing or rendering of any services	1 years from 1st April, 2020 to 31st March, 2021.	Entered into an agreement of License to use Trademark "Somaiya" w.e.f 1st April, 2020 to 31st March, 2021.	26th June, 2020	Nil
4.	The Book Centre Ltd. (Associate Company as per Accounting Standard)	Purchase of goods or materials	As and when the need arises.	Printing of stationery and reports etc. The invoices are raised as per the purchase order for each job.	26th June, 2020	Nil

**For and on behalf of the Board of Directors
For Pentokey Organy (India) Limited**

Mr. Purshottam Kejriwal
Director
(DIN: 02476745)

Ms. Jyoti Devi Kejriwal
Director
(DIN: 06560100)

Date : 12th August, 2021
Place : Mumbai

**Annexure - IV****Report of Corporate Governance**

(Pursuant to Chapter IV read with Schedule V of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Pentokey Organy (India) Limited is committed to good corporate governance and continues to take necessary steps towards growth and to enhance value for its shareholders. The Company has been constantly reassessing and benchmarking itself with well-established Corporate Governance practices. The Board of Directors fully supports and endorses the Corporate Governance practices being followed by the Company.

Your Company has set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions.

BOARD OF DIRECTORS:**Composition:**

As on 31st March, 2021, the Board comprised of 5 (five) Directors of which 3 (three) are Independent Non-Executive Directors and 2 (two) are Non-independent Non-Executive Directors. The Chairman of the Board is a Non-Executive Director. The composition of the Board is in conformity with Regulation 17 of Listing Regulations as well as the Companies Act, 2013 read with rules issued thereunder. The Board meets at least once in every quarter to review the quarterly results and other items on the agenda.

4 (Four) Board Meetings were held during the financial year under review on 26th June, 2020, 11th August, 2020, 06th November, 2020 and 12th February, 2021. The Details of Directors Attendance at the Board Meetings and at the last Annual General Meeting (AGM) held on 29th September, 2020 are as under:

Name of the Director	No. of Board Meetings attended	Attendance at AGM held on 29th September, 2020
Mr. Devendra Shrimanker	4	Yes
Mr. Shyam Balsekar	4	No
Ms. Prajakta Shidhore	4	Yes
Mr. S. Mohan	4	Yes
Mr. Shrinivas Mokashi	4	Yes

Directorship / Membership / Chairmanship on Board or Committees of other Companies:

All Directors have periodically and regularly informed the Company about their Directorship & Membership on the Board/ Committees of other Companies. In terms of the provisions of the Act, the Directors submit necessary disclosures regarding the positions held by them on the Board and/or Committees of other public and/or private Companies, from time to time. On basis of such disclosures, it is confirmed that as on date of this report, none of the Director:

- hold Directorships in more than 10 (Ten) public Companies;
- is a Member of more than 10 (Ten) Committees or Chairperson of more than 5 (Five) Committees across all the public Companies in which he/she is a Director; and
- are inter-se related to each other

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. As per the declarations received, none of the Directors serve as an Independent Director in more than seven listed Companies.



The details of the Directors of the Company with regard to outside Directorships and Committee positions held as on 31st March, 2021 are as under:

Name of Director	Category	No of outside Directorship(s) held		No of outside Committee position held	
		Public	Other	Member	Chairperson
Mr. Devendra Shrimanker	Non-Executive - Independent	2	3	1	1
Ms. Prajakta Shidhore	Non-Executive - Independent	0	3	0	0
Mr. Shyam Balsekar	Non-Executive - Independent	0	2	0	0
Mr. S. Mohan	Non-Executive Non-Independent	1	2	1	0
Mr. Shrinivas Mokashi	Non-Executive Non-Independent	2	4	0	0

COMMITTEES OF THE BOARD

The Board has constituted various committees with specific terms of reference in line with the provisions of the Listing Regulations & Companies Act, 2013 and rules issued thereunder. The details pursuant to various committees are as under:

The composition of the various Committees of the Board during the financial year 2020-21 is detailed below:

Audit Committee	Nomination & Remuneration Committee	Stakeholder's Relationship Committee
Mr. Devendra Shrimanker Non-Executive – Independent Director (Chairman of the Committee)	Mr. Shyam Balsekar Non-Executive – Independent Director (Chairman of the Committee)	Mr. Devendra Shrimanker Non-Executive – Independent Director (Chairman of the Committee)
Mr. Shyam Balsekar Non-Executive – Independent Director	Ms. Prajakta Shidhore Non-Executive– Independent Director	Mr. S. Mohan Non-Executive Non-Independent Director
Ms. Prajakta Shidhore Non-Executive – Independent Director	Mr. Devendra Shrimanker Non-Executive – Independent Director	Mr. Shyam Balsekar Non-Executive – Independent Director
Mr. S. Mohan Non-Executive Non-Independent Director		

Director Attendance for Committee Meeting held during the year:

Committees of the Company	Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee	Independent Directors Meeting
Total Number of Meetings held during FY 2020-21	4	2	3	1
Director Attendance				
Mr. Devendra Shrimanker	4	2	3	1
Mr. Shyam Balsekar	4	2	3	1
Ms. Prajakta Shidhore	4	2	NA	1
Mr. S. Mohan	4	NA	1	NA
Mr. Shrinivas Mokashi	NA	NA	NA	NA



Audit Committee:

During the financial year under review, the, Audit Committee Meetings were held on 26th June, 2020, 11th August, 2020, 06th November, 2020 and 12th February, 2021 . The terms of reference of Audit Committee, as approved by the Board and amended from time to time, include the following:

- 1) Overseeing Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- 2) Reviewing, with the management quarterly, half-yearly, nine-months and annual financial statements along with auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Directors Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of Companies Act, 2013.
 - changes, if any, in the accounting policies and practices and reasons for the same, major accounting entries involving estimates based on the exercise of judgment by management and significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report; if any
- 3) Recommending to the Board, the appointment, re-appointment and if required , the replacement, removal of the Statutory Auditors, fixing of Audit Fees and approving payments for any other services.
- 4) Reviewing with the management, performance of statutory and internal auditors, monitoring the auditor's independence and performance, and effectiveness of audit process;
- 5) Discussing with Internal Auditors of any significant findings and follow up there on;
- 6) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity, or a failure of internal control systems of a material nature, and reporting the matter to the board;
- 7) Discussing with Statutory Auditors before the Audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 8) Approving any modifications of transactions of the Company with related parties.
- 9) Scrutiny of inter corporate loans and investments
- 10) Valuation of undertakings or assets of the Company , wherever it is necessary
- 11) Evaluating of internal financial controls and risk management systems of the Company.
- 12) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends), and creditors;
- 13) Approval of the appointment of Chief Financial Officer after assessing the qualifications, experience, and background of the candidate;
- 14) Reviewing the functioning of the Whistle Blower mechanism;
- 15) Reviewing, with the management, the statement of uses / application of funds raised through an issue, such as public, rights, or preferential issues, the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice, and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to initiate steps in this matter;
- 16) Performing any other function as is mentioned in the terms of reference of the Audit Committee and any other matter referred by the Board of Directors.
- 17) Recommending to the Board, the appointment, re-appointment and if required , the replacement, removal of the Statutory Auditors, fixing of Audit Fees and approving payments for any other services.
- 18) Reviewing with the management, performance of statutory and internal auditors, monitoring the auditor's independence and performance, and effectiveness of audit process;



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- 19) Discussing with Internal Auditors of any significant findings and follow up there on;
- 20) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity, or a failure of internal control systems of a material nature, and reporting the matter to the board;
- 21) Discussing with Statutory Auditors before the Audit commences about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 22) Approving any modifications of transactions of the Company with related parties.
- 23) Scrutiny of inter corporate loans and investments
- 24) Valuation of undertakings or assets of the Company , wherever it is necessary
- 25) Evaluating of internal financial controls and risk management systems of the Company.
- 26) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends), and creditors;
- 27) Approval of the appointment of Chief Financial Officer after assessing the qualifications, experience, and background of the candidate;
- 28) Reviewing, with the management, the statement of uses / application of funds raised through an issue, such as public, rights, or preferential issues, the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice, and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to initiate steps in this matter;
- 29) Performing any other function as is mentioned in the terms of reference of the Audit Committee and any other matter referred by the Board of Directors.

In view of the resignation of Mr. Mohan Somanathan & Mr. Shyam Balsekar from the Board w.e.f, 24th June, 2021 and 12th August,2021 respectively. they also ceased to be members of the Audit Committee. Hence, the Audit Committee was reconstituted w.e.f 12th August, 2021 by the appointment of Mr. Arun Goenka, (Non- Executive Non Independent) as a member of the Audit Committee.

W.e.f. 12th August, 21 the Audit Committee Comprises of 3 members i.e. Mr. Devendra Shrimanker as Chairman of the Committee ; Ms. Prajakta Shidhore (Non- executive Independent Director) and Mr. Arun Goenka, Non-executive, Non-Independent Director as members of the Committee.

Nomination & Remuneration Committee:

The Nomination and Remuneration is mainly entrusted with the responsibility of formulating criteria for determining the qualifications, positive attributes and independence of the present and proposed Directors as well as recommending a policy to the Board relating to remuneration of Directors, Key Managerial Personnel and other Employees of the Company.

During the financial year under review, the Committee met 2 (Two) times to deliberate on various matters and the meetings were held on 11th August, 2020, and 12th February, 2021.

The terms of reference of Nomination & Remuneration Committee, as approved by the Board and amended from time to time, include the following:

- 1) formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, key managerial personnel, and other employees;
- 2) recommend to the Board a policy relating to remuneration of Directors, Key managerial personnel and other employees;
- 3) devising a policy on the diversity of Board of Directors;
- 4) Specify methodology for effective evaluation of performance of Board/Committees of the Board and review the terms of appointment of Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- 5) Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down recommend to the Board their appointment and removal



6) Undertake any other matters as the Board may decide from time to time.

The Nomination & Remuneration Policy of the Company has been uploaded on the Company's website and can be accessed at: <http://www.pentokey.com/pdf/Nomination-Remuneration-Policy.pdf>

In view of the resignation of Mr. Shyam Balsekar from the Board w.e.f 12th August, 2021, the Nomination & Remuneration Committee was reconstituted with effect from 12th August, 2021 by the appointment of Mr. Purshottam Kejriwal, Non Executive Non Independent as the member of the Nomination & Remuneration Committee. Ms. Prajakta Shidhore, Non-executive Independent Director was appointed as the Chairperson of the Committee.

W.e.f. 12th August, 2021, the Nomination and Remuneration Committee Comprises of 3 members i.e. Ms. Prajakta Shidhore as the Chairperson of the Committee; Mr. Devendra Shrimanker (Non- Executive Independent Director) and Mr. Purshottam Kejriwal, Non-executive, Non-Independent Director as members of the Committee.

Stakeholders Relationship Committee:

The Company's shares are traded in dematerialised form. In order to expedite transfers in physical form; necessary authority has been delegated by the Board to the Committee to approve transfers / transmissions of shares.

The terms of reference of the Committee are:

- 1) To monitor expeditious redressal of grievances of the stakeholders and investors complaints relating to shareholders and approve allotment of shares and other securities;
- 2) To issue share certificates pursuant to requests as and when received by the Company;
- 3) To authorize officers of the Company to approve request for transfer, deletion, consolidation, subdivision, in respect of shares;
- 4) Such other activities as the Board of Directors may determine from time to time.

During the year under review the Committee members met 3 times and the meetings were held on – 06th November 2020, 21st December 2020 and 12th March, 2021.

In view of the resignation of Mr. Mohan Somanathan & Mr. Shyam Balsekar from the Board w.e.f, 24th June, 2021 and 12th August, 2021 respectively, they also ceased to be members of the Stakeholders Relationship Committee on the respective dates. Hence, the Stakeholders Relationship Committee was reconstituted w.e.f 12th August, 21 by the appointment of Mr. Arun Goenka, (Non- Executive Non Independent) and Mr. Purshottam Kejriwal, Non- Executive Non Independent Director, as members of the Committee.

W.e.f. 12th August, 2021, the Stakeholders Relationship Committee Comprises of 3 members i.e. Mr. Devendra Shrimanker as Chairman of the Committee; Mr. Arun Goenka, (Non- Executive Non Independent Director and Mr. Purshottam Kejriwal, Non- Executive Non-Independent Director, as members of the Committee.

Details relating to the number of complaints received and redressed during the financial year 2020-21 as at 31st March, 2021 are as under:

Sr. No	Nature of Complaint/Query	Total complaints pending at the beginning of the financial year	Total complaints received during the financial year	Total complaints resolved during the financial year	Total complaints pending at end of the financial year
1.	Non receipt of Dividend	0	01	01	0
2.	Non receipt of Share Certificate	0	0	0	0
3.	Others*	0	10	10	0
	TOTAL	0	11	11	0

*Nature of complaints in category "Others" includes Death Claims, Change in Name, Signatures, Address, Non receipt of Annual Report, Consolidation of Folios etc.

Mr. Akshay Joshi, Company Secretary was acting as the Secretary to the Committee and is the Compliance Officer of the Company who was also responsible for redressal of investor complaints till 31st March, 2021. Thereafter, Ms. Kiran Jadhav was appointed as Secretary to the Committee and Compliance Officer of the Company w.e.f 14.04.2021. The Company has designated the Email ID investors@pentokey.com to enable stakeholders to email their grievances.



PENTOKEY ORGANY (INDIA) LIMITED

The Registrar and Share Transfer Agents (RTA), M/s. Datamatics Business Solutions Ltd attends to all grievances of shareholders received directly or through SEBI, Stock Exchange or the Ministry of Corporate Affairs.

Independent Director Meeting:

In accordance with the provisions of Schedule IV of the Act, Regulation 25(3) of the SEBI Listing Regulations and S.S 2.3 of the Secretarial Standards on the meetings of the Board of Directors, a meeting of Independent Directors of the Company was held on 12th February, 2021 without the presence of the Non-Independent Directors and the members of the Management. The Independent Directors discussed matters inter alia the functioning of the Company, reviewing the performance of the Chairman, Non-Independent Directors and Board as a whole and assessed the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively perform its duties.

The Company also conducts familiarisation programme for the Independent Directors to enable them to be familiarised with the Company, its management and its operations to gain a clear understanding of their roles, rights and responsibilities for enabling their contribution to the Company.

The details of familiarization programme for Independent Director(s) is put up on the website of the Company at <http://www.pentokey.com/pdf/Familiazation-Programme.pdf>.

Code of Conduct:

The Board has formulated and adopted Code of Conduct for the Employees and Senior Management of the Company in compliance with Regulation 17 and 26 of Listing Regulations.

In accordance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 the Company has adopted the amended Code of Conduct and procedures for Fair Disclosure of Unpublished Price Sensitive Information which is available on the Company's website.

All the Board Members and Senior Management Personnel have confirmed compliance with the Code during the financial year under review and a declaration to that effect signed by the Chief Executive Officer of the Company forms a part of this Annual Report.

Performance Evaluation of the Board:

One of the key responsibilities of the Board includes establishment of a structured assessment process for evaluation of the performance of the Board, its Committees and individual performance of the Directors.

During the year under review the performance evaluation was carried out on the basis of work done by the Board, degree of fulfilment of key responsibilities w.r.t discharging its governance, effective participation, quality of deliberations at the meeting and information provided to the Board. The overall evaluation was completed to the satisfaction of the Board.

Remuneration to Directors

The Nomination & Remuneration Committee ensures that the compensation packages are in accordance with applicable law, in line with Company's objectives and Shareholder's interests, subject to the approval of the Board. The Nomination & Remuneration Committee recommends to the Board the remuneration payable to Non-Executive Directors of the Company.

Sitting fees of ₹ 5000 per meeting of the Board, Audit Committee and Nomination & Remuneration Committee and ₹ 2500 per meeting of the Stakeholder & Relationship Committee is paid to the Non-Executive Directors of the Company. The Independent Directors were also paid ₹ 5000 as sitting fees for their separate meeting held during the year.

The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the Meetings. During the year under review, there were no material pecuniary relationships and transactions of any non-executive directors with the Company other than sitting fees payable to them. The Non-executive Directors do not hold any shares or convertible instruments of the Company. The Company does not have any stock option programme for any of its directors.

The Remuneration Policy, inter alia, disclosing criteria of making payments to Non-executive Directors is placed on the Company's website <http://www.pentokey.com/pdf/Nomination-Remuneration-Policy.pdf>.

The details of remuneration & sitting fees paid to the Directors for attending the Meeting are provided in Form MGT-9 which forms part of the report.

**General Body Meeting:**

Details of last three AGM and the summary of Special Resolutions passed therein, if any, are as under:

Year	Location of AGM	Date & Time of AGM	Details of Special Resolution passed
2019-20	Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)	Tuesday, 29th September, 2020 at 11:30 am	1. To Approve The Reclassification Of Members Of The Promoter/Promoter Group To The Public Shareholder Category
2018-19	Kilachand Conference Hall, Indian Merchants’ Chambers Building, IMC Marg, Churchgate, Mumbai – 400 020	Thursday, 26th September, 2019, at 3:00 pm	1. Re-Appointment of Mr. Devendra Shrimanker as an Independent Director of the Company; 2. Re-Appointment of Mr. Shyam Balsekar as an Independent Director of the Company
2017-18	Kilachand Conference Hall, 2nd Floor, Indian Merchants’ Chamber, Churchgate, Mumbai - 400 020.	Friday, 21st September, 2018 at 3:00 pm	1. Approval for material related party transactions for Financial Year 2018-19.

Means of Communication:

The quarterly, half-yearly and annual financial results of the Company are generally published in ‘Financial Express’ (in English) and ‘Apla Mahanagar’ (in Marathi).

These Financials along with Annual Reports, Shareholding Patterns, Press Releases and other material information furnished to the Stock Exchanges pursuant to regulation 46 of the Listing Regulations are disseminated on the website of the Company i.e www.pentoket.com

Certificate from Practicing Company Secretary:

Certificate as required under Part C of Schedule V of Listing Regulations, has been received from Mr. A M Bhat Practising Company Secretary (Membership No. 1560), that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs.

CEO/CFO Certification:

Mr. Balachandra Nair M. N. Chief Executive Officer of the Company and Mr. Sunil Raghav, Chief Financial Officer of the Company have issued necessary certificate pursuant to Regulation 17(8) of SEBI Regulations is annexed to this report as **Annexure VII**.

Compliance Certificate:

Compliance Certificate from Statutory Auditors confirming compliance with all the conditions of Corporate Governance as stipulated under Schedule V of the Listing Regulations is annexed to this Annual Report.

General shareholder information:

AGM Details	
Annual General Meeting Date & Time	28th September, 2021 at 3:00 p.m.
Venue	Through Video Conferencing
Financial year of the Company	1st April, 2020 to 31st March, 2021
Dividend Payment Date	Not Applicable
Date of Book Closure	Tuesday, 21st September, 2021 to Tuesday, 28th September, 2021 (both days inclusive)



Listing Details	
Name & Address of Stock Exchange	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
Stock Code	52421
ISIN for depositories	INE702E01015
Investor Correspondence Details	
Name & Address of Registrar & Transfer Agent	Datamatics Business Solutions Limited Plot No B-5, Part B Cross Lane, MIDC, Andheri (East), Mumbai – 400 093. Tel: +91 22 6671 2188 / 2191 Email: anand_bhilare@datamaticsbpm.com
Name & Address of the Compliance Officer	Ms. Kiran Jadhav 509, Western Edge I, Off Western Express Highway Borivali East Mumbai 400066 Tel: +91 22 6170 2100 Email: investors@pentokey.com

Market price data- high, low during each month in last financial year:

The price of the Company's Share - High, Low as traded during the financial year 2020-21, on BSE, are as under:

Month	Bombay Stock Exchange (BSE)		
	High Price	Low Price	Volume of shares traded
April, 2020	6.37	6.06	542
May, 2020	5.76	5.76	42
June, 2020	5.75	5.21	936
July, 2020	No Trade	No trade	No trade
August, 2020	5.50	5.00	476
September, 2020	5.76	5.22	895
October, 2020	5.50	5.25	607
November, 2020	5.51	5.25	176
December, 2020	5.89	5.04	1778
January, 2021	8.00	5.89	1692
February, 2021	8	8.00	42
March, 2021	10.89	8.00	2699

Share Transfer System:

M/s Datamatics Business Solutions Limited are the Company's Registrar and Transfer Agent (RTA). All documents received from shareholders are scrutinised by the Company's RTA. The shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respect.

Transaction involving issue of shares certificates, namely issuance of duplicate share certificates, split, rematerialisation, consolidation and renewal of share certificates are approved by the stakeholders Committee of the Board of Directors.

A summary of approved transfers, transmissions, deletion requests' are placed before the Board from time to time.

**Distribution of Shareholding:**

Number of Shares Held	Number of Shareholders	% of Shareholders	Number of Shares held	% of Shareholding
1-500	17,580	98.98	5,09,191	8.12
501-1000	93	0.52	57,310	0.91
1001-2000	44	0.25	58,550	0.93
2001-3000	9	0.05	15,775	0.25
3001-4000	7	0.04	20,500	0.33
4001-5000	4	0.02	17,452	0.28
5001-10000	7	0.04	55,585	0.89
10001 & above	17	0.10	55,38,266	88.29
TOTAL	17,761	100.00	62,72,629	100.00

Dematerialization of Shares:

The Company's equity shares are held in dematerialized form by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) under ISIN INE702E01015.

Break up of shares in physical and demat form as on 31st March, 2021 is as follows:

Particulars	Number of Shares	% of Shares
Physical holding	4,41,422	7.04
Demat holding	58,31,207	92.96
TOTAL	62,72,629	100.00

Shares held in DEMAT mode in NSDL: 51,82,259 (82.62%)

Shares held in DEMAT mode in CDSL: 6,48,948 (10.35%)

As required under Regulation 40(9) of the Listing Regulations, M/s PRS Associates, Practicing Company Secretaries, have examined the records relating to share transfer deeds, memorandum of transfers, registers, files and other related documents on a half-yearly basis and has issued a certificate confirming compliance with the provisions of the said Regulations. The certificate has been submitted to the BSE, in terms of the Listing Regulations.

Change of Address, Furnishing of Bank details, Registering Email Address:

All correspondence regarding shares of the Company should be addressed to Datamatics Business Solutions Limited; RTA of the Company.

Shareholders holding shares in physical form should notify the Company's RTA, change in their address along with their bank account and Email address details by written request under the signature of sole/first joint holder, as mandated by SEBI vide Circular dated 20th April, 2018.

The Company had successfully completed dispatch of three reminders to the shareholders whose Bank/PAN mandates were not registered with the Company.

Keeping in view of the Green Initiative of Ministry of Corporate Affairs (MCA), Government of India; your Company shall send Board's Report, AGM Notices etc to its shareholders in electronic form. Shareholders who have not registered their Email address for availing the facility of E communication, are requested to register the same with Company's RTA (in case of physical shares) or their DPs (in case the shares are held in dematerialise form) so as to enable the Company to serve them fast.

Further the Shareholders are requested to keep record of their specimen signature before lodgement of shares with RTA of the Company to obviate the possibility of difference in signature at a later date.

**Fees:**

The annual listing fees for the financial year 2021-22 have been paid by the Company to the Stock Exchanges.

Unclaimed Dividend & Shares:

Pursuant to the provisions of Section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of unpaid dividends that are lying unclaimed for a period of 7 consecutive financial years from the date of its transfer to the unpaid dividend account and the related shares are liable to be transferred to the Investors' Education & Protection Fund Authority (IEPF Authority). Accordingly, unclaimed dividend in respect of the financial year 2012-13 had been transferred to IEPF Authority on 21st January 2021.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 years from the dates they became first due for payment.

Shareholders may claim their unclaimed dividend and the corresponding shares for financial year 2012-13, from the IEPF Authority by applying in the prescribed Form No. IEPF-5. This Form can be downloaded from the website of the IEPF Authority www.iepf.gov.in,

Outstanding GDRs/ADRS/ Warrants or any Convertible instruments, Conversion date and likely impact on Equity:

As on 31st March, 2021, the Company does not have any outstanding GDRs/ADRS/Warrants/Convertible Instruments.

Commodity price risk or foreign exchange risk and hedging activities: The Company does not have any un-hedged exposure to commodity price risks and foreign exchange risk.

Other Disclosures:**Related Party Transactions:**

There were no Materiality significant related party transactions made by the Company with parties which may have potential conflict with the interests of the Company at large. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arms' length basis and were approved by the Audit Committee. The Board's approved policy for related party transactions is uploaded on the website of the Company.

Penalty / Non Compliance:

There were no penalties imposed or strictures passed against the Company by SEBI, Stock Exchange(s) on which shares of the Company are listed or any statutory authority, in this regard.

Vigil Mechanism / Whistle Blower Policy:

In compliance with the provisions of Section 177, your Company has established a Vigil Mechanism/Whistle Blower Policy for Employees, Directors and third parties to report their genuine concerns in a responsible and effective manner regarding unethical matters involving malpractices or wrongdoing within the organisation and also safeguard against victimization of Employees, Directors and third parties. This policy is available on the Company's website and can be accessed at: <http://www.pentokey.com/pdf/Vigil-Mechanism-Policy-New.pdf>.

Details of compliance with mandatory and non-mandatory requirement:

The Company has complied with all the mandatory requirements as well as adopted the non-mandatory requirements as recommended in the Listing Regulations relating to Corporate Governance.

Details of Discretionary requirements:

The status of compliance with the discretionary requirements under the Listing Regulations 2015 is provided below:

- The quarterly, half-yearly and annual financial results of the Company are posted on the Company's website and extract of these results are published in newspapers on an all India basis. Significant events are also posted on the Company's website under the "Investor" Section. The complete Annual Report is sent to every Shareholder of the Company.
- The auditors' report on financial statements of the Company is unqualified.
- Internal auditors of the Company, make quarterly presentations to the audit committee on their reports.



Annexure – V

SECRETARIAL AUDIT REPORT

(Form No. MR-3)

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members,

Pentokey Organy (India) Limited

(CIN: L24116MH1986PLC041681)

Regd. Office: Somaiya Bhavan,

45/47, M. G. Road, Fort, Mumbai - 400001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pentokey Organy (India) Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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 authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021, generally complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment; Overseas Direct Investment, Overseas Direct Investment and External Borrowings are not applicable to the Company as the Company has not availed the same during the period under review.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 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) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; ((Not Applicable)
 - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable)
 - f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable)
 - g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable)
 - h) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfers Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;(Not Applicable)
- j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable)

I have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by the Institute of Company Secretaries of India as are applicable to the Company.
- II. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / the Listing Agreements entered by the Company with BSE Limited.

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

I further report that:

The Board of Directors of the Company 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 as explained to me, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings all decision at Board Meetings and Committee Meetings were taken unanimously and as such there were no dissenting views appearing in the minutes of the meetings.

I further report that as per explanations given to me and the representations made by the Management and relied upon by me, 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 period of audit as per the information provided and to the best of my knowledge, there were no specific events /actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and the Secretarial Standards.

CS Anirudha Madhava Bhat

Practicing Company Secretary

FCS No.: 1560 CP No.: 7567

Place: Mumbai

Date: 25th May 2021.

UDIN: F001560C000366672

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

**ANNEXURE A**

To
The Members,
Pentokey Organy (India) Limited
My report of even date provided in Form No.MR-3 to PENTOKEY ORGANY (INDIA) LIMITED for the year ended 31st March, 2021 is to be read along with this letter.

1. Maintenance of Secretarial records and complying with the provisions of various laws as applicable including the laws specifically applicable to the Company is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records and legal compliances based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records and the records of legal compliances. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records and other relevant records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I am not required to verify the correctness and appropriateness of financial records and books of accounts of the Company as it is part of Financial Audit as per the provisions of the Companies Act, 2013.
4. Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of corporate and other applicable laws, rules, regulations, secretarial standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

CS Anirudha Madhava Bhat
Practicing Company Secretary
FCS No.: 1560 CP No.: 7567

Place: Mumbai
Date: 25th May, 2021.
UDIN: F001560C000366672

ANNEXURE B

Sr. No.	Particulars	Date of Event	Date Annual General Meeting/ Board Meeting
1	Resignation of Mr. Akshay Joshi as Company Secretary	31.03.2021	03.06.2021



ANNEXURE – VI

CEO/CFO Certification

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

For Pentokey Organy (India) Limited

Balachandran Nair M. N.
Chief Executive Officer

Sunil Raghav
Chief Financial Officer

Date: 12th August, 2021
Place: Mumbai



Certificate on Corporate Governance

To,
The Members,
Pentokey Organy (India) Limited,

We have examined the compliance of conditions of Corporate Governance by Pentokey Organy (India) Limited, for the year ended on 31st March, 2021, as stipulated under the provisions of Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

For Verma Mehta & Associates

Chartered Accountants
Firm's Registration Number : 112118W

Sandeep Verma

Partner M.N.045711

Place: Mumbai

Date: 12th August, 2021

UDIN: 21045711AAAACD3670



ANNEXURE VIII

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2021.

Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The Company undertakes no obligation to publicly update or revise any of the opinion or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

INDUSTRY STRUCTURE AND DEVELOPMENTS OF THE COMPANY AND THRUST OF THE BUSINESS:

Pentokey Organy (India) Ltd is into the Business of trading of Chemicals. However, due to volatility in market price of the Raw Materials and slowdown of the world Economy due to COVID 19, the Company took limited risk while doing International Business resulting in lower volumes of sales .

The overall economy suffered a lot due to covid-19 impact of which also was felt in the operations of the Company.

The Board subject to the approval of the members in forthcoming Annual General Meeting of the Company and subject to the approval of Registrar of Companies, Maharashtra, Mumbai has proposed to change the Objects of the Company by Altering Memorandum of Association of the Company.

BUSINESS PERFORMANCE AND SEGMENT REPORTING:

The Company has operates in single segment. During the year under review, the Company's Income from Operations was ₹ 29.98 Lakh as against the Income from Operations of ₹180.73 Lakh in the corresponding previous year.

OUTLOOK, RISKS, CONCERNS, OPPORTUNITIES AND THREATS:

The market faced with challenges arising from the COVID-19 pandemic and its resulting impact on the economy. There was pricing risk, default risk and also due to lockdown and resultant restrictions there was subdued demand. We believe the efforts we have made, and continue to make, in our strategy will enable us to tackle these market conditions.

ADEQUACY OF INTERNAL FINANCIAL CONTROL:

The Company has robust internal control systems in place which are commensurate with the size and nature of the business. The internal controls are aligned with statutory requirements and designed to safeguard the assets of the Company. The internal control systems are complemented by various Management Information System (MIS) reports covering all areas. Increased attention is given to auto generation of MIS reports as against manual reports to take care of possible human errors or alteration of data. The Management reviews and strengthens the controls periodically.

HUMAN RESOURCE DEVELOPMENT

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. With the philosophy of inclusive growth, the Company has redefined its performance management system.

SEGMENT-WISE PERFORMANCE

The Company is into single reportable segment only.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The total revenue of the Company for the year ended 31st March, 2021 stood at Rs. 29.98 Lakhs (previous year Rs. 180.73 Lakhs). The Company has loss after tax of Rs. 24.06 Lakhs.

**DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREFOR, INCLUDING:**

Particulars	2020-2021	2019-2020
Debtors Turnover	NA	0.61
Inventory Turnover	NA	NA
Interest Coverage Ratio	NA	NA
Current Ratio	38.44	11.72
Debt Equity Ratio	NA	NA
Operating Profit Margin (%)	NA	4.45
Net Profit Margin (%)	NA	(28.23)

EXPLANATION

During current financial year 2020-21 current liabilities reduced by 73% as the trade payables and other liabilities paid off substantially from the proceeds realised from current assets particularly trade receivables and other current assets. Remaining proceeds affected in increase in Bank Balance. It resulted in reduction of current assets by 10 % only. Therefore Current Ratio increased to 38.44

DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF.

The Net worth of the Company as at the Financial Year ending on 31st March, 2021 is Rs. 5,35,90,429/- as compared to Rs. 5,59,12,836/- as at the end of previous financial year ended on 31st March, 2020.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes.

CAUTIONARY STATEMENT

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

**For and on behalf of the Board of Directors
For Pentokey Organy (India) Limited**

Mr. Purshottam Kejriwal
Director
(DIN: 02476745)

Ms. Jyoti Devi Kejriwal
Director
(DIN: 06560100)

Date : 12th August, 2021
Place : Mumbai



Independent Auditors' Report

To the Members of

Pentokey Organy (India) Limited

Report on the audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of **Pentokey Organy (India) Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at March 31, 2021, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for opinion

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

Other Information

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board of Directors report, but does not include the financial statements and our auditor's report thereon.
5. Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
6. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the 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 financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.



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

Auditor's responsibilities for the audit of the financial statements

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
11. 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.
12. 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.
13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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

14. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
15. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 22 to the financial statements;
 - ii) The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - iv) The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2021.

For **Verma Mehta & Associates**
Chartered Accountants
Firm's Registration No: 112118W

Sandeep Verma
Partner
M.N.045711

Place: Mumbai
Date: 3rd June, 2021
UDIN: 21045711AAAABQ1176



Annexure - A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2021, we report that:

- (i) In respect of Company's property plant and equipment:
 - (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of property plant and equipment.
 - (b) The Company has a system for verification to cover all the items of fixed assets and fixed assets have been physically verified by the management at reasonable intervals and no discrepancy was noticed on such verification.
- (ii) in respect Company's inventories:

The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.

The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured or provided any guarantees or security to parties covered under section 185 of the Act. The Company has not granted loans, no investments has been made, no guarantees or security are given to parties covered under section 186 of the Act. Accordingly, paragraph 3 (iv) of the Order is not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.
- (vi) The Company is not required to maintain cost accounting records. Accordingly, paragraph 3 (vi) of the Order is not applicable to the Company.
- (vii) in respect of statutory dues:
 - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of excise, duty of customs, service tax, GST, professional tax, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of excise, duty of customs, service tax, GST, professional tax, cess and other material statutory dues were in arrears as at 31 March, 2021 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no material statutory dues which have not been deposited with the appropriate authorities on account of any dispute .
- (viii) According to the information and explanations given to us, the Company has not defaulted any loans or borrowings from any financial institution, banks, government or debenture holders during the year.
- (ix) The Company did not raise any moneys by way of initial public offer or further public offer (including debt instruments) or by way of Term Loans during the year.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration except sitting fees paid to Directors.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.



- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required by applicable Ind AS .
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment of shares. The Company has not made private placement of partly or fully convertible debentures during the year under review.
Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
Accordingly, paragraph 3(xvi) of the Order is not applicable.

For **Verma Mehta & Associates**
Chartered Accountants
Firm's Registration No: 112118W

Sandeep Verma
Partner
M.N.045711

Place: Mumbai
Date: 3rd June, 2021
UDIN: 21045711AAAABQ1176



Annexure B

to the Independent Auditor's Report of even date on the Financial Statements of Pentokay Organy (India) Limited

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

We have audited the internal financial controls over financial reporting of Godavari Biorefineries Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('Guidance Note') 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note 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.

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.

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

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Verma Mehta & Associates**
Chartered Accountants
Firm's Registration No: 112118W

Sandeep Verma
Partner
M.N.045711

Place: Mumbai
Date: 3rd June, 2021
UDIN: 21045711AAAABQ1176



BALANCE SHEET AS AT 31ST MARCH, 2021

Amount in ₹

Particulars	Note No.	As at 31st March, 2021	As at 31st March, 2020
ASSETS			
1 Non-current Assets			
a) Property, Plant and Equipment	3	1,29,324	84,133
b) Intangible Assets	3	-	8,787
c) Non-current financial assets	4		
(i) Non-current investments		1,82,150	98,475
(ii) Other Bank Balances		8,70,578	8,23,726
(iii) Others		41,69,500	42,69,500
d) Other non current Asset	5	1,00,000	1,00,000
Total Non-current Assets		54,51,552	53,84,621
2 Current Assets			
a) Financial assets			
(i) Trade receivables	6	-	95,66,629
(ii) Cash and cash equivalent	6	24,38,388	23,53,170
(iii) Bank balance other than (ii) above	6	4,35,57,333	3,56,43,013
(iv) Others	6	4,77,669	4,71,719
b) Other current assets	7	30,30,328	70,58,035
c) Current Tax Assets - Net	8	1,66,997	3,95,743
Total Current Assets		4,96,70,715	5,54,88,309
TOTAL ASSETS		5,51,22,267	6,08,72,930
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	9	6,27,26,290	6,27,26,290
b) Other equity	10	(91,35,861)	(68,13,454)
Total Equity		5,35,90,429	5,59,12,836
Liabilities			
1 Non-current Liabilities			
a) Provisions	11	2,40,000	2,25,000
Total Non-current Liabilities		2,40,000	2,25,000
2 Current Liabilities			
a) Financial liabilities			
(i) Trade payable	12	3,91,698	33,35,033
(ii) Other current financial liabilities	12	1,94,629	7,03,004
b) Other Current Liabilities	13	48,175	81,139
c) Provisions	14	6,57,336	6,15,918
Total Current Liabilities		12,91,838	47,35,094
Total Liabilities		15,31,838	49,60,094
TOTAL EQUITY AND LIABILITIES		5,51,22,267	6,08,72,930
Significant Accounting Policies and Notes to Accounts	1 to 37		

As per our report of even date attached

For Verma Mehta & Associates
Chartered Accountants
Firm's Registration No: 112118W

Sandeep Verma
Partner
M.N. 045711

For and on behalf of the Board of Directors

S. Mohan
Director
DIN: 03184356

Kiran P. Jadhav
Company Secretary
ACS: 50422

Devendra J. Shrimanker
Director
DIN: 00385083

Sunil Y. Raghav
Chief Financial Officer

Place : Mumbai
Date : 3rd June, 2021

Place : Mumbai
Date : 3rd June, 2021



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2021

Amount in ₹

Particulars	Note No.	Year Ended 31st March, 2021	Year Ended 31st March, 2020
1 Revenue From Operations (Gross)	15	9,200	1,56,03,641
2 Other Income	16	29,88,681	24,69,549
3 Total Revenue (1+2)		29,97,881	1,80,73,190
4 Expenses			
a) Purchase of Stock-in-trade	17	-	1,21,16,750
b) Changes in Inventories of Finished Goods, Work-in-Process	18	-	27,91,800
c) Employee Benefits Expenses	19	21,40,356	19,38,146
d) Depreciation and Amortisation Expense	3	25,772	15,194
e) Other Expenses	20	32,37,835	56,16,385
Total Expenses		54,03,963	2,24,78,275
5 Profit / (Loss) before Tax		(24,06,082)	(44,05,085)
6 Tax Expense:			
Current Tax Expense		-	-
		-	-
7 Profit / (Loss) for the Year (5 - 6)		(24,06,082)	(44,05,085)
8 Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		83,675	(61,925)
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
9 Total Comprehensive Income for the year (7 + 8)		(23,22,407)	(44,67,010)
10 Earnings Per Equity Share of face value ₹ 10/-			
Basic		(0.38)	(0.70)
Diluted		(0.38)	(0.70)

Significant Accounting Policies and Notes to Accounts

1 to 37

As per our report of even date attached

For Verma Mehta & Associates
Chartered Accountants
Firm's Registration No: 112118W

Sandeep Verma
Partner
M.N. 045711

For and on behalf of the Board of Directors

S. Mohan
Director
DIN: 03184356

Kiran P. Jadhav
Company Secretary
ACS: 50422

Devendra J. Shrimanker
Director
DIN: 00385083

Sunil Y. Raghav
Chief Financial Officer

Place : Mumbai
Date : 3rd June, 2021

Place : Mumbai
Date : 3rd June, 2021

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021**

Amount in ₹

Particulars	Year Ended 31st March, 2021	Year Ended 31st March, 2020
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	(24,06,082)	(44,05,085)
Adjustment for:		
Depreciation	25,772	15,194
Fixed Assets W/off	42,824	-
Interest Income	(28,88,681)	(24,69,549)
Operating Profit before Working Capital Changes	(52,26,167)	(68,59,440)
Adjusted for:		
Inventories	-	27,91,800
Trade Receivable	95,66,629	1,24,53,014
Loans and Advances	45,91,425	42,44,760
Trade Payable and Other Liabilities	(35,33,255)	(38,07,373)
Net Cash from/(used in) Operating Activities	53,98,631	88,22,761
Taxes Paid	2,28,746	(2,37,660)
Net Cash from/(used in) Operating Activities	56,27,377	85,85,101
B CASH FLOW FROM INVESTING ACTIVITIES		
Interest Income	24,19,012	21,01,705
Fixed deposits and Margin Money	(79,61,172)	(1,10,22,409)
Cash generated from/(used in) Investing Activity	(55,42,160)	(89,20,704)
C CASH FLOW FROM FINANCING ACTIVITIES		
Interest & Finance Charges	-	-
Cash generated from/(used in) Financing Activity	-	-
Net Increase/(Decrease) in Cash & Cash Equivalents	85,217	(3,35,603)
Cash and Cash Equivalents at beginning of the year	23,53,170	26,88,773
Cash and Cash Equivalents at end of the year	24,38,388	23,53,170

As per our report of even date attached

For Verma Mehta & Associates
Chartered Accountants
Firm's Registration No: 112118W

Sandeep Verma
Partner
M.N. 045711

Place : Mumbai
Date : 3rd June, 2021

For and on behalf of the Board of Directors

S. Mohan
Director
DIN: 03184356

Kiran P. Jadhav
Company Secretary
ACS: 50422

Place : Mumbai
Date : 3rd June, 2021

Devendra J. Shrimanker
Director
DIN: 00385083

Sunil Y. Raghav
Chief Financial Officer



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2021

A EQUITY SHARE CAPITAL

Amount in ₹

Particulars	Amount
Balance at the beginning of the reporting period as on 31.03.2019	6,27,26,290
Changes during 2019-20	-
Balance at the beginning of the reporting period as on 31.03.2020	6,27,26,290
Changes during 2020-21	-
Balance at the beginning of the reporting period as on 31.03.2021	6,27,26,290

B OTHER EQUITY

Amount in ₹

Particulars	Capital Reserve	General Reserve	Retained Earnings	Other Copenhensive Income	Total
As on 31.03.2020					
Balance at the beginning of the reporting period as on 01.04.2019	30,00,000	17,20,000	(70,66,444)	-	(23,46,444)
Total Copenhensive Income	-	-	(44,67,010)	-	(44,67,010)
Balance at the beginning of the reporting period as on 31.03.2020	30,00,000	17,20,000	(1,15,33,454)	-	(68,13,454)
As on 31.03.2021					
Balance at the beginning of the reporting period as on 01.04.2020	30,00,000	17,20,000	(1,15,33,454)	-	(68,13,454)
Total Copenhensive Income	-	-	(23,22,407)	-	(23,22,407)
Balance at the beginning of the reporting period as on 31.03.2021	30,00,000	17,20,000	(1,38,55,861)	-	(91,35,861)

As per our report of even date attached

For Verma Mehta & Associates
Chartered Accountants
Firm's Registration No: 112118W

Sandeep Verma
Partner
M.N. 045711

For and on behalf of the Board of Directors

S. Mohan
Director
DIN: 03184356

Kiran P. Jadhav
Company Secretary
ACS: 50422

Devendra J. Shrimanker
Director
DIN: 00385083

Sunil Y. Raghav
Chief Financial Officer

Place : Mumbai
Date : 3rd June, 2021

Place : Mumbai
Date : 3rd June, 2021



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 1: CORPORATE INFORMATION

These statements comprise financial statements of Pentokay Organy (India) Limited referred to as (“the Company”) (CIN: L24116MH1986PLC041681) for the year ended March 31, 2021. The Company is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its Equity shares are listed on The Bombay Stock Exchange in India. The registered office of the company is located at Somaiya Bhavan, 45/47, Mahatma Gandhi Road, Fort, Mumbai - 400 001.

The Company is principally engaged in trading of chemicals

The financial statements were approved by the Board of Directors and authorised for issue on June 3, 2021.

Note 2: SIGNIFICANT ACCOUNTING POLICIES

A) Basis of Preparation of Ind AS Financial Statements:

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on an accrual basis except for:

i) Certain financial assets are measured at fair value,

The financial statements of the Company have been prepared to comply with the Indian Accounting Standards (‘Ind AS’) notified under Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable..

B) Use of Estimates:

The preparation of Ind AS financial statement requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

C) Property, Plant and Equipment:

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. Cost includes professional fees related to the acquisition of PPE and for qualifying assets, borrowing costs capitalised in accordance with the company’s accounting policy. Costs in nature of repairs and maintenance are recognized in the Statement of Profit and Loss as and when incurred.

For transition to Ind AS, the company has elected to adopt as deemed cost, the carrying value of PPE measured as per I-GAAP less accumulated depreciation and cumulative impairment on the transition date of April 1, 2016.

Gains or losses arising from de-recognition of Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

D) Depreciation on Property, plant and equipment

Depreciation on Property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, which are equal to the life prescribed under the Schedule II to the Companies Act, 2013.

E) Intangible assets

Computer software

Costs relating to software, which are acquired, are capitalized and amortized on a straight-line basis over their useful life of three years.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

F) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Debt instrument at FVTOCI

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity Investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends are recognised in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

Derecognition

A financial asset is primarily derecognized and removed from the Company's balance sheet when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of Financial Assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a Group of financial assets is impaired. A financial asset or a Group of financial assets is deemed to be impaired if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an expected 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the Group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the trade receivables or a Group of trade receivables is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix at every reporting date is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates.

ii. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

G) Inventories:

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any.

- i. Raw Materials, Stores and Spares are valued at cost.
- ii. Finished stock and process stock are valued at cost or net realisable value whichever is lower.
- iii. The valuation of inventories includes taxes, duties of non refundable nature and direct expenses, and other direct cost attributable to the cost of inventory, net of excise duty / counter-vailing duty / education cess and value added tax.

H) Provision for Current tax and Deferred tax:

- i) Provision for current tax is made with reference to taxable income computed for the accounting period for which the financial statements are prepared by applying the tax rates and laws that are enacted or substantively enacted at the balance sheet date. The tax is recognised in statement of profit and loss, except to the extent that it related to items recognised in the other comprehensive income (OCI) or in other equity. In this case, the tax is also recognised in other comprehensive income and other equity.
- ii) Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period. Deferred tax asset on unabsorbed depreciation and carried forward losses is recognised only to the extent of deferred tax liability.
- iii) Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of 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 the Company will pay normal income tax during the specified period.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

I) Provisions , Contingent Liabilities and Contingent Assets::

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

J) Contingent Liabilities:

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

K) Contingent Assets

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

L) Revenue Recognition:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, excluding taxes or duties collected on behalf of the government.

Revenue is recognised only if the following conditions are satisfied:

- The Company has transferred risks and rewards incidental to ownership to the customer;
- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- It is probable that the economic benefit associated with the transaction will flow to the Company; and
 - i. It can be reliably measured and it is reasonable to expect ultimate collection.
 - ii. Dividends are recognised when the right to receive them is established.
 - iii. Interest Income is accounted on accrual basis.

M) Employee Benefits:

- i. Short Term employee benefits are recognised as expenses at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.
- ii. Post employment employee benefits are recognised as an expense in the profit and loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable.

N) Impairment of Assets:

As at the end of each accounting year, the company reviews the carrying amounts of its non-financial assets e.g.PPE, investment property, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any. Goodwill and the intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

- (i) in the case of an individual asset, at the higher of the net selling price and the value in use; and
- (ii) in the case of a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

(The amount of value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life. For this purpose, the discount rate (pre-tax) is determined based on the weighted average cost of capital of the company suitably adjusted for risks specified to the estimated cash flows of the asset).

For this purpose, a cash generating unit is ascertained as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

O) Borrowing Cost:

Borrowing costs include interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease and exchange differences arising on foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

Borrowing costs net of any investment income from the temporary investment of related borrowings, that are attributable to the acquisition, construction or production of a qualifying asset are capitalised/inventoried as part of cost of such asset till such time the asset is ready for its intended use or sale.

A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

P) Foreign Currency Transaction:

- i) Foreign currency transactions are recorded at the rates of exchange prevailing on the date of transaction. Monetary foreign currency assets and liabilities outstanding at the close of the financial year are revalued at the exchange rates prevailing on the balance sheet date. Exchange differences arising on account of fluctuation in the rate of exchange is recognised in the statement of profit and loss.
- ii) Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or statement of profit and loss are also recognised in OCI or statement of profit and loss, respectively).

Q) Leases**Where the Company is a lessee:**

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 3 : Property, Plant and Equipment, Depreciation and Amortisation Expense

Amount in ₹

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 1st April, 2020	Addition	Deletion / Adjustments	As at 31st March, 2021	As at 1st April, 2020	For The Year	Deletion / Adjustments	As at 31st March, 2021	As at 31st March, 2021	As at 31st March, 2020
A) Tangible Assets										
Office Equipments	42,160	-	-	42,160	23,386	8,263	-	31,649	10,511	18,774
Computers	79,019	1,05,000	-	1,84,019	72,001	14,343	-	86,344	97,675	7,018
Furniture & Fixtures	95,433	-	63,132	32,301	37,091	3,166	29,095	11,162	21,139	58,341
Subtotal (A)	2,16,612	1,05,000	63,132	2,58,480	1,32,478	25,772	29,095	1,29,155	1,29,324	84,133
B) Intangible Assets										
Computer Software	4,39,358	-	4,39,358	-	4,30,571	-	4,30,571	-	-	8,787
Subtotal (B)	4,39,358	-	4,39,358	-	4,30,571	-	4,30,571	-	-	8,787
TOTAL (A) + (B)	6,55,970	1,05,000	5,02,490	2,58,480	5,63,049	25,772	4,59,666	1,29,155	1,29,324	92,920

Amount in ₹

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 1st April, 2019	Addition	Deletion / Adjustments	As at 31st March, 2020	As at 1st April, 2019	For The Year	Deletion / Adjustments	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
A) Tangible Assets										
Office Equipments	42,160	-	-	42,160	15,100	8,286	-	23,386	18,774	27,060
Computers	79,019	-	-	79,019	68,267	3,734	-	72,001	7,018	10,752
Furniture & Fixtures	95,433	-	-	95,433	33,917	3,174	-	37,091	58,341	61,516
Subtotal (A)	2,16,612	-	-	2,16,612	1,17,284	15,194	-	1,32,478	84,133	99,328
B) Intangible Assets										
Computer Software	4,39,358	-	-	4,39,358	4,30,571	-	-	4,30,571	8,787	8,787
Subtotal (B)	4,39,358	-	-	4,39,358	4,30,571	-	-	4,30,571	8,787	8,787
TOTAL (A) + (B)	6,55,970	-	-	6,55,970	5,47,855	15,194	-	5,63,049	92,920	1,08,115



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note	Particulars	Amount in ₹	
		As at 31st March, 2021	As at 31st March, 2020
Note 4 :	Non-current Financial Assets		
	i) Non-current investments		
	Non Trade Investment		
	Investment in Equity Instrument		
	Quoted Investment		
	500 (Previous Year 500) Equity Shares of ₹ 1/- (Previous Year ₹ 1/- each fully paid up of State Bank of India	1,82,150	98,475
	[Market value of quoted investment ₹ 1.82 Lakh (Previous Year ₹ 0.98 Lakh)]		
	TOTAL	<u>1,82,150</u>	<u>98,475</u>
	ii) Other Bank Balances		
	Margin Money with Bank (Pledged)	8,70,578	8,23,726
	TOTAL	<u>8,70,578</u>	<u>8,23,726</u>
	iii) Other non-current Financial Assets		
	Security Deposits & Other Deposits		
	Unsecured, Considered good	41,69,500	42,69,500
	TOTAL	<u>41,69,500</u>	<u>42,69,500</u>
Note 5 :	Other non - current Asset		
	Other Advances		
	Unsecured, Considered good	1,00,000	1,00,000
	TOTAL	<u>1,00,000</u>	<u>1,00,000</u>



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note	Particulars	Amount in ₹	
		As at 31st March, 2021	As at 31st March, 2020
Note 6 :	Financial Assets		
	i) Trade Receivables		
	Unsecured, Considered good	-	95,66,629
	TOTAL	<u>-</u>	<u>95,66,629</u>
	ii) Cash and Cash Equivalants		
	Balance with Banks in Current Accounts	24,09,918	23,20,251
	Cash on Hand	28,470	32,919
	TOTAL	<u>24,38,388</u>	<u>23,53,170</u>
	iii) Other Bank Balances		
	Earmarked Bank Accounts for Dividend	1,768	5,27,593
	Fixed Deposit with Bank	4,35,55,565	3,51,15,420
	TOTAL	<u>4,35,57,333</u>	<u>3,56,43,013</u>
	iv) Other current Financial Assets		
	Unsecured, Considered good		
	Security Deposit	8,000	8,000
	Other Receivable	-	95,875
	Interest Receivable	4,69,669	3,67,844
	TOTAL	<u>4,77,669</u>	<u>4,71,719</u>
Note 7 :	Other current assets (Unsecured considered good)		
	VAT / GST Refund Receivable	30,30,328	70,58,035
	TOTAL	<u>30,30,328</u>	<u>70,58,035</u>
Note 8 :	Current Tax Assets		
	Current tax Assets - Net	1,66,997	3,95,743
	TOTAL	<u>1,66,997</u>	<u>3,95,743</u>



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note	Particulars	Amount in ₹	
		As at 31st March, 2021	As at 31st March, 2020
Note 9 :	Equity Share Capital		
	Equity Share Capital consist of the following:		
	i) Authorised		
	4,00,00,000 (P. Y. 4,00,00,000)Equity Shares of ₹ 10/- each	40,00,00,000	40,00,00,000
	ii) Issued		
	62,72,629 (P. Y. 62,72,629)Equity Shares of ₹ 10/- each	6,27,26,290	6,27,26,290
	iii) Subscribed and Paid-up		
	62,72,629 (P. Y. 62,72,629)Equity Shares of ₹ 10/- each	6,27,26,290	6,27,26,290
	Including Bonus Shares Issued on 19.12.2012		
	6,38,296 Equity Shares of ₹ 10/- each		
	Total Share Capital	6,27,26,290	6,27,26,290

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	2020-21		2019-20	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares of ₹ 10/- each fully paid :				
Shares outstanding at the beginning of the year	62,72,629	6,27,26,290	62,72,629	6,27,26,290
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	62,72,629	6,27,26,290	62,72,629	6,27,26,290

iv) Terms / Rights attached to Equity Shares :

The Company has only one class of shares referred to as Equity Shares having a par value of ₹ 10/-. Each holder of Equity Shares is entitled to one vote per share.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts.

The distribution will be in proportion to the number of Equity Shares held by the shareholders.

v) Share holders holding more than 5% of Equity Shares in the Company

Name of Shareholder	As at 31st March, 2021		As at 31st March, 2020	
	No. of Shares	% Holding	No. of Shares	% Holding
Sakarwadi Trading Co. Pvt. Ltd.	29,45,573	46.96	29,45,573	46.96
Somaiya Agencies Pvt. Ltd.	10,00,000	15.94	10,00,000	15.94
Jasmine Trading Co. Pvt. Ltd.	6,00,000	9.57	6,00,000	9.57

As per the records of the Company, including its register of shareholders/members and other declaration received from shareholders, regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Note	Particulars	Amount in ₹	
		As at 31st March, 2021	As at 31st March, 2020
Note 10 : Other equity			
i) Capital Reserve			
Opening Balance		30,00,000	30,00,000
		<u>30,00,000</u>	<u>30,00,000</u>
ii) General Reserves			
Opening Balance		17,20,000	17,20,000
Add : Transfer during the year		-	-
		<u>17,20,000</u>	<u>17,20,000</u>
iii) Retained Earnings			
Opening Balance		(1,15,33,454)	(70,66,444)
Add : Profit / (Loss) for the year		(23,22,407)	(44,67,010)
		<u>(1,38,55,861)</u>	<u>(1,15,33,454)</u>
TOTAL		<u>(91,35,861)</u>	<u>(68,13,454)</u>
Note 11 : Non - current Provisions			
Provision For Gratuity		2,40,000	2,25,000
TOTAL		<u>2,40,000</u>	<u>2,25,000</u>
Note 12 : Financial Liabilities			
i) Trade Payable (Non MSME)		3,68,454	33,35,033
Trade Payable (MSME)		23,244	-
TOTAL		<u>3,91,698</u>	<u>33,35,033</u>
ii) Other current financial liabilities			
Unclaimed Dividend		1,768	5,27,593
Others		1,92,861	1,75,411
TOTAL		<u>1,94,629</u>	<u>7,03,004</u>
Note 13 : Other Current Liabilities			
Duties and Taxes		48,175	81,139
TOTAL		<u>48,175</u>	<u>81,139</u>
Note 14 : Provisions			
Provisions for Employee Benefits			
Gratuity		5,36,538	5,36,538
Leave Encashment		1,20,798	79,380
TOTAL		<u>6,57,336</u>	<u>6,15,918</u>



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note	Particulars	Amount in ₹	
		Year Ended 31st March, 2021	Year Ended 31st March, 2020
Note 15 : REVENUE FROM OPERATIONS (GROSS)			
a) Particulars of Sales of Product			
	Trading - Chemicals	-	1,55,37,781
	TOTAL	-	1,55,37,781
b) Other Operating Income			
	Commission Received	9,200	65,860
	TOTAL	9,200	65,860
	TOTAL REVENUE FROM OPERATIONS	9,200	1,56,03,641
Note 16 : OTHER INCOME			
	Interest Received	23,50,009	23,85,062
	Interest Received - Sales Tax	5,18,280	84,487
	Interest Received - Income Tax	20,392	-
	Excess Provision W/back	1,00,000	-
	TOTAL	29,88,681	24,69,549
Note 17 : PURCHASE OF STOCK-IN-TRADE			
	Purchase Trading	-	1,21,16,750
	TOTAL	-	1,21,16,750
Note 18 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS			
Closing Inventories			
	Finished Goods	-	-
	Stock-in-trade	-	-
		-	-
Less: Opening Inventories			
	Stock-in-trade	-	27,91,800
		-	27,91,800
	TOTAL	-	27,91,800

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Note	Particulars	Amount in ₹	
		Year Ended 31st March, 2021	Year Ended 31st March, 2020
Note 19 : EMPLOYEE BENEFITS EXPENSE			
	Salary, Wages and Bonus	20,09,408	18,17,519
	Gratuity and Leave Encashment	56,418	48,471
	Contribution to PF and ESIC	72,498	69,828
	Staff Welfare Expenses	2,032	2,328
	TOTAL	21,40,356	19,38,146
Note 20 : OTHER EXPENSES			
	Rent, Rates and Taxes	5,22,000	8,20,000
	Insurance	14,712	13,688
	Repairs & Maintenance - Other	17,830	819
	Legal and Professional Charges	9,37,196	15,53,209
	Travelling and Conveyance Expenses	1,29,999	54,643
	Postage and Telephone	2,17,580	3,18,920
	Printing and Stationery	58,450	3,34,477
	Auditors Remuneration	2,00,000	3,00,000
	Other Expenses	4,19,214	15,65,400
	Bank Charges	6,609	3,336
	Listing Fees Paid	4,71,745	3,76,894
	Directors Sitting Fees	2,42,500	2,75,000
	TOTAL	32,37,835	56,16,385
	Expenditure in Foreign Currency		
	Product Registration Exps.	-	11,52,097

Note 21: The Company has no overdue balance payable to Micro and Small Enterprises as at 31st March 2021. This information is required to be disclose under Micro, Small and Medium Enterprises Act, 2006 (MSMED Act) has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note 22: Contingent Liabilities :**Labour Matter :**

Two Complaints were filed by the District Labour Officer against the Company and its then Directors (2007) for alleged violation of Section 13 of Payment of Wages Act read with rule 4, 3, 18, 28 and 24 of the Maharashtra Payment of Wages Rules 1963 and the Bonus Act, as follows

- It has been alleged that the company failed to show the records to the Labour Officer upon his visit to the factory on February 9, 2007 and the Labour Officer noted that the Company has failed to pay four months'



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

salary (October 2006 to January 2007), till that date of inspection (due date is on or before 7 days from the date of closing the calendar month for the respective month) to the employees

The non-payment of salary during the above period was due to sickness of the company.

- ii) also alleged on February 9, 2007 against the Company and its then Directors for failure to pay Bonus to its employees for the F.Y. 2005 – 2006, before the due date (Due date is before 15th Nov of every year for the previous F.Y.).

Company Advocate for both the complaints argued in the lower Court on the maintainability of the complaints in view of the relief provided by the BIFR. Court rejected Company's say in both the cases. The Company filed two revision petitions against the above trial Court's order dated 14th March 2014 and argued by the company showing exemption of the BIFR Order against the maintainability of the case. The revision petitions were also dismissed on March 30, 2021. The matter now will continue before the Judicial Magistrate FC, Khed once the orders of dismissing the revision petitions are received by the Lower Court.

The listing and next date in the matter awaited. Company has paid all dues to its employees subsequently during 2008 itself, once the factory restarted after lockout. The liabilities and penalties, if any, cannot be quantified.

Note 23: Loans and Advances including ₹ 34,00,000/- (Previous Year ₹ 34,00,000/-) towards amount paid to Maharashtra State Electricity Distribution Co. Ltd. (MSEDCL), formerly known as Maharashtra State Electricity Board (MSEB), which has been appropriated by MSEDCL, details as under:

		Amount in ₹
1.	Minimum Demand Charges, Interest and late payment charges	29,05,702
2.	Deposits	22,48,497
	Total upto 31st March, 2017	51,54,199

The Company has contested the aforesaid appropriation, based on the concession given by Board for Industrial and Financial Reconstruction (BIFR) vide its Order dated 26th September, 2007, and a Writ has been filed at Hon'ble High Court, Bombay. The Company has been legally advised that the aforesaid appropriation by MSEDCL is not tenable and the Company is entitled for the refund. However, due to uncertainty of the amount receivable, the same has been written off during the year 2016-17 in the books of accounts.

The Company has deposited additional amount of ₹ 34,00,000/- during the year 2018-19 without prejudice to the right of contention pursuant to the interim Order of Bombay High Court in order to transfer the electric connection/ meter in the name of Gharda Chemicals Ltd. The Company is hopeful of recovery of the said amount.

Note 24: The values of Current Assets and Loans and Advances are stated at realisable in ordinary course of the business in the Balance Sheet, as per the opinion of the Management of the Company.

Note 25: Disclosure of Retirement Benefits (IND AS-19):

- a) **Defined Benefit Plan:** During the year the Company has provided for Gratuity and Leave Encashment on actual accrual basis. The Company does not have any fund for Gratuity and Leave Encashment Liability.

- b) **Defined Contribution Plan**

Contribution to defined contribution plans recognised as expense for the year as under:

		Amount in ₹	
Particulars	2020-21	2019-20	
Employers Contribution to Provident Fund and Pension Fund	72,498	69,720	

Note 26: Disclosure of Segment Reporting (IND AS-108):

- i) The business segment has been considered as the primary segment. The only segment in which the Company is engaged in Trading of Chemicals. Hence disclosure of business segment (primary disclosure) is not applicable to the Company.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

- ii) The Secondary disclosure as required by the Accounting Standard “Segment Reporting” is as follows:

Amount in ₹			
Sr.	Particulars	2020-21	2019-20
1	Domestic Sales	-	1,55,37,781
2	Export Sales – FOB	-	-
	Total	-	1,55,37,781

- iii) The Company does not have any Property, Plant and Equipment outside India.

Note 27: Disclosure of Related Party (IND AS-24)

- a) List of Related Parties:

Associate Concerns	Sakarwadi Trading Co. Pvt. Ltd. Somaiya Agencies Pvt. Ltd. Jasmine Trading Co. Pvt. Ltd. Godavari Biorefineries Ltd. K. J. Somaiya and Sons Pvt. Ltd. Somaiya Properties & Investment Pvt. Ltd. Filmedia Communication Systems Pvt. Ltd. Godavari Biorefineries B.V. The Book Centre Ltd. Arpit Ltd.
Key Management Personnel	S. Mohan – Director Balachandran Nair M. N. – Chief Executive Officer Sunil Raghav – Chief Financial Officer Surabhi Vartak – Company Secretary (upto 15.11.2019) Akshay Joshi – Company Secretary (upto 31.03.2021) Kiran Jadhav – Company Secretary (w.e.f. 14.04.2021)

- b) Transactions with Related Parties:

Amount in ₹		
Particulars	2020-21	2019-20
Associates Concern		
Rent		
Arpit Ltd.	-	3,00,000
Filmedia Communications Systems Private Limited	4,68,000	4,68,000
Printing and Stationery		
The Book Centre Ltd.	-	23,500
Product Registration Expenses		
Godavari Biorefineries B.V.	-	11,52,097
Logo License Fees		
K. J. Somaiya & Sons Pvt. Ltd.	-	15,537



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Amount in ₹

Particulars	2020-21	2019-20
Key Management Personnel		
Remuneration		
Balachandran Nair M. N.	6,33,000	6,33,000
Sunil Raghav	7,86,781	7,85,495
Surabhi Vartak (upto 15.11.2019)	-	3,36,797
Akshay Joshi (upto 31.03.2021)	6,95,743	1,56,566

Note 28: Disclosure of operating Lease (IND AS-17):

Amount in ₹

Particulars	2020-21	2019-2
Future minimum lease payments are as under: a. Operating leases for each of the following periods:		
Not later than one year	-	4,68,000
Later than one year but not later than five years.	-	-

Note 29: Disclosure of Earning Per Share (IND AS-33):

Amount in ₹

Particulars	2020-21	2019-20
Total Income/ (Loss) for the year after Tax	(2,406,082)	(4,405,085)
No. of Equity Shares of ₹ 10/- each	62,72,629	62,72,629
No. of Diluted Equity Shares of ₹ 10/- each.	62,72,629	62,72,629
Earnings Per Share		
- Basic	(0.38)	(0.70)
- Diluted	(0.38)	(0.70)
Face value of Equity Shares	10	10

Note 30: Disclosure Deferred Tax (IND AS-12):

In view of significant brought forward losses as detailed below, the Company has not provided net deferred Tax Asset on prudence basis.

Amount in ₹

Particulars	As at 31 st March, 2021	As at 31 st March, 2020
Accelerated Depreciation for tax purposes	(5,634)	(16,970)
Gratuity	2,01,900	1,98,000
Leave Encashment / Bonus	43,089	28,586
Losses available for offsetting against future taxable income	4,56,00,340	4,50,10,775
Net Deferred Tax Assets	4,58,39,695	4,52,20,391
Net Deferred Tax Assets Recognised	-	-

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Note 31: Estimated value of contracts remaining to be executed on capital account and not provided for in the accounts as at 31st March, 2021 was ₹ NIL (Previous year ₹ NIL)

Note 32: Remuneration to Auditors Amount in ₹

Particulars	2020-21	2019-20
Audit Fees	2,00,000	2,00,000
Tax Audit Fees	-	1,00,000
Total	2,00,000	3,00,000

Note 33: Fair Value Measurements

i) **Financial Instruments by Category** Amount in ₹

Particulars	Carrying Amount		Fair Value	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
FINANCIAL ASSETS				
Amortised cost				
Trade Receivables	-	95,66,629	-	95,66,629
Cash and Cash Equivalents	24,38,388	23,53,170	24,38,388	23,53,170
Other Bank Balances	4,44,27,911	3,64,66,739	4,44,27,911	3,64,66,739
Security Deposits	41,69,500	42,69,500	41,69,500	8,69,500
Other Financial Assets	4,77,669	4,71,719	4,77,669	38,71,719
FVTOCI				
Investment in Equity Instruments	1,82,150	98,475	1,82,150	98,475
Total	5,16,95,618	5,32,26,232	5,16,95,618	5,32,26,232
FINANCIAL LIABILITIES				
Amortised cost				
Borrowings	-	-	-	-
Trade Payables	3,91,698	33,35,033	3,91,698	33,35,033
Other financial liabilities	1,94,629	7,03,004	1,94,629	7,03,004
Total	5,86,327	40,38,037	5,86,327	40,38,037

The management assessed that the fair value of cash and cash equivalent, trade receivables, security deposits, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

ii) **Fair Value Hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measure at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Amount in ₹

Particulars	March 31, 2021			Total
	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets				
Financial Investments at FVTPL				
Investments in Equity Instruments	1,82,150	-	-	1,82,150
Total Financial Assets	1,82,150	-	-	1,82,150



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Amount in ₹

Particulars	March 31, 2020			Total
	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets				
Financial Investments at FVTPL				
Investments in Equity Instruments	98,475	-	-	98,475
Total Financial Assets	98,475	-	-	98,475

iii) Fair value measurement

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. This is the case for unquoted equity shares.

There have been no transfers among Level 1, Level 2 and Level 3 during the period

iv) Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

The fair value of unquoted equity instruments is not significantly different from their carrying value and hence the management has considered their carrying amount as fair value.

v) Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee. Discussions of valuation processes and results are held between the CFO, AC and the valuation team regularly in line with the company's reporting periods.

Note 34: Financial Risk Management

The company's activity expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS****(A) Credit risk**

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

i) Credit risk management

To manage the credit risk, Company periodically assesses the financial reliability of customers; taking into account factors such as credit track record in the market and past dealings with the company for extension of credit to Customer. Company monitors the payment track record of the customers, restrict credit limited in SAP, credit rating etc. Concentrations of credit risk are limited as a result of the company's large and diverse customer base. Company has also taken advances and security deposits from its customers / agents, which mitigate the credit risk to an extent. Generally, term deposits are maintained with banks with which company has also availed borrowings.

ii) Provision for expected credit losses - Trade Receivables

The company follows 'simplified approach' for recognition of loss allowance on Trade receivables

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

Exposure - Trade Receivables

Amount in ₹

Particulars	Past Due		Total
	Up to 6 Months	More than 6 Months	
As at March 31,2021	-	-	-
As at March 31,2020	95,66,629	-	95,66,629

iii) Reconciliation of loss allowance provision - Trade receivables

Particulars	Amount in ₹
Loss allowance on March 31, 2020	-
Changes in loss allowance	-
Loss allowance on March 31, 2021	-

iv) Provision for expected credit losses - Other financial assets

The carrying amount of cash and cash equivalents, loans, deposits with banks and financial institutions and other financial assets represents the maximum credit exposure. The maximum exposure to credit risk is ₹ 5,16,95,618/- (March 31, 2020 ₹ 5,32,26,232/-). The Company does not expect credit loss on other financial assets.

(B) Liquidity risk

Liquidity risk is the risk that a company may encounter difficulties in meeting its obligations associated with financial liabilities that are settled by delivering cash or other financial assets. The group monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs. The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Contractual maturities of financial liabilities

Amount in ₹

Particulars	Carrying Amount	Total	Less than 1 year	1 to 5 years	More than 5 years
March 31, 2021					
Non-derivatives					
Borrowings	-	-	-	-	-
Trade payables	3,91,698	3,91,698	3,91,698	-	-
Other financial liabilities	1,94,629	1,94,629	1,94,629	-	-
Total non- derivative liabilities	5,86,327	5,86,327	5,86,327	-	-
Derivatives					
Foreign exchange forward contracts	-	-	-	-	-
Total derivative liabilities	-	-	-	-	-
March 31, 2020					
Non-derivatives					
Borrowings	-	-	-	-	-
Trade payables	33,35,033	33,35,033	33,35,033	-	-
Other financial liabilities	7,03,004	7,03,004	7,03,004	-	-
Total non- derivative liabilities	40,38,037	40,38,037	40,38,037	-	-
Derivatives					
Foreign exchange forward contracts	-	-	-	-	-
Total derivative liabilities	-	-	-	-	-

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as commodity price risk.

i) Foreign currency risk

Foreign currency risk arises commercial transactions that recognised assets and liabilities denominated in a currency that is not Company's functional currency (INR). The Company has natural hedge of exports against import and any excess in import if any, is cover by forward contract.

(a) Foreign currency risk exposure : NIL

ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The management is responsible for the monitoring of the Com-

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

pany' interest rate position. Various variables are considered by the management in structuring the Company's borrowings to achieve a reasonable and competitive cost of funding.

However during the periods presented in the financial statements, the Company has primarily borrowed funds under fixed interest rate arrangements with banks and financial institutions and therefore the Company is not significantly exposed to interest rate risk.

iii) Inventory price risk

The Inventory of the Company consist of Stock in trade of ₹ NIL (Previous Year ₹ NIL) which is subject to inventory price risk.

Note 35: For the purpose of the company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company's policy is to keep the gearing ratio restricted to 40%. The company includes within debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Amount in ₹

Particulars	March 31, 2021	March 31, 2020
Borrowings other than convertible preference shares	-	-
Trade payables	3,91,698	33,35,033
Other payables	11,40,140	16,25,061
Less: cash and cash equivalents	24,38,388	23,53,170
Net Debt	(9,06,550)	26,06,924
Equity share capital	6,27,26,290	6,27,26,290
Other equity	(91,35,861)	(68,13,454)
Total Capital	5,35,90,429	5,59,12,836
Capital and net debt	5,26,83,879	5,85,19,760
Gearing ratio	(2)	4

In order to achieve the objective of maximize shareholders value, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing borrowings that define capital structure requirements. The above capital gearing ratio has achieved the desired objectives.

Note 36: Ind AS optional exemptions

i) Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets covered by Ind AS 38 - Intangible Assets as recognised in the

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

ii) Estimates

The estimates at April 1, 2016 and at March 31, 2017 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies) apart from Impairment of financial assets based on expected credit loss model.

The estimates used by the company to present these amounts in accordance with Ind AS reflect conditions at April 1, 2016, the date of transition to Ind AS and as of March 31, 2021.

iii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Accordingly, the classification and measurement of financial assets have been done on the basis of the facts and circumstances that existed at the date of transition and end of comparative year.

Note 37: The figures of the previous year have been regrouped and rearranged so as to make them comparable with those of the current financial year.

As per our report of even date attached

For Verma Mehta & Associates
Chartered Accountants
Firm's Registration No: 112118W

Sandeep Verma
Partner
M.N. 045711

Place : Mumbai
Date : 3rd June, 2021

For and on behalf of the Board of Directors

S. Mohan
Director
DIN: 03184356

Kiran P. Jadhav
Company Secretary
ACS: 50422

Place : Mumbai
Date : 3rd June, 2021

Devendra J. Shrimanker
Director
DIN: 00385083

Sunil Y. Raghav
Chief Financial Officer

If undelivered, please return to

DATAMATICS FINANCIAL SERVICES LIMITED

Unit: Pentokey Organy (India) Limited

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