



DATE: 08/09/2021

To
BSE Ltd.
Floor 25, P. J. Towers
Dalal Street,
Mumbai - 400 001

**SUB.: Notice of the 27th Annual General Meeting and Annual Report of the Company
for the financial year 2020-21
Scrip Code: 526905**

Dear Sir,

We would like to inform you that the 27th Annual General Meeting ("AGM") of the Company will be held on Thursday, 30th September, 2021 at 12:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of Annual General Meeting ("AGM") for the financial year 2020-21 which is being sent through electronic mode to the Members..

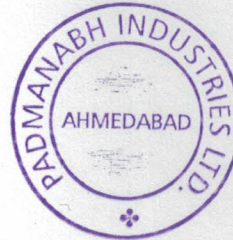
Kindly take the above information on your record.

Thanking You,

Yours faithfully,
For, PADMANABH INDUSTRIES LIMITED

A. M. Shah

ASHISH SHAH
MANAGING DIRECTOR
(DIN: 03129204)



CIN:L17110GJ1994PLC023396

**27TH
ANNUAL REPORT
2020-21**

**PADMANABH INDUSTRIES
LIMITED**

PADMANABH INDUSTRIES LIMITED

CIN: L17110GJ1994PLC023396

BOARD OF DIRECTORS:

Mr. AshishM.Shah	Chairman & ManagingDirector
Mr. Dhwanil Bhavnagari	Director
Mr. Hemal S.Shah	IndependentDirector
Mr. SandipN.Gandhi	IndependentDirector
Ms. Aarti Anil Singh	Independent Woman Director

CHIEF FINANCIAL OFFICER

Mr. Rameshbhai Shah

COMPANY SECRETARY

Ms. Pratixa Satish Seju
(Upto 17th May, 2021)

Ms. Shivani Revdiwala
(With effect from 12th July, 2021)

STATUTORY AUDITORS:

M/s Sunil Poddar & Co.
Chartered Accountants
Ahmedabad

BANKER

HDFC Bank

REGISTRAR & SHARE TRANSFER AGENT

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

REGISTERED OFFICE

401, Abhishree Avenue,
Opp. Hanuman Temple,
Nehrunagar Circle,
Ambawadi

27TH ANNUAL GENERAL MEETING

Date:

Thursday, 30th September, 2021

Time:

12:00 P.M.

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NOTICE

Notice is hereby given that the Twenty Seventh (27th) Annual General Meeting of the Company will be held on Thursday, 30th September, 2021, at 12.00 p.m. through Video Conferencing/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a) the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; and
 - b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2021 and the reports of the Auditor thereon.
2. To appoint a Director in place of Mr. Ashish Shah (DIN:03129204) who retires by rotation and being eligible, offers himself for re-appointment.

Registered Office

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

Place: Ahmedabad
Date: 11.08.2021

By order of Board of Directors
PADMANABH INDUSTRIES LIMITED

ASHISH M. SHAH
Chairman & Managing Director
(DIN: 03129204)

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 28th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 16 and 17 and available at the Company's website <http://www.padmanabhindustries.in>.
2. 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.
3. The helpline number regarding any query / assistance for participation in the AGM through VC/ OAVM is 1800225533.
4. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars, the Notice of AGM along with Annual Report 20-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at www.padmanabhindustries.in. The Notice can also be accessed from the website of the Stock Exchange i.e. Bombay Stock Exchange of India Limited at www.bseindia.com.
8. The Register of members and share transfer books of the Company will remain closed from Friday, 24th September, 2021 to Thursday, 30th September, 2021 (both days inclusive) for the purpose of Annual General Meeting.
9. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
10. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialised form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
11. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination by quoting their folio number.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
13. The Members can join the AGM through 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 for 1,000 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.

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

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL), as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, 23rd September, 2021, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Thursday, 23rd September, 2021 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Monday, 27th September, 2021 at 10.00 a.m. and ends on Wednesday, 29th September, 2021 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Thursday, 23rd September, 2021 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Thursday, 23rd September, 2021.
- vi. The Company has appointed CS Vishwas Sharma, Practising Company Secretary (Membership No. ACS: 33017; COP No: 16942), to act as the Scrutiniser for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

15. Process for those shareholders whose email ids are not registered:

- a) For members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholders 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 padmanabhindustries@gmail.com.
- b) Members holding shares in Demat mode: please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to padmanabhindustries@gmail.com.

16. The instructions for shareholders for remote voting are as under:

- i. The voting period begins on Monday, 27th September, 2021 at 10.00 a.m. and ends on Wednesday, 29th September, 2021 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Thursday, 23rd 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 at the meeting.
- 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.
- iv. 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.

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

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users of who have opted for CDSL's 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 URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>

Individual Shareholders holding securities in demat mode with NSDL	<p>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>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>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	<p>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’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 1020990 and 1800 22 44 30

- v. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on Shareholders
 - 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. Members 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 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 Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).

- xii. After entering these details appropriately, click on "SUBMIT" tab.
- xiii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xiv. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xv. Click on the EVSN of the Company – PADMANABH INDUSTRIES LIMITED on which you choose to vote.
- xvi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xvii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xviii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xix. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xx. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xxi. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xxii. Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xxiii. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts 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 scrutiniser 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 authorised signatory who are authorised to vote, to the Scrutiniser and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 022-23058542/43.

17. The instructions for shareholders voting on the day of the AGM on e-voting system are as under:
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those Members/ shareholders, who will be 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 in the AGM.
 3. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
 4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.padmanabhindustries.in. within three days of the passing of the Resolutions at the 29th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
19. Instructions for members for attending the AGM through VC / OAVM are as under:
1. Member will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at [https:// www.evotingindia.com](https://www.evotingindia.com) under shareholders'/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at padmanabhindustries@gmail.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
 6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
20. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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.

Contact Details:	
Company	Padmanabh Industries Limited
Registered Office	401, Abhishree Avenue, Opp. Hanuman Temple, Nehru Nagar Circle, Ambawadi, Ahmedabad-380015(Gujarat)
Registrar & Share Transfer Agent	Bigshare Services Private Limited A-802 Samudra Complex, Near Klassic Gold Hotel, Off C G Road Navrangpura, Ahmedabad- 380 009 E-Mail: bssahd@bigshareonline.com
E-voting Agency	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com Phone: 022- 22723333 / 8588
Scrutinizer	CS Vishwas Sharma Practising Company Secretary E-mail ID: cs.vishwasb@gmail.com

**BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE
27TH ANNUAL GENERAL MEETING**

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

NAME OF DIRECTOR	Mr. Ashish Shah
Date of Birth	9th March, 1973
Date of Appointment	8th August, 2014
Qualifications	B.Sc.
Expertise in Specific Functional Areas	He is having experience of about 17 years in the Real Estate business.
Directorship held in other companies*	1
Membership/Chairmanships of Committee in other Public Companies	NIL
Number of Shares held in the Company.	200000
Relationships between directors inter se	NIL

*Pvt. Companies excluded

**By order of Board of Directors
PADMANABH INDUSTRIES LIMITED**

Place: Ahmedabad
Date: 11.08.2021

ASHISH M. SHAH
Chairman & Managing Director
(DIN: 03129204)

DIRECTOR'S REPORT

To,
THE MEMBERS,

Your Directors have pleasure in submitting their 27th Annual Report of the Company together with the Audited Statements of Accounts of the Company for the year ended on 31st March, 2021.

1. FINANCIAL PERFORMANCE/HIGHLIGHTS:

During the year under review, the Company has incurred Loss of Rs. 737.98 Lacs. Your Directors look forward to improve the financial position of the Company and are optimistic about the future growth and performance of the Company.

The summarized standalone financial results of the Company for the period ended 31st March, 2021 are as follows:

[₹ in Lakhs]

Particulars	F.Y 2020-2021	F.Y 2019-2020
Sales	0	0
Other Income	0.77	0.17
Total Income	0.77	0.17
Profit/(loss) before Interest, Depreciation, Tax	(35.21)	(34.66)
Less: Interest	0	0
Less: Depreciation & Amortization Cost	7.49	8.31
Less: Extraordinary items	0	0
Profit/(loss) Before Tax & Exceptional Item	(27.72)	(42.97)
Less: Tax Expenses (current + Deferred Tax)	0	0
Less: Exceptional Item	710.25	421.33
Profit/(loss) after Tax	(737.98)	(464.30)

2. CONSOLIDATED FINANCIAL STATEMENT

The Financial Statement of the Company for the Financial year 2020-21 are prepared in compliance with the applicable provisions of the Act, Accounting Standards and as prescribed by Securities and Exchange Board of India (SEBI) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI Regulation). The Consolidated Financial Statement has been prepared on the basis of the audited financial statement of the Company as approved by their respective Board of Directors. Pursuant to the provisions of Section 136 of the Act, the Financial Statements of the Company, the Consolidated Financial Statements along with all relevant documents and Auditors report thereon form part of this Annual Report. The Financial Statements as stated above are also available on the website of the Company and can be accessed at the weblink www.padmanabhindustries.in.

3. DIVIDEND

Since the Company has incurred loss during the year ended on 31st March, 2021, hence the Board has not recommended/declared dividend for the year 2020-21.

4. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has Two (2) Subsidiary Companies

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

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

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

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

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

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

7. CHANGES IN SHARE CAPITAL OF THE COMPANY

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

8. DEPOSITS

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

9. TRANSFER TO RESERVES

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

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

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and the date of this report except the outbreak of corona virus (COVID-19) pandemic causing significant disturbance and slowdown of economic activity. The Company's operations and revenue were impacted due to COVID-19. Considering the continuing uncertainties, the Company will continue to closely monitor any material changes to future economic conditions.

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

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

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

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

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

A. CONSERVATION OF ENERGY:

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

B. TECHNOLOGY ABSORPTION:

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

C. FOREIGN EXCHANGE EARNING & OUTGO:

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

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

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

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

During the year, the Company has given loan and the details of such loan given are provided in note no.4 of the financial statements for the year ended on 31st March, 2021. Further the Company has not made any investments and/or provided any guarantees during the period under review.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

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

17. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL**a) Composition of Board;**

Name of Directors	Designation	Category	No. of Board Meeting held during the year	No. of Board Meeting attended
Mr. Ashish M. Shah	Chairman & Managing Director	Executive director	5	5
Mr. Dhwanil S. Bhavnagari	Director	Non executive director	5	5
Mr. Hemal S. Shah	Director	Independent	5	5
Mr. Sandeep N. Gandhi	Director	Independent	5	5
Ms. Aarti A. Singh	Director	Independent	5	5

b) Changes in the Board during theyear:

During the year under review, there has been no change in the board of the company. However, following changes happened after 31st March, 2021.

Ms. Pratixa Satish Seju has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f 17th May, 2021 and Ms. Shivani Revdiwala has been appointed as Company Secretary and Compliance Officer of the Company w.e.f 12th July, 2021.

c) RETIREMENT BY ROTATION

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

d) NUMBER OF BOARD MEETINGS

During the year under review, the Board duly met five (5) times on 01/06/2020, 30/07/2020, 14/09/2020, 10/11/2020 and 12/02/2021 in respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

18. KEY MANAGERIAL PERSONNEL

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

- Mr. Ashish Mahendrabhai Shah, Chairman & Managing Director
- Mr. Rameshbhai Harilal Shah, Chief Financial Officer
- Ms. Pratixa Satish Seju, Company Secretary & Compliance Officer (upto. 17.05.2021)
- Ms. Shivani Revdiwala, Company Secretary & Compliance Officer (w.e.f. 12.07.2021)

19. STATEMENT ON FORMAL ANNUAL EVALUATION OF BOARD

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

20. DECLARATIONS BY INDEPENDENT DIRECTORS & THEIR SEPARATE MEETING:

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

The Independent Directors met on February 12, 2021 to discuss the performance evaluation of the Board, Committees, Chairman and the individual Directors.

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

21. DIRECTORS RESPONSIBILITY STATEMENT:

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

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures
- (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2021 and of the profit and loss of the company for that period;
- (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The directors had prepared the annual accounts on a going concern basis; and
- (v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE:

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

Sr. No.	Name of the Member	Designation	Category	Number of meeting held	Number meeting attended of
1.	Mr. Hemal S. Shah	Chairman	Independent Director	5	5
2.	Mr. Sandip N. Gandhi	Member	Independent Director	5	5
3.	Mr. Ashish M. Shah	Member	Executive Director	5	5

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

During the financial year ended on 31st March 2021, the Audit Committee met (5) five times on 01/06/2020, 30/07/2020, 14/09/2020, 10/11/2020 and 12/02/2021.

23. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

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

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

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

24. NOMINATION AND REMUNERATION COMMITTEE**a) Composition of Nomination and Remuneration Committee:**

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

Sr. No.	Name of the Member	Designation	Category	Number of meeting held	Number meeting attended of
1.	Mr. Hemal Shah	Chairman	Independent Director	1	1
2.	Mr. Sandip Gandhi	Member	Independent Director	1	1
5.	Ms. Aarti Singh	Member	Independent Director	1	1

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

Meetings of Nomination and Remuneration Committee:

During the year, one meeting of the Committee was held on 12.02.2021.

25. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee comprises of the following members:

Name of the Member	Designation	Category
Mr Hemal S. Shah	Chairman	Independent Director
Mr. Ashish M. Shah	Member	Non-Promoter Executive
Mr. Sandip Gandhi	Member	Independent Director

Details of Investor's grievances/ Complaints:

All investor complaints received during the year were resolved. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2021 are Nil.

The committee duly met one time on 12/02/2021 during the year.

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

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

27. INSOLVENCY AND BANKRUPTCY CODE:

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

28. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH REASONS THEREOF:

It is not applicable during the year under review.

29. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

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

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

30. AUDITORS**i. STATUTORY AUDITORS**

M/s. Sunil Poddar & Co., Chartered Accountants (FRN: 110603W), were appointed as a Statutory Auditors of the Company by members of the company to hold office from the conclusion of 26th Annual General Meeting (AGM) till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2025.

Management's response on the statutory auditor's Qualifications/Comments on the Company's financial statements.

Qualification:

1. All the value with regards to financial assets and financial liabilities in the financial statements has been stated at historical cost only irrespective of the fair value of the same which is departure from requirement of an Ind AS 113 (Fair value measurement) and Ind AS 109 (Financial Instruments).

Response:

1. The Management wants to clarify that there is no material variation in the Historical Cost of financial assets and financial liabilities in the financial statements and value with regards to financial assets and financial liabilities in the financial statements as per Ind AS 113 (Fair value measurement), therefore, amount stated in the financial is as Fair Value.

ii. SECRETARIAL AUDITOR

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

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

Qualification	Explanation
Non-Compliance of regulation 33(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding submission of the financial results. The Company failed to submit financial results for the quarter ended March 31, 2020 within stipulated extended time period	Due to inadvertence and medical emergency the Company could not submit the financial results within the extended time period and there was delay of 8 days for submission of financial results. The Company has paid fines levied by stock exchange
As per Rule 3 of Companies (Acceptance of Deposits) Rules, 2014 that the Company shall file e-form DPT 3 within 60 days from end of financial year, the Company has not filed e-form DPT 3 within the stipulated time. The Company has made default in filing e-form DPT 3.	The Company missed to file DPT 3 with the MCA within the stipulated time period and such non-filing was not intentional.
Non Compliance of Section 129(3) of Companies Act, 2013 which stipulates that Where a company has one or more subsidiaries, it shall, in addition to financial statements provided under sub-section (2), prepare a consolidated financial statement of the company and of all the subsidiaries in the same form and manner as that of its own which shall also be laid before the annual general meeting of the company along with the laying of its financial statement under sub-section (2): however the company has failed to prepare consolidated financial statement of the company and one of its subsidiary i.e. Guardian Finance Private Limited.	The Company is unable to prepare consolidated financial statement of the company and its one of the subsidiary i.e Guardian Finance Private Limited as the standalone financials figures of Guardian Finance Private Limited were not available to the auditors and board of the company as on 08/07/2021 i.e. date of approval and signing of financial statements and thus the Board thought that it is prudent to prepare consolidated financial statement of the company and its another subsidiary Padmanabh Sports Private Limited

iii. COST AUDITORS

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

31. ANNUAL RETURN

The Annual Return of the Company as on 31st March, 2021 is available on http://padmanabhindustries.in/theme_2/simple_page_sub.php?vSMName=1

32. PARTICULARS OF EMPLOYEES

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

33. CORPORATE GOVERNANCE

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

34. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

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

35. FINANCIAL CALENDAR

The Company expects to announce the unaudited/audited quarterly results for the year 2021-22 as per the following schedule:

First quarter: 2nd week of August, 2021

Half-yearly results: 2nd week of November, 2021

Third quarter: 2nd Week of February, 2022

Yearly Results: By end of May, 2022

36. ACKNOWLEDGEMENTS

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

By order of Board of Directors
PADMANABH INDUSTRIES LIMITED

Place: Ahmedabad
Date: 11.08.2021

ASHISH M. SHAH
Chairman & Managing Director
(DIN: 03129204)

ANNEXURE - A

FORM NO. AOC-2

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

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

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

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

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

Sr. No.	Name(s) of the related party and nature of Relationship	Nature of Contracts/ Arrangements/ Transactions	Duration of The Contracts/ Arrangements/ Transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any:
(a)	(b)	(c)	(d)	(e)	(f)	
1.	Ashish M. Shah (Managing Director)	Rent Paid	On yearly basis	Rs. 45,000/-	01/06/2020	-

By order of Board of Directors
PADMANABH INDUSTRIES LIMITED

Place: Ahmedabad
Date: 11.08.2021

ASHISH M. SHAH
Chairman & Managing Director
(DIN: 03129204)

ANNEXURE - B
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021.

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

To,
The Members,
PADMANABH INDUSTRIES LIMITED
AHMEDABAD- 380015

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, We hereby report that in our opinion, the Company has, during the audit, period covering the financial year ended on March 31, 2021 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- Mechanism in place to the extent and in the manner reported hereinafter.

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

- I. The Companies Act, 2013 and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made under that Act;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed under that act;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing. (not applicable to the company during the audit period)
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**not applicable to the company during the audit period**);
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**not applicable to the company during the audit period**);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**not applicable to the company during the audit period**);
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**not applicable to the company during the audit period**);
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**not applicable to the company during the audit period**);
- VI. We have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances of other specific applicable Acts, Laws and Regulations to the Company as mentioned hereunder;
 - a) Local taxes as applicable in the State of Gujarat;

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

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

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

- a) **Non-Compliance of regulation 33(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding submission of the financial results. The Company failed to submit financial results for the quarter ended March 31, 2021 within stipulated extended time period provided by SEBI.**
- b) **As per Rule 3 of Companies (Acceptance of Deposits) Rules, 2014 that the Company shall file e-form DPT 3 within 60 days from end of financial year, the Company has not filed e-form DPT 3 within the stipulated time. The Company has made default in filing e-form DPT 3.**
- c) **Non Compliance of Section 129(3) of Companies Act, 2013 which stipulates that Where a company has one or more subsidiaries, it shall, in addition to financial statements provided under sub-section (2), prepare a consolidated financial statement of the company and of all the subsidiaries in the same form and manner as that of its own which shall also be laid before the annual general meeting of the company along with the laying of its financial statement under sub-section (2); however the company has failed to prepare consolidated financial statement related to one of its subsidiary i.e. Guardian Finance Private Limited.**

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

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

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

I further report that

There are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

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

For, Vishwas Sharma & Associates
Company Secretaries

Place: Ahmedabad

Date: 11.08.2021

Vishwas Sharma
Proprietor
ACS:-33017
COP No. :- 16942
UDIN: A033017C000771502

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

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,

The Members,

PADMANABH INDUSTRIES LIMITED

401, Abhishree Avenue,

Opp. Hanuman Temple,

Nehrunagar Circle, Ambawadi,

Ahmedabad- 380015

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My Responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of event setc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Vishwas Sharma & Associates

Company Secretaries

Place: Ahmedabad

Date: 11.08.2021

Vishwas Sharma

Proprietor

ACS:-33017

COP No. :- 16942

UDIN: A033017C000771502

ANNEXURE - C

MANAGEMENT DISCUSSION & ANALYSIS REPORT

I. Industry Structure and Development

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

II. Opportunities and Threats

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

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

III. Internal Control system and their adequacy

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

KEY RATIOS

There has been no significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios of the Company.

IV. Financial performance with respect to operational performance

The financial performance of the Company for the year 2020-21 is described in the Directors Report.

I. Risk and Concerns

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

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

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

III. Segment wise Performance:

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

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

	Year Ended	
	31 March 2021	31 March 2020
1) Segment Revenue		
a) Fabrics Business	0	0
b) Electronics and Electric Equipment	0	0
c) Agricultural Product Business	0	0
Gross Revenues	0	0
2) Segment Result		
a) Fabrics Business	0	0
b) Electronics and Electric Equipment	0	0
c) Agricultural Product Business	0	0
Total	0	0

IV. Recent Trend and Future Outlook:

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

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

V. Cautionary Statement: -

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

By order of Board of Directors
PADMANABH INDUSTRIES LIMITED

Place: Ahmedabad
Date: 11.08.2021

ASHISH M. SHAH
Chairman & Managing Director
(DIN: 03129204)

AOC-1

**Statement containing silent features of the Financial Statement of Subsidiary Companies
(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of the Companies
(Accounts) Rules, 2014)**

PART A Subsidiaries

Sr. No.	Particulars		
1	Name of Subsidiary	Padmanabh Sports Private Limited	Guardian Finance Private Limited
2	Reporting Period	01st April, 2020 to 31st March, 2021	01st April, 2020 to 31st March, 2021
3	Reporting Currency	INR	INR
4	Country	India	India
5	Capital	100000	22500000
6	Reserves	8469145	-799501
7	Total Assets	17733941	148240414
8	Total Liabilities	17733941	148240414
9	Total Investment	0	0
10	Turnover/Total Income	0	3189910
11	Profit Before Tax	71153014	16269
12	Provision for Taxation	0	0
13	Profit after Taxation	71153014	12039
14	Proposed Divided	Nil	Nil
15	% of Shareholding	100	69.96

**FINANCIAL
STATEMENTS**

INDEPENDENT AUDITOR'S REPORT

To
**The Members of
Padmanabh Industries Limited**

Report on the Audit of Standalone Financial Statements

Qualified Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ('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, its profit (or Loss), statement of changes in equity and cash flows for the year ended on that date.

Basis for Qualified Opinion

- Refer to standalone financial statements, all the value with regards to financial assets and financial liabilities in the financial statements has been stated at historical cost only irrespective of the fair value of the same which is departure from requirement of an Ind AS 113 (Fair value measurement) and Ind AS 109 (Financial Instruments).

We conducted our audit in accordance with the standards on auditing 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 standalone Ind AS 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 qualified opinion.

Emphasis of Matter

- Refer to Notes forming part of the statement which includes the balances of Sundry Debtors, Sundry Creditors, Loans including deposits and advances are subject to confirmation from and reconciliation with the relevant parties as on the date of balance sheet date. We are not in a position to verify the amounts at which such balances are receivable and payable.
- We draw attention to Note forming part of the statement, regarding other current assets and other current liabilities, in respect of balances available with statutory, Revenue authorities and input credits aggregating amounting Rs 1.11 lacs and ₹ 0.97 lacs respectively that are subject to reconciliation, filing of claim and admission by the respective statutory authorities. In lieu of availability of requisite documents, we are unable to comment upon the same.
- We draw attention to the Note No 3 and 4 of the standalone financial statement regarding Investment and unsecured loans granted to Padmanabh Sports Private Limited, a wholly owned subsidiary of the Company. As on balance sheet date, the net worth of the said wholly owned subsidiary has been fully eroded. The management of the company appointed valuer in order to test the same for impairment. Based on the report of the valuer, it was observed that valuation of wholly owned subsidiary is NIL as the net worth has been fully eroded and repayment of borrowings is not sustainable as there are no other resources with the company and thus there was impairment loss of Rs 1.00 Lacs and Rs 714.32 Lacs for investment and unsecured loans respectively, and the effect of the same has been given in exceptional items for the year ended as at 31st March 2021.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended March 31, 2021. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

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

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
1	Investment in Subsidiary	
	During the year the company holds investment in subsidiaries. Investment in subsidiaries are carried at cost in the accompanying Standalone Financial Statement, which as at March 31, 2021, reflected equity investment balance of ₹ 1,57,40,000/- in Guardian Finance Limited. The recoverability of the investments in subsidiaries was assessed by the management based on certain assumption, professional judgments, expectation of future events, which are believed to be reasonable under the circumstances & other factors.	We have verified the permission, license and relevant compliance before appropriate authority and found to be in order. Based on the impairment test performed, carrying amount of investment in subsidiaries do not exceed their recoverable amount on the basis that the current business plans of the subsidiaries will materialize without material adverse effects. We have reviewed the main assumption & the professional judgments made by the management in performing the impairment tests & we have found them reasonable under the current circumstances.
2	Reasonableness of carrying value of investments made in subsidiary company	
	There is a risk in respect of the possible impairment of Investments made in subsidiary due to its substantial amount of accumulated losses in Retained Earnings as at 31st March 2021, which might affect the recoverable amounts of investments made in & loans given to the subsidiary company.	<p>Our audit procedures, inter alia, included following:</p> <ul style="list-style-type: none"> - Assessed the process for identifying impairment indicators and obtained an understanding of impairment assessment process performed by the management; - Obtained understanding of management' future plans about subsidiary's operations <p>Conclusion:</p> <p>Based on procedures described above, we did not find any material exceptions to conclusion arrived by the management based on procedures performed by it, in the recoverability assessment of investments in subsidiary companies as the same has been given effect to in books of accounts for impairment loss in unsecured loans and investments in wholly owned subsidiary.</p>

Other Information

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our qualified opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance 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, read with the Companies (Indian Accounting Standards) Rules 2015 as amended.

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

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

The board of directors are responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the audit of Standalone Ind AS financial statements

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

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 entity has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report.
- 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the financial statements.

We are responsible for the direction, supervision and performance of the audit of financial information of such entities.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit except,

The confirmations of the balances outstanding as on the reporting date with customers, suppliers, unsecured borrowings, deposits and loans and advances are subject to confirmation with books of the counter parties.

- (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated otherwise in the report;
- (c) the balance sheet, the statement of profit and loss including other comprehensive income, the cash flow statement and statement of changes in equity dealt with by this Report are in agreement with the books of account except for the matters stated otherwise in the report;
- (d) in our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the companies (Indian Accounting Standards) Rules 2015 as amended except for the matters stated otherwise in the report;
- (e) on the basis of the written representations received from the directors as on 31 March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”; and
- (g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company is not required to make provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2021.
- h) With respect to the matter to be included in the Auditors’ Report under section 197(16): In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

FOR, SUNIL PODDAR & CO.
Chartered Accountants
Firm Reg. No 110603W

[CA PANKAJ AGARWAL]
Partner
M. No. 443450
UDIN : 21443450AAAAPX1505

PLACE: AHMEDABAD
DATE : 08/07/2021

ANNEXURE - A TO THE AUDITORS' REPORT

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

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the Company have been physically verified at regular intervals by the management and no material discrepancies were noticed during such verification. The periodicity of physical verification is reasonable considering the size of the company and the nature of its assets.
- (c) According to the information and explanations given to us and based on our examination of the records of the Company, the lease deeds of mining rights had not made available for our verification.
- (ii) No inventories are held by the company during the year and no inventory is there as on balance sheet date, hence reporting under clause "a" "b" and clause "c" regarding the procedures for physical verification and reasonable records for inventories respectively is not applicable.
- (iii) Register maintained under section 189 of the companies' act were not made available to us for our verification therefore we cannot comment whether company has granted unsecured loans to the companies, firm or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments.

More so company has not provided us with the list of persons related to director as defined under section 185 of the companies act, therefore no comments can be made regarding the fact that whether any loans has been advanced to such persons in contravention of the act.

The amount of loans advanced and investment acquired has exceeded the limit as defined under section 186 of companies act, 2013 as on 31st March 2021.

- (v) In our opinion and according to the information and explanations given to us the, the Company has complied with the directives issued by Reserve Bank of India and the provision of Chapter V of the Companies Act, 2013 or any other relevant provisions of the Companies Act, 2013 and the Rules framed thereunder under as the company has not accepted any loans from the parties mentioned therein.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the goods or services rendered by the Company.
- (vii) (a) 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 customs, service tax, cess and other material statutory dues were in arrears as at 31st March 2021 for a period of more than six months from the date they became payable except following:

Particulars	Amount (₹)	Financial Year
TDS	81041	2018-19
		2019-20
	2925	2020-21
Professional Tax on Salary	1615	2019-20
	2400	2020-21

- (b) According to the information and explanations given to us, there are no material dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax which have not been deposited with the appropriate authorities on account of any dispute.
- (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 paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013.
- (xii) In our opinion 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 and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- (xiv) According to the information and explanation given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has entered into non-cash transactions with directors. Accordingly, paragraph 3(xv) of the Order is not applicable.
- However, company has not provided us with the list of persons connected to director as defined under companies act, therefore no comments can be made regarding the fact that whether any non-cash transactions has done with the persons connected to the director.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR, SUNIL PODDAR & CO.
Chartered Accountants
Firm Reg. No 110603W

[CA PANKAJ AGARWAL]
Partner
M. No. 443450
UDIN : 21443450AAAAPX1505

PLACE: AHMEDABAD
DATE : 08/07/2021

BALANCE SHEET AS AT 31ST MARCH, 2021

[Amount in ₹]

Particulars	Notes	As at 31 st March, 2021	As at 31 st March, 2020
ASSETS			
NonCurrent Assets			
Property, Plant and Equipment	2	(0)	7,60,539
Other Intangible assets	2	43,72,633	47,99,232
Financial Assets			
Investments	3	1,57,40,000	1,58,40,000
Loans	4	25,87,506	7,69,70,429
Other Financial Assets	5	2,00,000	2,30,000
Income Tax Assets (Net)	6	370	370
Other non-current assets	7	42,16,850	12,57,000
Total		2,71,17,359	9,98,57,570
Current Assets			
Inventories			
Financial Assets			
Trade Receivables	8	15,36,159	65,36,160
Cash and Bank Balances	9	9,30,828	22,92,478
Bank balances other than Cash and Cash Equivalents		-	-
Other Financial Assets	10	24,624	24,624
Other Current Assets	11	1,62,788	34,486
Total		26,54,399	88,87,748
Total		2,97,71,759	10,87,45,317
EQUITY AND LIABILITIES			
Shareholders' Funds			
Equity Share Capital	12	6,07,75,000	6,07,75,000
Other Equity	13	-4,50,79,206	2,87,19,002
Total		1,56,95,794	8,94,94,002
Non-current liabilities			
Financial Liabilities			
Borrowings	14	51,73,326	39,50,966
Other financial liabilities		-	-
Provisions		-	-
Deferred tax liabilities (Net)		-	-
Total		51,73,326	39,50,966
Current liabilities			
Financial Liabilities			
Borrowings		-	-
Trade Payables	15	-	-
Total outstanding dues of micro and small enterprise		-	-
Total outstanding dues of creditors other than micro and small enterprise		-	73,13,362
Other financial liabilities	16	87,04,658	77,76,351
Other current liabilities	17	97,981	1,10,636
Provisions	18	1,00,000	1,00,000
Liability For current Tax (Net)		-	-
Total		89,02,639	1,53,00,349
Total		2,97,71,759	10,87,45,317

Significant Accounting Policies and Notes to standalone financial statements.

In terms of our report attached

For and on behalf of
M/s. SUNIL PODDAR & COMPANY
 Firm Reg. No. 110603W

[**CA. Pankaj Agarwal**]
 Partner
 Membership No. 443450
 UDIN: 21443450AAAAPX1505

For and on behalf of
M/s Padmanabh Industries Limited

Ashish Shah
 Chairman & Managing Director
 DIN: 03129204

Ramesh Shah
 Chief Financial Officer

Sandip Gandhi
 Director
 DIN: 06945814

Place : Ahmedabad
 Date: 08/07/2021

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

[Amount in ₹]

Particulars	Notes	For the Year ended 31 st March, 2021	For the Year ended 31 st March, 2020
Revenue			
Revenue from Operations		-	-
Other Income	19	77,529	17,446
Total Revenue (I)		77,529	17,446
Expenses			
Cost of Materials Consumed		-	-
Purchases of Stock-In-Trade		-	-
Changes In Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	20	-	1,54,621
Employees Benefits Expense	21	3,33,629	8,61,950
Finance Costs	22	1,122	1,989
Depreciation and Amortisation expense	2	7,49,091	8,31,281
Other Expenses	23	17,66,593	24,64,422
Total Expenses (II)		28,50,435	43,14,263
Profit Before Exceptional item and Tax (I)-(II)		(27,72,905)	(42,96,817)
Exceptional items		(7,10,25,303)	(4,21,33,155)
Profit Before Tax		(7,37,98,208)	(4,64,29,972)
Tax Expense			
Current Tax			
Deferred Tax (PL)			
Total Tax Expense		-	-
Profit from continuing operations (III)		(7,37,98,208)	(4,64,29,972)
Profit from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit from discontinued operations (after tax) (IV)		-	-
Profit for the period V (III+IV)		(7,37,98,208)	(4,64,29,972)
Other Comprehensive Income / (Expenses)			
Items that will not be reclassified to profit or loss		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Other Comprehensive Income for the year (VI)		-	-
Total Comprehensive Income for the year (V)+(VI)		(7,37,98,208)	(4,64,29,972)
Earnings Per Equity Share (Face Value ₹ 10 each)			
Basic (₹)	24	(12.14)	(7.64)
Diluted (₹)		(12.14)	(7.64)

Significant Accounting Policies and Notes to standalone financial statements.

In terms of our report attached

For and on behalf of
M/s. SUNIL PODDAR & COMPANY
 Firm Reg. No. 110603W

[**CA. Pankaj Agarwal**]
 Partner
 Membership No. 443450
 UDIN: 21443450AAAAPX1505

For and on behalf of
M/s Padmanabh Industries Limited

Ashish Shah
 Chairman & Managing Director
 DIN: 03129204

Ramesh Shah
 Chief Financial Officer

Sandip Gandhi
 Director
 DIN: 06945814

Place : Ahmedabad
 Date: 08/07/2021

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

[Amount in ₹]

Sr. No	Particulars	For the Year ended 31 st March, 2021	For the Year ended 31 st March, 2020
A	Cash flow form operating activities		
	Net profit/(loss) before tax	(7,37,98,208)	(4,64,29,972)
	Adjustment for		
	Depreciation / Amortisation	7,49,091	8,39,281
	Profit/Loss on discard of Assets	(77,529)	
	Adjustment in reserves	-	-
	Interest expense	1,122	1,989
	Interest income	-	17,446
	Operating cash flow before working capital changes	(7,31,25,525)	(4,55,71,256)
	(Increase) / Decrease in other current/non-current assets	(31,50,152)	1,80,53,355
	(Increase) / Decrease in trade receivable	50,00,000	14,12,499
	(Increase) / Decrease in inventories	-	1,54,621
	Increase / (Decrease) in trade payable	(73,13,362)	-
	Increase / (Decrease) in MAT Credit Entitlement	-	(2,14,128)
	Increase / (Decrease) in other current/non current liabilities	9,15,652	(5,36,844)
	Cash generated from operations	(7,76,73,387)	(2,67,01,753)
	Income taxes paid (net)		
	Net cash generated by operating activities	(7,76,73,387)	(2,67,01,753)
B	Cash flow from investing activities		
	Sale of fixed assets	6,07,577	-
	Assets held for sale	-	-
	Investment Impaired	1,00,000	-
	Long Term loans & advances	7,43,82,923	3,01,01,741
	Interest received	-	(17,446)
	Net cash used in investing activities	7,50,90,500	3,00,84,295
C	Cash flow from financing activities		
	Proceeds from equity	-	-
	Proceeds from long-term borrowing	12,22,360	(18,12,519)
	Proceeds from short-term borrowing	-	-
	Change in General Reserves	-	-
	Interest paid	(1,122)	(1,989)
	Net cash generated from / used in financing activities	12,21,238	(18,14,508)
	Net (decrease)/increase in cash & cash equivalents (A+B+C)	(13,61,649)	15,68,034
	Cash and cash equivalents at beginning of the period	22,92,478	7,24,444
	Cash and cash equivalents at end of period (Refer Note 2.8 & 2.9)	9,30,828	22,92,478

The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discontinuing operations.
See accompanying notes forming part of the financial statements

In terms of our report attached

For and on behalf of
M/s. SUNIL PODDAR & COMPANY
Firm Reg. No. 110603W

[**CA. Pankaj Agarwal**]
Partner
Membership No. 443450
UDIN: 21443450AAAAPX1505

For and on behalf of
M/s Padmanabh Industries Limited

Ashish Shah
Chairman & Managing Director
DIN: 03129204

Ramesh Shah
Chief Financial Officer

Sandip Gandhi
Director
DIN: 06945814

Place : Ahmedabad
Date: 08/07/2021

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

EQUITY SHARE CAPITAL		[Amount in ₹]
Particulars	As at 31 st March, 2020	As at 31 st March, 2021
As at 1st April, 2019	6,07,75,000	
Changes in equity share capital	-	
As at 31st March, 2020	6,07,75,000	
Changes in equity share capital	-	
As at 31st March, 2021	6,07,75,000	

A

B OTHER EQUITY

	[Amount in ₹]							
	Securities Premium Account	Accumulated Losses	General Reserve	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss	Other Comprehensive income Remeasurement gain/(loss) on defined benefit plans	Total
Balance as at 1st April, 2019	7,65,00,000	(11,36,898)	-	-	-	-	-	7,53,63,102
Profit For The Year	-	(4,64,29,972)	-	-	-	-	-	(4,64,29,972)
Add:- Remeasurement gain/(loss) on defined benefit plans	-	-	-	-	-	-	-	-
Less:- MAT Credit Entitlement Written off		(2,14,128)						(2,14,128)
Balance as at 31st March, 2020	7,65,00,000	(4,77,80,998)	-	-	-	-	-	2,87,19,002
Profit For The Year	-	(7,37,98,208)	-	-	-	-	-	(7,37,98,208)
Add:- Transfer to Capital Redemption Reserve on account of redemption of preference share capital								
Less:- Transfer to Capital Redemption Reserve on account of redemption of preference share capital								
Balance as at 31st March, 2021	7,65,00,000	(12,15,79,206)	-	-	-	-	-	(4,50,79,206)

Significant Accounting Policies
Accompanying Notes are an integral part of the Financial Statements

In terms of our report attached

For and on behalf of
M/s. SUNIL PODDAR & COMPANY
Firm Reg. No. 110603W

[CA. Pankaj Agarwal]
Partner
Membership No. 443450
UDIN: 21443450AAAAAPX1505

For and on behalf of
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Ashish Shah
Chairman & Managing Director
DIN: 03129204

Sandip Gandhi
Director
DIN: 06945814

Ramesh Shah
Chief Financial Officer

Place : Ahmedabad
Date: 08/07/2021

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

1. Corporate Information

Padmanabh Industries Limited is a Public Limited Company, incorporated in India under the provisions of the Companies Act, 1956, having its registered office at Ahmedabad, Gujarat. Its shares are listed on BSE Limited.

Significant accounting policies followed by the company:

1.1 Basis of preparation

(i) Statement of compliance

The financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principal generally accepted in India.

(ii) Basis of Measurement

These financial statements prepared and presented under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by Ind AS. The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participant at the measurement date.

The Financial Statements have been presented in Indian Rupees (INR), which is also the Company's functional currency. All values are rounded off to the nearest rupees, unless otherwise indicated.

(iii) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (i) Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities
- (ii) Level 2: inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (iii) Level 3: inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(iv) Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected. Significant judgments and estimates about the carrying amount of assets and liabilities include useful lives of tangible and intangible assets, impairment of tangible assets, intangible assets including goodwill, investments, employee benefits and other provisions and recoverability of deferred tax assets.

1.2 The significant estimates and assumption are required in particulars for the following

(i) Property, plant and equipment.

This involves determination of the estimated useful life of the property, plant and equipment and intangible assets if any and the assessment as to which component of the cost may be capitalised. The useful life of the assets is based on the life as prescribed in schedule II to the Companies Act 2013 or based on the technical estimates, taking in to account the nature of the assets, estimated usages, expected residual value and operating conditions of the assets. The Management reviews its estimate of the useful lives of depreciable assets at each reporting dates, based on the expected utility of the assets.

(ii) Impairment of Non-Financial Assets.

Determining Whether property, plant and equipment and other intangible assets are impaired requires an estimation of the value in use of the relevant cash generating units. The value is in use calculation is based on a discounted cash flow model over the estimated useful life of the

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

underlying assets or cash generating unit. Further, the cash flow projection is based on the estimates and assumption relating to expected revenue, operational performance of the assets, market price of the related product or services, inflation, terminal value etc. Which are considered by the management.

(iii) Income Taxes.

The companies tax jurisdiction in India, the significant judgements are involved in estimating budgeted profit for the purpose of the paying advances taxes, determining the provision for income tax, including amount of income tax excepted to be paid. The significant management judgement also required to determine the amount of deferred tax assets that can be recognised, based on timing and level of future taxable profit.

No deferred tax asset/liability has been created for the year considering the fact that DTA was arising and there is no uncertainty regarding future taxable income.

(v) Defined benefits plans (Gratuity Benefits).

The cost of the defined benefit of gratuity plan and present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in future. These includes the determination of the discount rate, future salary increase / decrease and mortality rates. Due to complexity involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each balance sheet date. However, there are no employees which are eligible for gratuity, therefore no provision has been created.

(vi) Classification of Assets, current and non-current.

The assets or liability is classified as current, if it satisfies the any of the following condition.

- (i) The assets / Liability expected to be realised or paid in the company's normal operating cycle.
- (ii) The assets are intended for sales or consumption.
- (iii) The assets / liability held for the purpose of trade or business
- (iv) The Assets / liability is expected to be realised/ settled within 12 months After reporting period.
- (v) The assets is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 month after reporting date.
- (vi) In case of liability, the company does not have an unconditional right to deter settlement of the liability for at least 12 months after the reporting date.

All other assets or liabilities are classified as non-current. Deferred assets and Deferred liability are classified as current assets or liability respectively.

For the purpose of current / non-current classification of assets and liabilities, the company has ascertained its normal operating cycle as 12 months. This is based on nature of the business and the time between the acquisition of assets or inventories for processing and their realisation in cash or cash equivalents.

1.3 Summary of significant accounting policies

1. Property, Plant and Equipment.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation methods, estimated useful lives and residual value

Depreciation is provided using straight line method (SLM) as specified schedule II of the companies Act 2013. Depreciation on assets acquired / disposed off during the year if any, is provided on pro-rata basis with reference to the date of addition / disposal. The estimated useful lives of assets are as under:

Class of assets	Useful Life
Vehicles	5 Years
Intangible Assets	20 Years

Based on the technical evaluation, the management believes that the useful lives as given above represent the period over which the management expect to use these assets. Hence, the useful lives for these assets are different from the useful lives prescribed under part C of schedule II of the Companies act 2013. Depreciation method, useful lives and residual values are reviewed periodically, including at each financial year end.

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Capital work in process

Expenditure related to and incurred during the implementation of capital project, to get the assets ready for intended use is shown under "capital work in process". The same is allocated to the respective items property, plant and equipment on completion of construction /

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

erection of the capital assets. The cost of assets not put to use before the year and capital inventory are disclosed under Capital work in process.

Impairment of Tangible Assets

The Company reviews at each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the reporting period, there is an indication that there is change in the previously assessed impairment loss, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Recoverable amount is the higher of fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

2. Inventories

Inventories of Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower' except for Waste / Scrap which are valued at net realisable value. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out', 'Specific identification', as applicable. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

Inventories not being in used has been written off during the year.

3. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The company has only single business segment hence the detailed disclosure related to segment reporting is not required to be made.

4. Borrowings

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

5. Borrowing costs

Borrowing cost directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use, capitalised as part of cost of asset. The borrowing costs includes interest and transaction cost that a company incurs in connection with the borrowing of the funds. Other interest and borrowing costs are charged to Statement of Profit and Loss.

6. Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

7. Revenue recognition

The revenue from contract with customer is recognised upon transfer of control of promised product or services to the customer in an amount that reflect the consideration, which the company expect to receive in exchange of product or service. The revenue is measured based on the transaction price, which is the consideration, adjusted for discount and other incentives if any. The Amount of consideration to which the company expect to be entitled in exchange for transferring promised goods or service to a customer excluding amounts collected on behalf of third parties (Duties& Taxes on behalf of Government).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

The specific recognition criteria from various stream of revenue is described as under:

(i) Sales of Goods:

Revenue from sales of the goods is recognised when the control of the goods has been passed to the customers as per terms of agreement and there is no continuing effective control or managerial involvement with goods.

(ii) Interest Income:

Interest income is accrued on a time basis, by reference to the principal outstanding amount and at the effective interest rate applicable, the future cash receipt through the expected life of the financial asset to that asset's carrying amount on initial recognition.

8. Trade Receivable

A receivable represents the company's right to an amount of consideration that is unconditional i.e. only passage of time required before payment of consideration is due.

The Expected credit loss is mainly based on the historical experience. The receivables are assessed on an individual basis for credit loss. The trade receivables are written off on cases to cases basis, if deemed not to be collectable on assessment and circumstances.

9. Foreign currency translation

a) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

b) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

10. Earnings Per Share

Basic earnings per share (EPS) is computed by dividing the profit or loss attributable to the equity shareholders of the company by the weighted average number of equities shares outstanding during the year.

Diluted earnings per share is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of equity shares, for the effects of all diluted potential equity shares.

11. Government Grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant

will be received and the Company will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

12. Cash and Cash Equivalents

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

13. Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Other disclosures forming part of the standalone Ind AS Financial Statements

1. Financial Instruments – Disclosure

Financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

(i) Capital management

The Company's objective when managing capital is to:

- Safeguard its ability to continue as going concern so that the company is able to provide maximize return to stakeholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce the cost of capital.

The company board of directors reviews the capital structure on a regular basis. As part of this review, the board considers cost of capital, risk associated with each class of capital requirements and maintenance of adequate liquidity.

Disclosures

This section gives an overview of the significance of financial instruments for the company and provides additional information on balance sheet item that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes.

(i) Categories of Financial Instruments

Particulars	As At 31st March 2021	As At 31st March 2020
Financial Assets		
(Measured at Amortized Cost)		
- Trade & Other Receivable	15,36,159	65,36,160
- Cash & Cash Equivalents	9,30,828	22,92,478
- Other Financial Assets (Current)	24,624	24,624
- Loans	25,87,506	7,69,70,429
- Other Financial Assets	2,00,000	2,30,000
- Investments	1,57,40,000	1,58,40,000
Total	2,10,19,117	10,18,93,691

Particulars	As At 31st March 2021	As At 31st March 2020
Financial Assets		
(Measured at Amortized Cost)		
- Borrowings	51,73,326	39,50,966
- Trade Payable	-	73,13,362
- Other Financial Liabilities	87,04,658	77,76,351
Total	1,38,77,984	1,90,40,679

The carrying amount of current financial assets and liabilities as at the end of each year presented approximate the fair value because of their short-term nature. The trade receivables, trade payables, borrowings, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(ii) Fair value measurements

This note provide information about how the company determines fair value of various financial assets. Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximates their fair values.

(iii) Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1: Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs are other than quoted price included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs are not based on observable market data. Fair values are determined in whole or in part using a valuation model based on the assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data

2. The Company did not have any long-term contracts, including derivatives contract for which there were any material foreseeable losses.

3. Financial Risk Management Framework

The company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade and other receivables, receivables from government authorities, security deposits and cash and cash equivalents that derive directly from its operations. The company also holds investments. The corporate treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The company seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk includes loan and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors and Risk Management Committee. There have been no significant changes to the company's exposure to market risk or the methods in which they are managed or measured.

Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The company's exposure to currency risk relates primarily to the company's operating activities and borrowings when transactions are denominated in a different currency from the company's functional currency. The company manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of forecasted sales and borrowings.

Price Risk

The Company's investments in listed securities, mutual funds, other funds and debentures are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the price risk through diversification and by placing limits on individual and total equity instruments. Reports on the portfolio are submitted to the Company's senior management on a regular basis.

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 changes in market interest rates. The company's exposure to the risk of changes in market interest rates relates primarily to the company's long-term debt obligations with floating interest rates. The loans advanced as at March 31, 2021 is ₹ 25,87,506 (previous year ₹ 7,69,70,429).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021**Liquidity risk****i. Liquidity risk management**

The company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Chief Financial Officer of the company is responsible for liquidity risk management who has established an appropriate liquidity risk management framework for the management of the company's short, medium and long-term funding and liquidity management requirements. The company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Chief Financial Officer reports the same to the Board of Directors on quarterly basis.

4. Related Party Disclosures:

During the year the company has entered into transactions with the related parties. Those transactions are presented in the following:

List of related parties with whom transaction have taken place during the year along with nature and volume of transactions.

Sl.	Name of the person	Relation
1	Ashish Shah	KMP
2	Ramesh Shah	KMP
3	PratikshaSeju	KMP
4	Padmanabh Sports Private Limited	Wholly Owned Subsidiary Company
5	Guardian Finance Private Limited	Subsidiary Company

The transactions entered during the year with the above parties are tabulated as below:

Sl.	Nature of Transaction	Amount in ₹ (Current Year)	Amount in ₹ (Previous Year)
1	Loan Taken	1990536	230000
2	Loan Repaid	11,15,577	2243485
3	Rent Expenses	45000	180000
4	Remuneration	505101	455100
5	Repayment of Loan given	7,14,31,802	7458985
6	Loan Given	50,880	0

5. The details of contingent liabilities outstanding as on the date of Balance Sheet is as following:

Company has given bank guarantee amounting ₹ 2,00,000 in favour of Geology and mining department.

6. Previous year figures have been regrouped, whenever necessary to confirm to current year classification.**7. Attention is invited to the Note No 3 and 4 of the standalone financial statement regarding Investment and unsecured loans granted to Padmanabh Sports Private Limited, a wholly owned subsidiary of the Company. As on balance sheet date, the net worth of the said wholly owned subsidiary has been fully eroded. The management of the company appointed valuer in order to test the same for impairment. Based on the report of the valuer, it was observed that valuation of wholly owned subsidiary is NIL as the net worth has been fully eroded and repayment of borrowings is not sustainable as there are no other resources with the company and thus there was impairment loss of Rs 1.00 Lacs and Rs 714.32 Lacs for investment and unsecured loans respectively, and the effect of the same has been given in exceptional items for the year ended as at 31st March 2021.**

For and on behalf of
M/s. SUNIL PODDAR & COMPANY
Firm Reg. No. 110603W

[**CA. Pankaj Agarwal**]
Partner
Membership No. 443450
UDIN: 21443450AAAAPX1505

For and on behalf of
M/s Padmanabh Industries Limited

Ashish Shah
Chairman & Managing Director
DIN: 03129204

Ramesh Shah
Chief Financial Officer

Sandip Gandhi
Director
DIN: 06945814

Place : Ahmedabad
Date: 08/07/2021

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

3. INVESTMENTS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Investment in wholly owned Subsidiaries		
Fully paid Equity Shares (Unquoted)		
Padmanabh Sports Pvt. Ltd	-	1,00,000
10,000 Equity Shares of ₹ 10 Each fully paid		
Investment in Subsidiary		
Fully paid Equity Shares (Unquoted)		
Guardian Finance Pvt Ltd	1,57,40,000	1,57,40,000
15,74,100 Equity Shares of ₹ 10 Each fully paid		
Total	1,57,40,000	1,57,40,000

4. LOANS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Loan Receivables (Unsecured) - Considered good		
Loans to Related Parties		
To Wholly owned subsidiary		
Padmanabh Sports Pvt Ltd	-	7,13,80,922
To subsidiary		
Guardian Finance Ltd	-	2,000
Loan Receivables (Unsecured) - Considered Doubtful		
Loan to Others	25,87,506	55,87,507
Total	25,87,506	7,69,70,429

5. OTHER NON-CURRENT FINANCIAL ASSETS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Security Deposits	-	30,000
Fixed Deposits with Bank		
(Maturity more than twelve Months Emarked against BG)	2,00,000	2,00,000
Total	2,00,000	2,30,000

6. NON-CURRENT FINANCIAL ASSETS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Advance Income Tax (Net) & TDS	370	370
Total	370	370

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

7. OTHER NON-CURRENT ASSETS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Capital Advances	4,151,850	1,100,000
Unamortised portion of preliminary expenditure	-	92,000
Other Advances	65,000	65,000
Total	4,216,850	1,257,000

8. TRADE RECEIVABLES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Unsecured, Considered Good	15,36,159	65,36,160
Credit Impaired	-	-
	15,36,159	65,36,160
Less: Allownce for Credit Impaired	-	-
	15,36,159	65,36,160
Others		
Unsecured, Considered Good	-	-
Total	15,36,159	65,36,160

Note : The above trade receivable are outstanding more than two Year and subject to confirmation

9. CASH AND CASH EQUIVALENTS BALANCES WITH BANKS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Cash and Cash Equivalents		
Balances with Banks	8,700	22,096
Cash on Hand	9,22,128	22,70,382
Total	9,30,828	22,92,478

10. OTHER CURRENT FINANCIAL ASSETS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Income Accrued But Not received	24,624	24,624
Total	24,624	24,624

11. OTHER CURRENT ASSETS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Balance With Revenue Authority	1,11,046	-
Other Advances (Advances for Expenses)	26,000	-
Prepaid Expenses	25,742	34,486
Total	1,62,788	34,486

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

12. EQUITY SHARE CAPITAL

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Authorised		
75,00,000 Equity Shares of ₹ 10 each	7,50,00,000	7,50,00,000
	7,50,00,000	7,50,00,000
Issued, Subscribed and Fully Paid Equity Shares		
60,77,500 Equity Shares of ₹ 10 each fully paid	6,07,75,000	6,07,75,000
Total	6,07,75,000	6,07,75,000

- The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share held.
- The Board of Directors has not recommended any dividend for the year ended 31st March 2021.
- In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

Reconciliation of the number of equity shares outstanding

[Amount in ₹]

Particulars	Number of Shares	Amount
As at 1st April, 2019	60,77,500	6,07,75,000
Changes in equity share capital	-	-
As at 31st March, 2020	60,77,500	6,07,75,000
Changes in equity share capital	-	-
As at 31st March, 2021	60,77,500	6,07,75,000

There are no shareholders who holds more than 5% of the shareholding in the company

13. OTHER EQUITY

[Amount in ₹]

	Securities Premium Account	Retainde Earnings	Other Comprehensive income	Total
			Remeasurement gain/ (loss) on defined benefit plans	
Balance as at 1st April, 2019	7,65,00,000	(11,36,898)		7,53,63,102
Profit For The Year	-	(4,64,29,972)	-	(4,64,29,972)
Add:- Remeasurement gain/(loss) on defined benefit plans	-	-	-	-
Add:- Excess / (Short) provision of Income Tax				
Less:- MAT Credit Entitlement Written off		(2,14,128)		(2,14,128)
Balance as at 1st April, 2020	7,65,00,000	(4,77,80,998)	-	2,87,19,002
Profit For The Year	-	(7,37,98,208)	-	(7,37,98,208)
Add:- Transfer to Capital Redemption Reserve on account of redemption of preference share capital				
Add:- Transfer to Capital Redemption Reserve on account of redemption of preference share capital				
Add:- Balances written off	-		-	-
Balance as at 31st March, 2021	7,65,00,000	(12,15,79,206)	-	(4,50,79,206)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

14. NON-CURRENT BORROWINGS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Unsecured		
Intercompany Loan	37,50,000	30,00,000
Loans From Related Parties	14,23,326	5,50,966
Loans From Others	-	4,00,000
Total	51,73,326	39,50,966

Note: Loans from related party includes loan payable to Managing Director of the Company. No interest is payable towards the loan.

15. TRADE PAYABLES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Due to micro and small enterprise	-	-
Due to Others	-	73,13,362
Total	-	73,13,362

Note:- 1.) Balance of Sundry creditors are subject to confirmation.

2.) In absence of the identification by the company of Micro, Small and Medium Enterprise (MSME) parties from whom the company has procured the goods and services. We are unable to categorize the over dues above 45 days to and interest payments outstanding to MSME as on the date of balance sheet.

16. OTHER CURRENT FINANCIAL LIABILITIES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Creditors for Capital Assets	59,02,000	71,52,000
Creditors for expenses	28,02,658	6,24,351
Total	87,04,658	77,76,351

1.) Balance of Sundry creditors are subject to confirmation.

2.) In absence of the identification by the company of Micro, Small and Medium Enterprise (MSME) parties from whom the company has procured the goods and services. We are unable to categorize the over dues above 45 days to and interest payments outstanding to MSME as on the date of balance sheet.

17. OTHER CURRENT LIABILITIES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Statutory Liabilities	97,981	1,10,636
Total	97,981	1,10,636

Note : Amount payable in form of GST is subject to reconciliation.

18. CURRENT PROVISIONS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Provision for Audit Fees	1,00,000	1,00,000
Total	1,00,000	1,00,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

19. OTHER INCOME

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Interest Income on :		
Interest Income on thers	-	17,446
Others Receipt (Profit on sale of car)	77,529	-
Total	77,529	17,446

20. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Opening Inventories		
Finished Goods	-	1,54,621
Process Stock	-	-
Waste/Scrap	-	-
	-	1,54,621
Closing Inventories		
Finished Goods	-	-
Process Stock	-	-
Waste/Scrap	-	-
	-	-
(Increase) / Decrease in Stocks	-	1,54,621
Less : (Increase) / Decrease in Excise Duty on Stocks	-	-
Total	-	1,54,621

21. EMPLOYEES BENEFIT EXPENSES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Salaries and Wages	3,33,629	8,61,950
Total	3,33,629	8,61,950

Note : Amount payable in form of GST is subject to reconciliation.

22. FINANCE COSTS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Bank Charges	1,122	1,989
Total	1,122	1,989

22.2. DEPRECIATION AND AMORTISATION EXPENSES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Depreciation During the Year	6,57,091	7,39,281
Preliminary Expens Amortised During the year	92,000	92,000
Total	7,49,091	8,31,281

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

23. OTHER EXPENSES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
23.1 Administration, Selling and Distribution Expenses		
Advertisement Expenses	21,830	22,350
Annual Custodian Fees	22,500	-
Annual Listing Fees	3,00,000	3,00,000
Bad Debts Written off	-	14,12,500
Insurances	36,810	27,119
R&T/NSDL/CDCL Services	28,750	-
Legal & Professional Charges	6,32,500	2,68,560
ROC Filing Fees	35,092	44,200
Repair & Maintenance	13,750	19,168
Office Rent Expenses	45,000	1,80,000
Office Expenses	1,03,877	800
Petrol Expenses	31,600	36,000
Prior Period Expenses	-	26,914
Stationary & Printing Expenses	19,015	1,691
Rates & Taxes	3,54,635	25,120
Telephone Expenses	9,634	-
Website/Softwear renewal fees	11,600	-
Total	16,66,593	23,64,422
23.2 Auditors' Remuneration (excluding service tax) charged to Statement of Profit and Loss Payments to Statutory Auditors:		
Audit Fee	1,00,000	1,00,000
Total	1,00,000	1,00,000
Total	17,66,593	24,64,422

24. EARNINGS PER SHARE:

[Amount in ₹]

Particulars		For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Net profit for the year attributable to equity shareholders	In Ruppees	-7,37,98,208	-4,64,29,972
Weighted-average-number of equity shares outstanding	Nos	60,77,500	60,77,500
Basic Earnings Per Share (Face Value of ₹ 10 each)	In Ruppees	-12.14	-7.64
Diluted Earnings Per Share (Face Value of ₹ 10 each)	In Ruppees	-12.14	-7.64

INDEPENDENT AUDITOR'S REPORT

To
**The Members of
Padmanabh Industries Limited**

Report on the Audit of Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated Ind AS financial statements of Padmanabh Industries Limited (hereinafter referred to as "the Holding Company"), its wholly owned subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the consolidated balance sheet as at March 31, 2021 the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of separate audited financial statements and on the other financial information of the subsidiary, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2021 their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Qualified Opinion

- Refer to consolidated financial statements, all the value with regards to financial assets and financial liabilities in the financial statements has been stated at historical cost only irrespective of the fair value of the same which is departure from requirement of an Ind AS 113 (Fair value measurement) and Ind AS 109 (Financial Instruments).

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group 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 qualified opinion on the consolidated Ind AS financial statements.

Emphasis of Matter

- Refer to Notes forming part of the statement which includes the balances of Sundry Debtors, Sundry Creditors, Loans including deposits and advances are subject to confirmation from and reconciliation with the relevant parties as on the date of balance sheet date. We are not in a position to verify the amounts at which such balances are receivable and payable.
- We draw attention to Note Notes forming part of the statement, regarding other current assets and other current liabilities, in respect of balances available with statutory, Revenue authorities and input credits aggregating amounting Rs 1.11 lacs and ₹ 52.91 lacs respectively that are subject to reconciliation, filing of claim and admission by the respective statutory authorities. In lieu of availability of requisite documents, we are unable to comment upon the same.
- Referring to note in the financial statements, other current liabilities include statutory liability amounting ₹ 51.48 Lacs in regarding Tax Deducted at Sources, which has not been paid for the year.
- We draw attention to the Note No 3 and 4 of the consolidated financial statement regarding Investment and unsecured loans granted to Padmanabh Sports Private Limited, a wholly owned subsidiary of the Holding Company. As on balance sheet date, the net worth of the said wholly owned subsidiary has been fully eroded. The management of the holding company appointed valuer in order to test the same for impairment. Based on the report of the valuer, it was observed that valuation of wholly owned subsidiary is NIL as the net worth has been fully eroded and repayment of borrowings is not sustainable as there are no other resources with the wholly owned subsidiary company and thus there was impairment loss of Rs 1.00 Lacs and Rs 714.32 Lacs for investment and unsecured loans respectively, and the effect of the same has been given in exceptional items for the year ended as at 31st March 2021 and vice versa by wholly owned subsidiary company.

- Referring to note 20 in the financial statements, other current liabilities includes statutory liability amounting ₹ 50,95,981 in regarding Tax Deducted at Sources, which has not been paid for the year.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended March 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

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

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
1	Investment in Subsidiary	
	During the year the company holds investment in subsidiaries. Investment in subsidiaries are carried at cost in the accompanying Standalone Financial Statement, which as at March 31, 2021, reflected equity investment balance of ₹ 1,57,40,000/-. The recoverability of the investments in subsidiaries was assessed by the management based on certain assumption, professional judgments, expectation of future events, which are believed to be reasonable under the circumstances & other factors.	We have verified the permission, license and relevant compliance before appropriate authority and found to be in order. Based on the impairment test performed, carrying amount of investment in subsidiaries do not exceed their recoverable amount on the basis that the current business plans of the subsidiaries will materialize without material adverse effects. We have reviewed the main assumption & the professional judgments made by the management in performing the impairment tests & we have found them reasonable under the current circumstances.
2	Reasonableness of carrying value of investments made in subsidiary company	
	There is a risk in respect of the possible impairment of Investments made in subsidiary due to its substantial amount of accumulated losses in Retained Earnings as at 31st March 2021, which might affect the recoverable amounts of investments made in & loans given to the subsidiary company.	<p>Our audit procedures, inter alia, included following:</p> <ul style="list-style-type: none"> - Assessed the process for identifying impairment indicators and obtained an understanding of impairment assessment process performed by the management; - Obtained understanding of management’ future plans about subsidiary’s operations <p>Conclusion:</p> <p>Based on procedures described above, we did not find any material exceptions to conclusion arrived by the management based on procedures performed by it, in the recoverability assessment of investments in subsidiary companies as the same has been given effect to in books of accounts for impairment loss in unsecured loans and investments in wholly owned subsidiary.</p>
3	Unsecured Loans given	
	The Company have granted interest free loans and advances to other companies and also have receivables from various parties. These loans and receivables are tested for impairment annually. If impairment exists, the recoverable amounts of the loans and receivables are estimated in order to determine the extent of the impairment loss, if any. Determination of whether there exists any impairment in the value of loans is subject to a significant level of judgment. There is therefore a risk that the value of loans may be misstated.	We have verified the relevant records and books of accounts and the amount stated in financial statements are subject to third party balance confirmations and loan agreements which has not been provided.

4	Recoverability assessment of trade receivables	
	<p>There is a risk in respect of default on receivables. The Company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements. The recoverable amount was estimated by management based on their specific recoverability assessment on individual debtor with reference to the aging profile, historical payment pattern and the past record of default by the customer. Management makes specific provision against individual balances with reference to the recoverable amount. For the purpose of loss allowance/impairment assessment, significant judgements and assumptions, including the credit risks of customers, the timing and amount of realisation of these receivables, are required. Therefore, it is considered, a key audit matter</p>	<p>Our audit procedures, inter alia, included following:</p> <ul style="list-style-type: none"> • Obtained a list of outstanding receivables and identified any debtors with financial difficulty through discussion with management; • Assessed the recoverability of the unsettled receivables through our evaluation of management's assessment

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our qualified opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS 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.

Management's Responsibility for the Consolidated AS financial statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group and of its associates 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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with Governance of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the audit of consolidated Ind AS financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of Holding company or business activities within the Group of which we are the independent auditors to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated Ind AS financial statement of which we are independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The accompanying statement includes the audited financial results in respect of Padmanabh Sports Private Limited, a wholly owned subsidiary whose financial statements includes total assets of ₹ 177.33 lacs as at 31st March, 2021, total revenues of ₹ 8.83 lacs, total net profit after tax of ₹ 711.53 lacs (exceptional items of ₹ 713.41 lacs) for the year ended on that date respectively.

We draw your attention to the fact that:

- In accordance with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules framed thereunder, subsidiary of listed entity is also required to prepare its financial statements as per requirement of Ind AS.

However financial statements of Guardian Finance Private Limited (subsidiary company), were not according to the said requirement.=

In absence of the compatibility of the financial statement of said subsidiary with the other entities of the group, the said financial statements has not been considered by us while auditing the consolidated financial statements and our opinion does not include the same.

As the financial statements of the said subsidiary namely Guardian Finance Private Limited were not in accordance with IndAS requirement we could not assess its impact on consolidated statements as to asset/liability or profit/loss. As a result of this matter, we have not been able to obtain sufficient and appropriate evidence in the said matter to state whether any adjustments would be required to the information included in the financial statements and impact thereof.

Our opinion on the Audited Consolidated Financial statements is not modified in respect of above matter stated above.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit and on the considerations of report of management on separate financial statements as noted in the 'other matter' paragraph we report, to the extent applicable, 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 except stated elsewhere in the report.
 - (b) in our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books;
 - (c) the consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive income, the consolidated cash flow statement and consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the companies (Indian Accounting Standards) Rules 2015 as amended except stated elsewhere in the report.
 - (e) on the basis of the written representations received from the directors of Holding company as on 31 March 2021 taken on record by the Board of Directors of holding company, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
 - (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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The group does not have any pending litigations which would impact its financial position;
 - ii. The holding company and its wholly owned subsidiary are not required to make provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as the holding company and its wholly owned subsidiary company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the holding company and its wholly owned subsidiary Company.
 - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the holding company and its wholly owned subsidiary company for the year ended March 31, 2021.
 - h) With respect to the matter to be included in the Auditors' Report under section 197(16): In our opinion and according to the information and explanations given to us, the remuneration paid by the holding company and its wholly owned subsidiary Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

FOR, SUNIL PODDAR & CO.
Chartered Accountants
Firm Reg. No 110603W

[CA PANKAJ AGARWAL]
Partner
M. No. 443450
UDIN : 21443450AAAAPY8873

PLACE: AHMEDABAD
DATE : 08/07/2021

ANNEXURE - A TO THE AUDITORS' REPORT

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

In conjunction with our audit of the consolidated Ind AS financial statements of Padmanabh Industries Limited as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of Texel Industries Limited (hereinafter referred to as the "Holding Company") and its wholly owned subsidiary company, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, and its subsidiary company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 the respective 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 with reference to these consolidated Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 with reference to these consolidated Ind AS financial statements 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 over financial reporting with reference to these consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements.

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 consolidated Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS 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 Ind AS 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 holding company and its wholly owned subsidiary, in all material respects, have maintained an adequate internal financial controls system over financial reporting and were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established by the holding company considering the essential components of internal control stated in the guidance note on audit of internal financial controls over financial reporting issued by the ICAI.

FOR, SUNIL PODDAR & CO.

Chartered Accountants
Firm Reg. No 110603W

PLACE: AHMEDABAD

DATE : 08/07/2021

[CA PANKAJ AGARWAL]

Partner

M. No. 443450

UDIN : 21443450AAAAPY8873

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2021

[Amount in ₹]

Particulars	Notes	As at 31 st March, 2021	As at 31 st March, 2020
ASSETS			
NonCurrent Assets			
Property, Plant and Equipment	2	4,76,377	12,57,645
Capital WorkinProgress		-	-
Other Intangible assets	2	43,72,633	47,99,232
Financial Assets			
Investments	3	1,57,40,000	1,57,40,000
Loans	4	1,12,24,844	1,38,21,515
Other Financial Assets	5	2,00,000	2,30,000
Income Tax Assets (Net)	6	370	370
Other non-current assets	7	42,16,850	12,60,535
Total		3,62,31,074	3,71,09,297
Current Assets			
Inventories			
Financial Assets			
Trade Receivables	8	78,27,148	1,28,27,149
Cash and Bank Balances	9	24,61,153	43,06,110
Bank balances other than Cash and Cash Equivalents		-	-
Other Financial Assets	10	24,624	24,624
Other Current Assets	11	9,61,700	8,92,272
Total		1,12,74,625	1,80,50,154
Total		4,75,05,700	5,51,59,450
EQUITY AND LIABILITIES			
Shareholders' Funds			
Equity Share Capital	12	6,07,75,000	6,07,75,000
Other Equity	13	-3,65,10,061	-3,39,64,867
Total		2,42,64,939	2,68,10,133
Non-current liabilities			
Financial Liabilities			
Borrowings	14	51,73,326	39,50,966
Other financial liabilities		-	-
Provisions		-	-
Deferred tax liabilities (Net)		-	-
Total		51,73,326	39,50,966
Current liabilities			
Financial Liabilities			
Borrowings		-	-
Trade Payables	15		
Total outstanding dues of micro and small enterprise		-	-
Total outstanding dues of creditors other than micro and small enterprise		13,42,150	86,16,632
Other financial liabilities	16	1,13,09,546	98,08,564
Other current liabilities	17	52,92,140	58,10,265
Provisions	18	1,23,598	1,62,890
Liability For current Tax (Net)		-	-
Total		1,80,67,434	2,43,98,351
Total		4,75,05,700	5,51,59,450

Significant Accounting Policies and Notes to standalone financial statements.

In terms of our report attached

For and on behalf of
M/s. SUNIL PODDAR & COMPANY
 Firm Reg. No. 110603W

[CA. Pankaj Agarwal]
 Partner
 Membership No. 443450
 UDIN: 21443450AAAAPY8873

For and on behalf of
M/s Padmanabh Industries Limited

Ashish Shah
 Chairman & Managing Director
 DIN: 03129204

Ramesh Shah
 Chief Financial Officer

Sandip Gandhi
 Director
 DIN: 06945814

Place : Ahmedabad
 Date: 08/07/2021

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

[Amount in ₹]

Particulars	Notes	For the Year ended 31 st March, 2021	For the Year ended 31 st March, 2020
Revenue			
Revenue from Operations	19	-	1,60,94,702
Other Income	20	9,61,164	4,13,475
Total Revenue (I)		9,61,164	1,65,08,177
Expenses			
Cost of Materials Consumed		-	-
Purchases of Stock-In-Trade	21	-	1,50,434
Changes In Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	22	-	1,54,621
Employees Benefits Expense	23	4,94,129	16,59,253
Finance Costs	24	4,728	6,109
Depreciation and Amortisation expense	2	7,36,120	9,08,176
Other Expenses	25	26,86,630	40,99,533
Total Expenses (II)		39,21,607	69,78,126
Profit Before Exceptional item and Tax (I)-(II)		(29,60,443)	95,30,051
Exceptional items		4,15,249	(4,21,33,155)
Profit Before Tax		(25,45,194)	(3,26,03,104)
Tax Expense			
Current Tax		-	-
Deferred Tax (PL)		-	-
Total Tax Expense		-	-
Profit from continuing operations (III)		(25,45,194)	(3,26,03,104)
Profit from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit from discontinued operations (after tax) (IV)		-	-
Profit for the period V (III+IV)		(25,45,194)	(3,26,03,104)
Other Comprehensive Income / (Expenses)			
Items that will not be reclassified to profit or loss		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Other Comprehensive Income for the year (VI)		-	-
Total Comprehensive Income for the year (V)+(VI)		(25,45,194)	(3,26,03,104)
Earnings Per Equity Share (Face Value ` 10 each)			
Basic (`)		(0.42)	(5.36)
Diluted (`)		(0.42)	(5.36)

Significant Accounting Policies and Notes to standalone financial statements.

In terms of our report attached

For and on behalf of
M/s. SUNIL PODDAR & COMPANY
 Firm Reg. No. 110603W

[**CA. Pankaj Agarwal**]
 Partner
 Membership No. 443450
 UDIN: 21443450AAAAPY8873

For and on behalf of
M/s Padmanabh Industries Limited

Ashish Shah
 Chairman & Managing Director
 DIN: 03129204

Ramesh Shah
 Chief Financial Officer

Sandip Gandhi
 Director
 DIN: 06945814

Place : Ahmedabad
 Date: 08/07/2021

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

[Amount in ₹]

Sr. No	Particulars	For the Year ended 31 st March, 2021	For the Year ended 31 st March, 2020
A	Cash flow form operating activities		
	Net profit/(loss) before tax	(25,45,194)	(3,26,03,104)
	Adjustment for		
	Depreciation	7,36,120	8,12,641
	Profit on Slaes of Fixed Assets	(77,529)	
	Mat credit entitlement w/off	-	(2,14,128)
	Adjustments in reserves	-	
	Interest income	(3,80,635)	(4,08,475)
	Operating cash flow before working capital changes	(22,67,238)	(3,24,13,066)
	(Increase) / Decrease in other current/non-current assets	(29,95,743)	2,72,76,976
	(Increase) / Decrease in trade receivable	50,00,000	87,71,499
	(Increase) / Decrease in inventories	-	1,54,621
	Increase / (Decrease) in trade payable	(72,74,482)	(21,35,553)
	Increase / (Decrease) in other current/non current liabilities	9,43,565	(26,54,474)
	Cash generated from operations	(65,93,898)	(9,99,997)
	Income taxes paid (net)		
	Net cash generated by operating activities	(65,93,898)	(9,99,997)
B	Cash flow from investing activities		
	Purchase of fixed assets	(58,300)	(9,492)
	Sale of Fixed Assets	6,07,577	
	Reduction in Investment	-	
	Loans & advances	25,96,671	1,44,10,748
	Non current Investment		
	Investment in Non-Current Bank Fixed deposits		
	Interest received	3,80,635	4,08,475
	Net cash used in investing activities	35,26,583	1,48,09,731
C	Cash flow from financing activities		
	Proceeds from equity	-	-
	Proceeds from long-term borrowing	12,22,360	(1,08,27,174)
	Proceeds from short-term borrowing	-	-
	Change in General Reserves	-	-
	Interest paid		
	Net cash generated from / used in financing activities	12,22,360	(1,08,27,174)
	Net (decrease)/increase in cash & cash equivalents (A+B+C)	(18,44,955)	29,82,560
	Cash and cash equivalents at beginning of the period	43,06,110	13,23,549
	Cash and cash equivalents at end of period (Refer Note 2.8 & 2.9)	24,61,153	43,06,110

In terms of our report attached

For and on behalf of
M/s. SUNIL PODDAR & COMPANY
 Firm Reg. No. 110603W

[**CA. Pankaj Agarwal**]
 Partner
 Membership No. 443450
 UDIN: 21443450AAAAPY8873

For and on behalf of
M/s Padmanabh Industries Limited

Ashish Shah
 Chairman & Managing Director
 DIN: 03129204

Ramesh Shah
 Chief Financial Officer

Sandip Gandhi
 Director
 DIN: 06945814

Place : Ahmedabad
 Date: 08/07/2021

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

A EQUITY SHARE CAPITAL	[Amount in ₹]	
Particulars	As at 31 st March, 2020	As at 31 st March, 2021
As at 1st April, 2019	6,07,75,000	
Changes in equity share capital	-	
As at 31st March, 2020	6,07,75,000	
Changes in equity share capital	-	
As at 31st March, 2021		6,07,75,000

B OTHER EQUITY

	[Amount in ₹]						
	Securities Premium Account	Accumulated Losses	General Reserve	Capital Redemption Reserve	Capital Reserve	Other Comprehensive income	Total
Balance as at 1st April, 2018	7,65,00,000	(7,76,47,635)	-	-	-	-	(11,47,635)
Profit For The Year	-	(3,28,17,232)	-	-	-	-	(3,28,17,232)
Add:- Remeasurement gain/(loss) on defined benefit plans	-	-	-	-	-	-	-
Add:- Excess / (Short) provision of Income Tax							
Balance as at 31st March, 2019	7,65,00,000	(11,04,64,867)	-	-	-	-	(3,39,64,867)
Profit For The Year	-	(25,45,194)	-	-	-	-	(25,45,194)
Add:- Transfer to Capital Redemption Reserve on account of redemption of preference share capital							
Less:- Transfer to Capital Redemption Reserve on account of redemption of preference share capital	-	-	-	-	-	-	-
Add:- Remeasurement gain/(loss) on defined benefit plans							
Less:- MAT Credit Entitlement Written off							
Balance as at 31st March, 2020	7,65,00,000	(11,30,10,061)	-	-	-	-	(3,65,10,061)

Significant Accounting Policies

Accompanying Notes are an integral part of the Financial Statements

In terms of our report attached

For and on behalf of
M/s. SUNIL PODDAR & COMPANY
 Firm Reg. No. 110603W

[CA. Pankaj Agarwal]
 Partner
 Membership No. 443450
 UDIN: 21443450AAAAAPY8873

Place : Ahmedabad
 Date: 08/07/2021

For and on behalf of
M/s Padmanabh Industries Limited

Ashish Shah
 Chairman & Managing Director
 DIN: 03129204

Ramesh Shah
 Chief Financial Officer

Sandip Gandhi
 Director
 DIN: 06945814

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

1. Corporate Information

Padmanabh Industries Limited is a Public Limited Company, incorporated in India under the provisions of the Companies Act, 1956, having its registered office at Ahmedabad, Gujarat. Its shares are listed on BSE Limited.

Significant accounting policies followed by the company:

1.1 Basis of preparation

(i) Statement of compliance

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other accounting principal generally accepted in India.

(ii) Principles of Consolidation

The consolidated financial statements comprise the financial statements of the company and its wholly owned subsidiary. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in consolidated financial statements, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all the entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company.

The financial statements of Padmanabh Sports Private limited (a wholly owned subsidiary) has been considered for consolidation and the same is being included in the group.

(iii) Basis of Measurement

These consolidated financial statements have been prepared and presented under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by Ind AS. The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participant at the measurement date.

The Financial Statements have been presented in Indian Rupees (INR), which is also the Company's functional

currency. All values are rounded off to the nearest rupees, unless otherwise indicated.

(iv) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (i) Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities
- (ii) Level 2: inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (iii) Level 3: inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(v) Use of estimates and judgments

The estimates and judgments used in the preparation of the consolidated financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected. Significant judgments and estimates about the carrying amount of assets and liabilities include useful lives of tangible and intangible assets, impairment of tangible assets, intangible assets including goodwill, investments, employee benefits and other provisions and recoverability of deferred tax assets.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

1.2 The significant estimates and assumption are required in particulars for the following

(i) Property, plant and equipment.

This involves determination of the estimated useful life of the property, plant and equipment and intangible assets if any and the assessment as to which component of the cost may be capitalised. The useful life of the assets is based on the life as prescribed in schedule II to the Companies Act 2013 or based on the technical estimates, taking in to account the nature of the assets, estimated usages, expected residual value and operating conditions of the assets. The Management reviews its estimate of the useful lives of depreciable assets at each reporting dates, based on the expected utility of the assets.

(ii) Impairment of Non-Financial Assets.

Determining whether property, plant and equipment and other intangible assets are impaired requires an estimation of the value in use of the relevant cash generating units. The value in use calculation is based on a discounted cash flow model over the estimated useful life of the underlying assets or cash generating unit. Further, the cash flow projection is based on the estimates and assumption relating to expected revenue, operational performance of the assets, market price of the related product or services, inflation, terminal value etc. Which are considered by the management.

(iii) Income Taxes.

The companies tax jurisdiction in India, the significant judgements are involved in estimating budgeted profit for the purpose of the paying advances taxes, determining the provision for income tax, including amount of income tax excepted to be paid. The significant management judgement also required to determine the amount of deferred tax assets that can be recognised, based on timing and level of future taxable profit.

No deferred tax asset/liability has been created for the year considering the fact that DTA was arising and there is no uncertainty regarding future taxable income.

(iv) Defined benefits plans (Gratuity Benefits).

The cost of the defined benefit of gratuity plan and present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in future. These includes the determination of the discount rate, future salary increase / decrease and mortality rates. Due to complexity involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each balance sheet date. However, there are no employees which are eligible for gratuity, therefore no provision has been created.

(v) Classification of Assets, current and non-current.

The assets or liability is classified as current, if it satisfies the any of the following condition.

- (i) The assets / Liability expected to be realised or paid in the company's normal operating cycle.
- (ii) The assets are intended for sales or consumption.
- (iii) The assets / liability held for the purpose of trade or business
- (iv) The Assets / liability is expected to be realised/ settled within 12 months After reporting period.
- (v) The assets is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 month after reporting date.
- (vi) In case of liability, the company does not have an unconditional right to deter settlement of the liability for at least 12 months after the reporting date.

All other assets or liabilities are classified as non-current. Deferred assets and Deferred liability are classified as current assets or liability respectively.

For the purpose of current / non-current classification of assets and liabilities, the company has ascertained its normal operating cycle as 12 months. This is based on nature of the business and the time between the acquisition of assets or inventories for processing and their realisation in cash or cash equivalents.

1.3 Summary of significant accounting policies

1. Property, Plant and Equipment.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation methods, estimated useful lives and residual value

Depreciation is provided using straight line method (SLM) as specified schedule II of the companies Act 2013. Depreciation on assets acquired / disposed off during the year if any, is provided on pro-rata basis with reference to the date of addition / disposal. The estimated useful lives of assets are as under:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Class of assets	Useful Life
Vehicles	5 Years
Intangible Assets	20 Years
Office Equipment	10 Years
Printer	3 Years

Based on the technical evaluation, the management believes that the useful lives as given above represent the period over which the management expect to use these assets. Hence, the useful lives for these assets are different from the useful lives prescribed under part C of schedule II of the Companies act 2013. Depreciation method, useful lives and residual values are reviewed periodically, including at each financial year end.

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Capital work in process

Expenditure related to and incurred during the implementation of capital project, to get the assets ready for intended use is shown under "capital work in process". The same is allocated to the respective items'property, plant and equipment on completion of construction / erection of the capital assets. The cost of assets not put to use before the year and capital inventory are disclosed under Capital work in process.

Impairment of Tangible Assets

The Group reviews at each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than it carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the reporting period, there is an indication that there is change in the previously assessed impairment loss, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Recoverable amount is the higher of fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

2. Inventories

Inventories of Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower' except for Waste / Scrap which are valued at net realisable value. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out. 'Specific identification', as applicable. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

Inventories not being in used has been written off during the year.

3. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The company has only single business segment hence the detailed disclosure related to segment reporting is not required to be made.

4. Borrowings

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

5. Borrowing costs

Borrowing cost directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use, capitalised as part of cost of asset. The borrowing costs includes interest and transaction cost that a company incurs in connection with the borrowing of the funds. Other interest and borrowing costs are charged to Statement of Profit and Loss.

6. Provisions and contingent liabilities

Provisions are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

7. Revenue recognition

The revenue from contract with customer is recognised upon transfer of control of promised product or services to the customer in an amount that reflect the consideration, which the group expect to receive in exchange of product or service. The revenue is measured based on the transaction price, which is the consideration, adjusted for discount and other incentives if any. The Amount of consideration to which the company expect to be entitled in exchange for transferring promised goods or service to a customer excluding amounts collected on behalf of third parties (Duties & Taxes on behalf of Government).

The specific recognition criteria from various steam of revenue is described as under:

(i) Sales of Goods/Services:

Revenue from sales of the goods or services is recognised when the control of the goods has been passed to the customers or services has been completed as per terms of agreement and there is no continuing effective control or managerial involvement with goods.

(ii) Interest Income:

Interest income is accrued on a time basis, by reference to the principal outstanding amount and at the effective interest rate applicable, the future cash receipt through the expected life of the financial asset to that asset's carrying amount on initial recognition.

8. Trade Receivable

A receivable represents the group's right to an amount of consideration that is unconditional i.e. only passage of time required before payment of consideration is due.

The Expected credit loss is mainly based on the historical experience. The receivables are assessed on an individual basis for credit loss. The trade receivables are written off on cases to cases basis, if deemed not to be collectable on assessment and circumstances.

9. Foreign currency translation

a) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

b) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

10. Earnings Per Share

Basic earnings per share (EPS) is computed by dividing the profit or loss attributable to the equity shareholders of the company by the weighted average number of equities shares outstanding during the year.

Diluted earnings per share is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of equity shares, for the effects of all diluted potential equity shares.

11. Government Grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

12. Cash and Cash Equivalents

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

13. Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the group has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Other disclosures forming part of the standalone Ind AS Financial Statements

1. Financial Instruments – Disclosure

Financial assets and financial liabilities are recognized when group becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

(i) Capital management

The group's objective when managing capital is to:

- Safeguard its ability to continue as going concern so that the group is able to provide maximize return to stakeholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce the cost of capital.

The company board of directors reviews the capital structure on a regular basis. As part of this review, the board considers cost of capital, risk associated with each class of capital requirements and maintenance of adequate liquidity.

Disclosures

This section gives an overview of the significance of financial instruments for the company and provides additional information on balance sheet item that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes..

(i) Categories of Financial Instruments

Particulars	As At 31st March 2021	As At 31st March 2020
Financial Assets		
(Measured at Amortized Cost)		
- Trade & Other Receivable	78,27,148	1,28,27,149
- Cash & Cash Equivalents	24,61,153	43,06,110
- Other Financial Assets (Current)	24,624	24,624
- Loans	1,12,24,844	1,38,21,515
- Other Financial Assets	2,00,000	2,30,000
- Investments	1,57,40,000	1,57,40,000
Total	3,74,77,769	4,69,49,398

Particulars	As At 31st March 2021	As At 31st March 2020
Financial Assets		
(Measured at Amortized Cost)		
- Borrowings	51,73,326	39,50,966
- Trade Payable	13,42,150	86,16,632
- Other Financial Liabilities	1,13,09,546	98,08,564
Total	1,78,25,022	2,23,76,162

The carrying amount of current financial assets and liabilities as at the end of each year presented approximate the fair value because of their short-term nature. The trade receivables, trade payables, borrowings, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

(ii) Fair value measurements

This note provide information about how the group determines fair value of various financial assets. Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximates their fair values.

(iii) Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1: Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs are other than quoted price included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs are not based on observable market data. Fair values are determined in whole or in part using a valuation model based on the assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data

2. The group did not have any long-term contracts, including derivatives contract for which there were any material foreseeable losses.

3. Financial Risk Management Framework

The group's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the group's operations. The group's principal financial assets include trade and other receivables, receivables from government authorities, security deposits and cash and cash equivalents that derive directly from its operations. The company also holds investments. The corporate treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the group through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The group seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk includes loan and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors and Risk Management Committee. There have been no significant changes to the group's exposure to market risk or the methods in which they are managed or measured.

Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The group's exposure to currency risk relates primarily to the group's operating activities and borrowings when transactions are denominated in a different currency from the group's functional currency. The group manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of forecasted sales and borrowings.

Price Risk

The Company's investments in listed securities, mutual funds, other funds and debentures are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the price risk through diversification and by placing limits on individual and total equity instruments. Reports on the portfolio are submitted to the Company's senior management on a regular basis.

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 changes in market interest rates. The group's exposure to the risk of changes in market interest rates relates primarily to the company's long-term debt obligations with floating interest rates. The loans advanced as at March 31, 2021 is ₹ 1,12,24,844 (previous year ₹ 1,38,21,515).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Liquidity risk

i. Liquidity risk management

The group's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Chief Financial Officer of the group is responsible for liquidity risk management who has established an appropriate liquidity risk management framework for the management of the group's short, medium and long-term funding and liquidity management requirements. The group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Chief Financial Officer reports the same to the Board of Directors on quarterly basis.

4. Related Party Disclosures:

During the year the group has entered into transactions with the related parties. Those transactions are presented in the following:

List of related parties with whom transaction have taken place during the year along with nature and volume of transactions.

Sl.	Name of the person	Relation
1	Ashish Shah	KMP
2	Ramesh Shah	KMP
3	PratikshaSeju	KMP
4	Devang Prajapati	KMP
5	Hiral Shah	KMP
6	Guardian Finance Private Limited	Subsidiary Company

The transactions entered during the year with the above parties are tabulated as below:

Sl.	Nature of Transaction	Amount in ₹ (Current Year)	Amount in ₹ (Previous Year)
1	Loan Taken	19,90,536	2,30,000
2	Loan Repaid	11,15,577	26,43,485
3	Rent Expenses	45,000	1,80,000
4	Remuneration	5,53,101	4,82,632
5	Loan Given		2,63,635
	Repayment of Loan given	2,40,300	

5. The details of contingent liabilities outstanding as on the date of Balance Sheet is as following:

Company has given bank guarantee amounting ₹ 2,00,000 in favour of Geology and mining department

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

6. Additional information, as required under schedule III to the companies act, 2013, of entities consolidated as subsidiaries

Particulars	Net Assets (total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (in Rs.)	As % of consolidated profit	Amount (in ₹)	As % of consolidated other comprehensive income	Amount (in ₹)	As % of consolidated total comprehensive income	Amount (in ₹)
PARENT								
Padmanabh Industries Limited								
As at March 31, 2021	64.69%	15695794	2789.90%	-73798208.2	0.00%	0	2789.90%	-73798208.2
As at March 31, 2020	333.81%	89494002	142.41%	-46429972	0.00%	0	1755.26%	-46429972
SUBSIDIARY								
Padmanabh Sports Private Limited								
As at March 31, 2021	35.31%	8569145.4	-2689.90%	71153013.72	0.00%	0	-2689.90%	71153013.72
As at March 31, 2020	-233.81%	-62683868	-42.41%	13826868	0.00%	0	-522.72%	13826868
Total as at March 31, 2021	100.00%	24264939	100.00%	-2645194.48	0.00%	0	100.00%	-2645194.48
Total as at March 31, 2020	100.00%	26810133	100.00%	-32603104	0.00%	0	1232.54%	-32603104

7. Previous year figures have been regrouped, whenever necessary to confirm to current year classification.

For and on behalf of
M/s. SUNIL PODDAR & COMPANY
 Firm Reg. No. 110603W

[**CA. Pankaj Agarwal**]
 Partner
 Membership No. 443450
 UDIN: 21443450AAAAPY8873

For and on behalf of
M/s Padmanabh Industries Limited

Ashish Shah
 Chairman & Managing Director
 DIN: 03129204

Ramesh Shah
 Chief Financial Officer

Sandip Gandhi
 Director
 DIN: 06945814

Place : Ahmedabad
 Date: 08/07/2021

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

3. INVESTMENTS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Investment in Subsidiary		
Fully paid Equity Shares (Unquoted)		
Guardian Finance Pvt Ltd	1,57,40,000	1,57,40,000
15,74,100 Equity Shares of ₹ 10 Each fully paid		
Total	1,57,40,000	1,57,40,000

4. LOANS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Loan Receivables (Unsecured) - Considered good		
To subsidiary		
Guardian Finance Ltd	-	2,000
To directors	23,335	2,63,635
Loan Receivables (Unsecured) - Considered Doubtful		
Loan to Others	1,12,01,509	1,35,55,880
Total	1,12,24,844	1,38,21,515

5. OTHER NON-CURRENT FINANCIAL ASSETS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Security Deposits	-	30,000
Fixed Deposits with Bank		
(Maturity more than twelve Months Emarked against BG)	2,00,000	2,00,000
Total	2,00,000	2,30,000

6. NON-CURRENT FINANCIAL ASSETS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Advance Income Tax (Net) & TDS	370	370
Total	370	370

7. OTHER NON-CURRENT ASSETS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Capital Advances	41,51,850	11,00,000
Unamortised portion of preliminary expenditure	-	95,535
Other Advances	65,000	65,000
Total	42,16,850	12,60,535

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

8. TRADE RECEIVABLES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Unsecured, Considered Good	78,27,148	1,28,27,149
Credit Impaired	-	-
	78,27,148	1,28,27,149
Less: Allownce for Credit Impaired	-	-
	78,27,148	1,28,27,149
Others		
Unsecured, Considered Good	-	-
Total	78,27,148	1,28,27,149

Note : The above trade receivable includes amount of ₹ 65,36,160 which are due from more than 2 years and the balance amount is due from more than 1 year.

9. CASH AND CASH EQUIVALENTS BALANCES WITH BANKS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Cash and Cash Equivalents		
Balances with Banks	3,61,712	1,78,661
Cash on Hand	20,99,441	41,27,449
Total	24,61,153	43,06,110

10. OTHER CURRENT FINANCIAL ASSETS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Income Accrued But Not received	24,624	24,624
Total	24,624	24,624

11. OTHER CURRENT ASSETS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Prepaid Expenses	25,742	34,486
Balances with Government Authorities	4,36,214	3,84,042
Other Short-Term Loans and Advances	4,99,744	4,73,744
Total	9,61,700	8,92,272

Note : Other short term Loans & Advances includes disputed advances amounting ₹ 376477 /-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

12. EQUITY SHARE CAPITAL

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Authorised		
75,00,000 (PY 75,00,000) Equity Shares of ₹ 10 each	7,50,00,000	7,50,00,000
	7,50,00,000	7,50,00,000
Issued, Subscribed and Fully Paid Equity Shares		
60,77,500 (PY 60,77,500) Equity Shares of ₹ 10 each fully paid	6,07,75,000	6,07,75,000
Total	6,07,75,000	6,07,75,000

- The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share held.
- The Board of Directors has not recommended any dividend for the year ended 31st March 2021.
- In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

Reconciliation of the number of equity shares outstanding

[Amount in ₹]

Particulars	Number of Shares	Amount
As at 1st April, 2018	60,77,500	6,07,75,000
Changes in equity share capital	-	-
As at 31st March, 2019	60,77,500	6,07,75,000
Changes in equity share capital	-	-
As at 31st March, 2020	60,77,500	6,07,75,000

There are no shareholders who holds more than 5% of the shareholding in the company

13. OTHER EQUITY

[Amount in ₹]

	Securities Premium Account	Retained Earnings	Other Comprehensive income	Total
			Remeasurement gain/(loss) on defined benefit plans	
Balance as at 1st April, 2019	7,65,00,000	(7,76,47,635)	-	(11,47,635)
Profit For The Year	-	(3,28,17,232)	-	(3,28,17,232)
Add:- Remeasurement gain/(loss) on defined benefit plans	-	-	-	-
Add:- Excess / (Short) provision of Income Tax				-
Balance as at 1st April, 2020	7,65,00,000	(11,04,64,867)	-	(3,39,64,867)
Profit For The Year	-	(25,45,194)	-	(25,45,194)
Add:- Transfer to Capital Redemption Reserve on account of redemption of preference share capital				
Add:- Transfer to Capital Redemption Reserve on account of redemption of preference share capital				
Add:- Balances written off	-		-	-
Balance as at 31st March, 2021	7,65,00,000	(11,30,10,061)	-	(3,65,10,061)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

14. NON-CURRENT BORROWINGS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Unsecured		
Intercompany Loan	37,50,000	30,00,000
Loans From Related Parties	14,23,326	5,50,966
Loans From Others		4,00,000
Total	51,73,326	39,50,966

Note: Loans from related party includes loan payable to Managing Director of the Company. No interest is payable towards the loan.

15. TRADE PAYABLES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Due to micro and small enterprise	-	-
Due to Others	13,42,150	86,16,632
Total	13,42,150	86,16,632

Note:- 1.) Balance of Sundry creditors are subject to confirmation.

2.) In absence of the identification by the company of Micro, Small and Medium Enterprise (MSME) parties from whom the company has procured the goods and services. We are unable to categorize the over dues above 45 days to and interest payments outstanding to MSME as on the date of balance sheet.

16. OTHER CURRENT FINANCIAL LIABILITIES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Creditors for Capital Assets	59,02,000	71,52,000
Creditors for expenses	54,07,546	26,56,564
Total	1,13,09,546	98,08,564

1.) Balance of Sundry creditors are subject to confirmation.

2.) In absence of the identification by the company of Micro, Small and Medium Enterprise (MSME) parties from whom the company has procured the goods and services. We are unable to categorize the over dues above 45 days to and interest payments outstanding to MSME as on the date of balance sheet.

17. OTHER CURRENT LIABILITIES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Statutory Liabilities	52,92,140	52,69,265
Advance from customers	-	5,41,000
Total	52,92,140	58,10,265

Note : Amount payable in form of GST is subject to reconciliation.

18. CURRENT PROVISIONS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Provision for Audit Fees	1,00,000	1,50,000
Provision for Expenses	23,598	12,890
Total	1,23,598	1,62,890

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

19. REVENUE FROM OPERATIONS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Sale of Services		
Pre School Income	-	14,56,950
Sports Franchise Events	-	1,46,37,752
Total	-	1,60,94,702

20. OTHER INCOME

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Interest Income on :		
Interest Income -others	3,80,635	3,93,577
Interest Income -TDS Refund	3,000	
Interest on Bank FD	-	14,898
Others Receipt	77,529	5,000
Balances written off	5,00,000	
Total	9,61,164	4,13,475

21. PURCHASE OF STOCK IN TRADE

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Traded Goods	-	1,50,434
Total	-	1,50,434

22. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Opening Inventories		
Finished Goods	-	1,54,621
Process Stock	-	-
Waste/Scrap	-	-
	-	1,54,621
Closing Inventories		
Finished Goods	-	-
Process Stock	-	-
Waste/Scrap	-	-
	-	-
(Increase) / Decrease in Stocks	-	1,54,621
Less : (Increase) / Decrease in Excise Duty on Stocks	-	-
Total	-	1,54,621

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

23. EMPLOYEES BENEFIT EXPENSES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Salaries and Wages	4,94,129	16,59,253
Total	4,94,129	16,59,253

Note : Amount payable in form of GST is subject to reconciliation.

24. FINANCE COSTS

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Interest - Borrowing	-	842
Bank Charges	4,728	5,267
Total	4,728	6,109

25. OTHER EXPENSES

[Amount in ₹]

Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
25.1 Administration, Selling and Distribution Expenses		
Advertisement Expenses	21,830	22,350
Annual Custodian Fees	22,500	-
Annual Listing Fees	3,00,000	3,00,000
Bad Debts Written off	-	14,12,500
Computer Expenses	-	1,356
Donation Expenses	-	6,000
Electricity Bill	20,880	1,18,310
Granite Mining Expenses	-	-
Franchise service fees	-	28,000
Miscellaneous Expenses	-	54,266
Insurances	36,810	27,119
Interest on Taxes	3,54,635	-
Marketing Expenses	-	1,50,000
Monitoring Foreign Investment	10,000	
Mobile Expenses	27,711	
Legal & Professional Charges	12,82,801	5,01,560
Rent Expenses	-	7,20,000
ROC Filing Fees	36,490	45,700
Repair & Maintenance	13,750	45,602
R&T/NSDL/CDCL Services	18,750	
Office Rent Expenses	45,000	1,80,000
Office Management Exepnses	56,960	-
Office Expenses	50,864	4,963
Petrol Expenses	47,600	60,000
Sundry Balance -W/Off	1,766	
Preliminary Exp.-W/Off	95,535	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2021

Prior Period Expenses	-	26,914
Setup charges	9,000	
Stationary & Printing Expenses	19,015	8,410
Rates & Taxes	-	1,10,528
Balance written off		67,876
Telephone Expenses	9,634	58,079
Valuation Fees	25,000	
VAT & Internal Audit Fees	18,500	
Website/Softwear renewal fees	11,600	
	25,36,630	39,49,533
25.2 Auditors' Remuneration (excluding service tax) charged to Statement of Profit and Loss Payments to Statutory Auditors:		
Audit Fee	1,50,000	1,50,000
	1,50,000	1,50,000
Total	26,86,630	40,99,533

26. EARNINGS PER SHARE:

[Amount in ₹]

Particulars		For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Net profit for the year attributable to equity shareholders	In Ruppees	(25,45,194)	(3,26,03,104)
Weighted-average-number of equity shares outstanding	Nos	60,77,500	60,77,500
Basic Earnings Per Share (Face Value of ₹ 10 each)	In Ruppees	(0.42)	(5.36)
Diluted Earnings Per Share (Face Value of ₹ 10 each)	In Ruppees	(0.42)	(5.36)

In terms of our report attached

For and on behalf of
M/s. SUNIL PODDAR & COMPANY
 Firm Reg. No. 110603W

[CA. Pankaj Agarwal]
 Partner
 Membership No. 443450
 UDIN: 21443450AAAAPY8873

For and on behalf of
M/s Padmanabh Industries Limited

Ashish Shah
 Chairman & Managing Director
 DIN: 03129204

Ramesh Shah
 Chief Financial Officer

Sandip Gandhi
 Director
 DIN: 06945814

Place : Ahmedabad
 Date: 08/07/2021