



**Corporate Office & Communication Address:**

**401 Aza House, 24, Turner Road, Bandra (W), Mumbai 400 050. Website: [www.panamapetro.com](http://www.panamapetro.com)  
Phone : 91-22-4217777 | Fax : 91-22-4217788 | E-mail : [ho@panamapetro.com](mailto:ho@panamapetro.com)  
CIN No. L23209GJI982PLC005062**

**August 10, 2020**

|   |   |
|---|---|
| To,<br>The Manager- CRD<br>Bombay Stock Exchange Limited<br>Pjiroze Jeejeebhoy Towers,<br>Mumbai 400 001<br>Scrip Code: <b>524820</b> | To,<br>The Listing Head<br>National Stock Exchange of India Limited,<br>Bandra-Kurla Complex<br>Bandra (E) ,Mumbai-400 051<br>Scrip Symbol : <b>PANAMAPET</b> |
|---|---|

Dear Sir/Madam,

**Sub: Annual Report - Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Dear Sir,**

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Annual Report for the financial year 2019-20, including the Notice convening the Annual General Meeting is attached herewith.

We request you to take the same on your records.

Thanking You.

Yours faithfully,  
For **PANAMA PETROCHEM LIMITED**

**Gayatri Sharma**  
**Company Secretary & Compliance Officer**



**Panama**  
PETROCHEM LTD.



38<sup>th</sup>  
ANNUAL REPORT  
**2019-20**



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**Board of Directors**

Mr. Amirali E. Rayani  
Mr. Amin A. Rayani  
Mr. Hussein V. Rayani  
Mr. Samir A. Rayani  
Mr. Madan Mohan Jain  
Mr. Mukesh Mehta  
Ms. Nargis Mirza Kabani  
Mr. Kumar Raju Nandimandalam

Chairman (Executive)  
Managing Director & CEO  
Joint Managing Director  
Whole-Time Director  
Independent Director  
Independent Director  
Independent Director  
Independent Director

**Chief Financial Officer**

Mr. Pramod Maheshwari

**Auditors**

Bhuta Shah & Co LLP  
Chartered Accountants, Mumbai, India

**Company Secretary & Compliance Officer**

Ms. Gayatri Sharma

**Listed at**

BSE Limited  
National Stock Exchange of India Limited  
Luxembourg Stock Exchange (GDRs)

**Bankers**

HDFC Bank Limited  
Citibank N.A.  
IDBI Bank Limited  
Standard Chartered Bank  
Axis Bank  
RBL Bank  
DBS Bank Limited  
DCB Bank Limited  
IDBI Bank Limited  
Yes Bank Limited  
Kotak Mahindra Bank

**Registrar & Share Transfer Agents**

Bigshare Services Private Limited  
1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road  
Marol, Andheri East, Mumbai-400059  
Maharashtra  
Tel: 91-22- 62638200  
Fax: 91-22- 62638299  
E-mail: [info@bigshareonline.com](mailto:info@bigshareonline.com)

**Corporate Office**

401, Aza House, 24, Turner Road  
Bandra (W), Mumbai 400 050, India  
Tel: 91-22-42177777  
Fax: 91-22-42177788  
Website: [www.panamapetro.com](http://www.panamapetro.com)  
E-mail: [ho@panamapetro.com](mailto:ho@panamapetro.com)

**Registered Office**

Plot No: 3303, G.I.D.C. Estate,  
Ankleshwar 393 002, Gujarat, India  
Tel: 91-2646-221 068  
Fax: 91-2646-250281  
Corporate Identification Number  
(CIN): L23209GJ1982PLC005062  
Email: [ankl@panamapetro.com](mailto:ankl@panamapetro.com)

**Plants**

Ankleshwar, Daman, Taloja, and Dahej



NOTICE

CIN : L23209GJ1982PLC005062

Notice is hereby given that the **THIRTY – EIGHTH ANNUAL GENERAL MEETING** of the Members of PANAMA PETROCHEM LIMITED will be held on **Tuesday, September 8, 2020 at 11:30 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)**, to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2020 together with the Reports of the Board of Directors & Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Amin A. Rayani (DIN 00002652), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 139 & 142 of the Companies Act, 2013, and the Rules made thereunder, and pursuant to the recommendation of the Audit Committee, JMR & Associates LLP, Chartered Accountants, ( Registration No. 106912W/W100300) Mumbai, be and are hereby appointed as Statutory Auditors of the Company to hold office for the period of 5 (Five ) years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Annual General Meeting to be held in the year 2025, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

**Special Business:**

5. To re-appoint Mr. Hussein V. Rayani (DIN: 00172165) as Joint Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as **Special Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to re-appoint Mr. Hussein V. Rayani (DIN: 00172165) as Joint Managing Director of the Company, for a period of 5 (five) years with effect from October 31, 2020, on the terms and conditions including remuneration as set out below, with liberty to the Board of Directors (which term shall be deemed to include Nomination and Remuneration Committee the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

- A. SALARY: ₹ 2,75,000/- Per month with annual increment at such rate as may be approved by the Board of Directors of the company on the recommendation of Nomination and Remuneration Committee based on merit and taking into account the Company’s performance .
- B. BONUS: As may be decided by the Board of Directors.



C. PERQUISITES & ALLOWANCE :

- i. In addition to the salary, Mr. Hussein V. Rayani will be also entitled to perquisites and allowances including medical reimbursement and leave travel concessions for self and family; telephone expenses at residence, club fees and personal accident insurance, accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs or such other perquisites and/or cash compensation in accordance with the rules applicable to other senior executives of the company. For the purposes of calculating the above, perquisites shall be evaluated as per Income tax Rules wherever applicable.
- ii. Company's contribution to provident fund, superannuation fund and annuity fund to the extent these are, either singly or put together, not taxable under the Income tax act; gratuity as per the Rules of the company and encashment of leave at the end of the tenure will not be included for the purpose of computation of the overall ceiling of remuneration.
- iii. Car used on the company's business and telephone and other communication facilities at residence will not be considered as perquisites.

Any increment in salary and perquisite & allowance, as may be determined by the Board shall be within the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

- D. REIMBURSEMENT OF EXPENSES: Reimbursement of actual entertainment expenses, expenses incurred for travelling, board and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and, fuel expenses, insurance premium or other out of pocket expenses incurred in course of the official duties shall be reimbursed at actual and not considered as perquisites.

- E. REMUNERATION BASED ON NET PROFITS: In addition to the salary, perquisites and allowances as set out above, Mr. Hussein V. Rayani shall be entitled to receive remuneration based on net profits which will be determined by the Board and / or Nomination and Remuneration Committee of the Board for each financial year.

F. NATURE OF DUTIES:

- (i) He will perform his duties with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall authority of the Managing Director.
- (ii) He will act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) He will adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

- G. TERMINATION: The office of Mr. Hussein V. Rayani will be terminated forthwith by notice in writing on the vacation of office of Director by virtue of section 167, 169 and other applicable provisions of the Companies Act, 2013 or By giving 6 months notice in writing by either party.

**RESOLVED FURTHER THAT** In the event of loss or inadequacy of profits in any financial year, The Company shall pay to Mr. Hussein V. Rayani the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or any statutory modifications therein or enactment thereof, as may be agreed by the Board of Directors and Mr. Hussein V. Rayani of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



6. To re-appoint Ms. Nargis Mirza Kabani (DIN: 07047788), as an Independent Director and in this regard, to consider and if thought fit, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Nargis Mirza Kabani (DIN: 07047788) who was appointed as an Independent Director for a term of five consecutive years and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to 13 February, 2025.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2021 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 2.00 lakhs ( Rupees two lakhs only ) per annum plus out-of-pocket expenses payable to GMVP & Associates LLP, who are appointed as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to [cs@panamapetro.com](mailto:cs@panamapetro.com).
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of a Director seeking re-appointment at this AGM are also annexed.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 2, 2020 to Friday, September 4, 2020 (both days inclusive).



Payment of dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be payable to those Shareholders holding shares in electronic form as per the beneficiary position downloaded from the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as at the close of business hours on Tuesday, September 1, 2020 and to those Members holding shares in physical form, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as at close of business hours, Tuesday, September 1, 2020. Dividend will be paid within two weeks from the date of declaration of dividend.

6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least one week before the meeting through email on [cs@panamapetro.com](mailto:cs@panamapetro.com).
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.panamapetro.com](http://www.panamapetro.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to register their PAN with the RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. The shareholders are requested to upload the required forms on the RTA portal at <https://www.bigshareonline.com/dividendTDS.aspx> by September 1, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10 F, any other document which may be required to avail the tax treaty benefits by uploading documents at <https://www.bigshareonline.com/dividendTDS.aspx>. The aforesaid declarations and documents need to be submitted by the shareholders by September 1, 2020.

10. To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in their bank accounts through electronic means. The facility is available at all bank branches which have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Share Registrar and Transfer Agents. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
11. Members holding shares in physical form are requested to advise any change of address/ mandate/bank details immediately to the Company's Share Registrar and Transfer Agents (M/s Bigshare Services Pvt. Ltd). Members holding shares in electronic form must send the advice about change in address mandate/bank details to their respective Depository Participant only and not to the Company or the Company's Share Registrar and Transfer Agents.





12. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website, [www.panamapetro.com](http://www.panamapetro.com)
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Share Registrar and Transfer Agents.
16. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrar and Transfer Agents for assistance in this regard.
17. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in)
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
19. **To support "Green Initiative"**, Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with Bigshare Services Pvt. Ltd, at <https://www.bigshareonline.com/InvestorRegistration.aspx> in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Bigshare Services Pvt. Ltd, in case the shares are held by them in physical form.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
22. The remote e-voting facility shall be opened from, Saturday, September 5, 2020 at 9.00 A.M. to Monday, September 7, 2020 till 5.00 P.M., both days inclusive. The remote e-voting facility shall not be allowed beyond 5.00 P.M., on September 7, 2020. During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date, may opt for remote e-voting. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.



23. The Company has fixed Tuesday, September 1, 2020, as the cut off date for identifying the Shareholders for determining the eligibility to vote by electronic means. Instructions for exercising voting rights by remote e-voting are attached herewith and form part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date only shall be entitled to avail the facility of remote e-voting as well as e-voting at the Annual General Meeting.
24. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on Tuesday, September 1, 2020, the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote by remote e-voting or e-voting at the AGM.
25. Mr. Milind Nirkhe, Company Secretary in Whole Time Practice, (CP No.2312) has been appointed as a Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
26. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at [www.panamapetro.com](http://www.panamapetro.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com), immediately after the results are declared by the Chairman.
27. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
28. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
29. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

**THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Saturday, September 5, 2020 at 9.00 A.M. and ends on Monday, September 7, 2020 till 5.00 P.M., both days inclusive. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 1, 2020 (record date) 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.



- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| <b>For Shareholders holding shares in Demat Form and Physical Form</b> |   |
|--|---|
| 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer email for sequence no.) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details <b>OR</b> 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"> <li>• 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 (v).</li> </ul>   |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.



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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at [cs@panamapetro.com](mailto:cs@panamapetro.com)
2. For Demat shareholders - 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) to Company at [cs@panamapetro.com](mailto:cs@panamapetro.com)
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs@panamapetro.com](mailto:cs@panamapetro.com) from September 3, 2020 (9:00 a.m. IST) to September 5, 2020 (5:00 p.m. IST). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@panamapetro.com](mailto:cs@panamapetro.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

By Order of the Board of Directors  
**For Panama Petrochem Ltd**

**Gayatri Sharma**  
**Company Secretary & Compliance Officer**

**Date: August 5, 2020**  
**Place: Mumbai**

**Registered Office:**  
Plot No. 3303, G.I.D.C. Estate  
Ankleshwar - 393 002, Gujarat



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 5**

The Board of Directors of the Company, at its meeting held on August 5, 2020 has, subject to the approval of members, re-appointed Mr. Hussein V. Rayani as Joint Managing Director for a period of 5 (five) years from the expiry of his present term, i.e. with effect from October 31, 2020, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Hussein V. Rayani as Joint Managing Director, in terms of the applicable provisions of the Act.

Mr. Hussein V. Rayani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Further, Mr. Hussein V. Rayani has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

The Resolution No. 5 may be treated as a written memorandum setting out the terms of re-appointment of Mr. Hussein V. Rayani under section 190 of the Companies Act 2013.

Details of Mr. Hussein V. Rayani are provided in the notice convening this meeting.

Mr. Hussein V. Rayani interested in the resolutions set out at Item No. 5 of the Notice, which pertain to his appointment and remuneration payable to him.

The relatives of Mr. Hussein V. Rayani may be deemed to be interested in the resolutions set out respectively at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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

**Item No. 6**

Ms. Nargis Mirza Kabani was appointed as Independent Director of the Company for a period of five consecutive years. The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Nargis Mirza Kabani as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Ms. Nargis Mirza Kabani would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, the Board in its meeting held on February 11, 2020, subject to the approval of members had re-appointed Ms. Nargis Mirza Kabani as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company. And has recommended her reappointment for approval of the shareholders.

Ms. Nargis Mirza Kabani is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.



The Company has also received declarations from Ms. Nargis Mirza Kabani that she meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, Ms. Nargis Mirza Kabani fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. Ms. Nargis Mirza Kabani is independent of the management.

Ms. Nargis Mirza Kabani has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Ms. Nargis Mirza Kabani has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Director by the listed companies.

Details of Ms. Nargis Mirza Kabani is provided in the Notice.

Ms. Nargis Mirza Kabani is interested in the resolutions set out at Item No. 6 of the Notice with regard to their respective re-appointment.

The relatives of Ms. Nargis Mirza Kabani may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

**Item No. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment of GMVP & Associates LLP, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021 on remuneration of ₹ 2.00 lakhs (Rupees Two lakhs only) per annum plus out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

By Order of the Board of Directors  
**For Panama Petrochem Ltd**

**Gayatri Sharma**  
**Company Secretary & Compliance Officer**

**Date: August 5, 2020**  
**Place: Mumbai**



**Details of Directors seeking appointment/re-appointment at the AGM**

[Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]

| <b>Name of Director</b>   | <b>Nargis Mirza Kabani</b>   | <b>Hussein Rayani</b>   | <b>Mr. Amin A. Rayani</b>   |
|---|--|---|---|
| DIN   | 07047788   | 00172165  | 00002652  |
| Date of Birth   | 14.05.1952   | 16.01.1978  | 17.05.1972  |
| Date of Appointment   | 13.02.2015   | 31.10.2015  | 01.12.2000  |
| Expertise in specific functional area   | Ms. Nargis Mirza Kabani holds a Bachelors degree in arts from Mumbai University. She has vast experience of more than 30 years in the field women's development, health, education, strategic planning and human resource development. | Mr. Hussein V Rayani holds Masters Degree in chemical engineering from University of Southern California and has been associated with the Company for more than twenty years. He has a vast experience and expertise in the fields of production and marketing. Mr. Hussein V. Rayani led multiple initiatives to accelerate production and sales of the Company. | Mr. Amin A. Rayani holds a bachelors degree in Commerce and is associated with the Company for over 24 years. He is currently Managing Director & CEO of the Company. He has vast experience and expertise in finance, production and marketing and thus oversees the same with respect of the Company. |
| Qualification   | Bachelor's degree in Arts, diploma in primary health care, certificate course in social work and certificate course in guidance and counseling.  | Masters Degree in chemical engineering from University of Southern California   | Bachelor's degree in commerce   |
| Directorship held in other Indian public limited Companies  | Nil  | Nil   | Nil   |
| Chairman/ Member of the Committee Board of Directors of the other Indian public limited Companies | Nil  | Nil   | Nil   |
| No. of shares held in the Company   | Nil  | 830550  | 2604043   |
| <b>Disclosure of Relationship</b>   |  |   |   |
| 1) Directors  | Ms. Nargis Mirza Kabani is not related to any director or KMP of the Company   | Mr. Hussein V. Rayani is not directly related to any Director.  | Mr. Amin A. Rayani is directly related to Mr. Amirali E. Rayani   |
| 2) Key Managerial Personnel   | NA   | NA  | NA  |
| No. of Board Meetings attended during the year  | 2 out of 4   | 3 out of 4  | 4 out of 4  |
| Details of remuneration last drawn (2019-20)  | ₹ 0.80 lakhs   | ₹ 33.00 lakhs   | ₹ 34.20 lakhs   |
| Terms and conditions of re-appointment  | As mentioned in resolution no. 6   | As mentioned in resolution no.5   | As per the resolution passed by the shareholders of the company on 37 <sup>th</sup> AGM held on September 17, 2019.   |





## DIRECTORS' REPORT

## Dear Members

Your Directors have pleasure in presenting the **THIRTY – EIGHTH** Annual Report of the Company together with the Audited Statement of Accounts for the Financial Year ended March 31, 2020.

## FINANCIAL HIGHLIGHTS

(₹ in lakhs)

| Particulars                             | Standalone |           | Consolidated |           |
|---|------------|-----------|--------------|-----------|
|   | 2019-2020  | 2018-2019 | 2019-2020    | 2018-2019 |
| Net Profit before Tax                   | 2,159.30   | 5,766.39  | 3,214.45     | 7,154.22  |
| Less: Provision for Taxes               | 336.70     | 1,965.85  | 336.70       | 1,965.85  |
| Net Profit After Tax                    | 1,822.60   | 3,800.54  | 2,877.75     | 5,188.37  |
| Other Comprehensive Income              | (3.49)     | (5.06)    | (3.49)       | (5.06)    |
| Add :Profit Brought Forward             | 25,917.83  | 22,997.49 | 29,441.85    | 25,133.68 |
| Profit available for appropriation      | 27,736.94  | 26,792.97 | 32,316.11    | 30,316.99 |
| Dividend                                | 725.92     | 725.92    | 725.92       | 725.92    |
| Dividend distribution tax               | 149.22     | 149.22    | 149.22       | 149.22    |
| Profit Carried Forward to Balance Sheet | 26,861.80  | 25,917.83 | 31,440.97    | 29,441.85 |

## OPERATIONAL PERFORMANCE

- Earnings before Interest, Depreciation, and Tax & Amortization on a standalone basis decreased by 51.14 % to ₹ 3,965.69 lakhs.
- Net Profit on a standalone basis reduced by 52.04 % to ₹ 1,822.60 lakhs.
- Revenue from Operations on a standalone basis reduced by 24.55 % to ₹ 81345.77 lakhs.
- The consolidated revenue from operations of the Company for the year ended March 31, 2020 was ₹ 100,275.39 lakhs reduced by 21.00 % on a Year on Year basis.
- Net Profit on a consolidated basis reduced by 44.53 % to ₹ 2,877.75 lakhs.
- EPS on standalone basis reduced from ₹ 6.28 to ₹ 3.01
- EPS on consolidated basis reduced from ₹ 8.58 to ₹ 4.76

Financial Year 2019-20 has been a challenging year with weakening macro-economic conditions, slowing market growths and finally, COVID-19 outbreak and containment measures towards the end of the year.

The year witnessed volatile energy price environment, which echoed in petrochemical feedstock and product prices. Global macro factors such as trade barriers, excess capacities, geo-political uncertainties and regulatory pressure, among others, weighed on demand and price, resulting in decline in margins.

In FY 19-20 revenue from operation decreased by 24.55% due to lower price realisations with weaker demand in well-supplied markets. EBITDA also impacted due to lower margins in key products.



Capacity addition across key petrochemical products significantly outpaced demand growth, pushing down prices and margins to multi-year low.

**COVID-19**

COVID-19 is the most tumultuous and the most defining epoch of our lifetime. With no precedence, it has rattled lives and economies across the world, and India has not been spared either. It has further offset the green shoots of recovery of the Indian economy that were visible towards the end of 2019 and early 2020. The year that started with weak demand owing to slow-down in real estate, industrial and infrastructure segments along with liquidity squeeze, ended with the global economy coming to an indeterminate standstill following the outbreak of COVID-19.

Towards the end of the financial year, the World Health Organisation (WHO) declared Covid-19 a pandemic and the outbreak, which infected millions, has resulted in deaths of a significant number of people globally. Covid-19 is seen having an unprecedented impact on people and economies worldwide. The Company is taking all necessary measures in terms of mitigating the impact of the challenges being faced in the business. The Company is working towards being resilient in order to sail through the current situation. It is focused on controlling the fixed costs, maintaining liquidity and closely monitoring the supply chain to ensure that the manufacturing facilities operate smoothly.

The Ministry of Home Affairs, Government of India on March 24, 2020 notified the first ever nationwide lockdown in India to contain the outbreak of Covid-19 pandemic.

The operations were disrupted at certain manufacturing facilities and depots of the Company. Further, international shipments were also disrupted due to absence of transportation facilities in the last week of March 2020.

The Company operates its business in conformity with the highest ethical and moral standards and employee centricity. In view of the outbreak of the pandemic, the Company undertook timely and essential measures to ensure the safety and well-being of its employees at all its plant locations, various branch offices and the head office.

The Company observed all the government advisories and guidelines thoroughly and in good faith.

**DIVIDEND**

Your Board of Directors is pleased to propose a dividend at the rate of ₹ 1.2 per share (i.e. 60%) of ₹ 2/- each for the financial year 2019-20. (previous year ₹ 1.2 per share )

The dividend will be paid to the members holding shares in electronic form as per the beneficiary position downloaded from the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as at the close of business hours on September 1, 2020 and to those Members holding shares in physical form, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as at close of business hours, September 1, 2020. Dividend will be paid within two weeks from the date of declaration of dividend.

The total outflow towards dividend on Equity Shares for the year would be ₹ 725.92 lakhs.

**TRANSFER TO RESERVES**

The Company does not propose to transfer any amount to the General Reserve out of the amount available for appropriations.

**CREDIT RATING**

We are glad to announce that your Company got credit rating from one of the leading credit rating agencies CARE and is assigned a "CARE A-" Stable rating to the Long Term Facilities and "CARE A2+" rating to the Short Term Facilities.

**SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2020 was ₹ 1,209.87 lakhs. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweats equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

**MATERIAL CHANGES AFFECTING THE COMPANY**

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

**SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS**

As on March 31, 2020 your Company has only one subsidiary, Panol Industries RMC FZE, UAE which is registered outside India.

The Consolidated Financial Statements of the Company and its subsidiary, form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Policy, as approved by the Board, is uploaded on the Company's website. <http://panamapetro.com/wp-content/uploads/2015/12/msp.pdf>

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the accompanying Financial Statements.

**PERFORMANCE AND FINANCIAL POSITION OF PANOL INDUSTRIES RMC FZE**

Net sales of Panol Industries RMC FZE have reduced from ₹ 19,122.08 lakhs in the previous year to ₹ 18,929.62 lakhs during 2019-20. Net profit during the period is reduced 23.97% to ₹ 1,055.15 lakhs, as compared to a net profit of ₹ 1,387.81 lakhs in the previous year.

Panol Industries RMC FZE, UAE, is a wholly owned subsidiary of the Company. The Company has built a brand new manufacturing facility in Ras Al Khaimah (UAE). At this new facility the Company will manufacture petroleum specialty products to cater to the GCC & MENA regions.

The plant enjoys logistic advantage since it is situated on the port and has direct dedicated pipelines to receive and discharge raw material and finished products directly to bulk vessels.

During the year under review, no Company has become or ceased to be a subsidiary of the Company. The Company does not have any associate or joint venture Companies. A statement containing the salient features of the financial position of the subsidiary companies in Form AOC.1 is annexed as Annexure A.

**RELATED PARTY TRANSACTIONS**

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations.



No material Related Party Transactions were entered during the financial year by the Company. Accordingly, the disclosure of Related Party Transactions, as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company and hence not provided.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are planned/repetitive in nature. Related Party Transactions entered into pursuant to omnibus approval so granted are placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website at the web link:

**<http://panamapetro.com/wp-content/uploads/2016/01/Related-Party-Transactions.pdf>**

Details of the transactions with Related Parties are provided in the accompanying financial statements.

## **RISK MANAGEMENT**

Your Company has adopted a Risk Management Policy/ Plan in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status.

This risk management process covers risk identification, assessment, analysis and mitigation. Incorporating sustainability in the process also helps to align potential exposures with the risk appetite and highlights risks associated with chosen strategies.

## **DIRECTORS**

Your Company's Board comprises of 8 Directors with considerable experience in their respective fields. Of these 4 are Executive Directors and 4 Non Executive (Independent) Directors. The Chairman of the Board is an Executive Director.

## **APPOINTMENT & CESSATION OF DIRECTORS**

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Mr. Amin Rayani, Director retires by rotation and, being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the forthcoming Annual General Meeting.

The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Nargis Mirza Kabani as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company at the forthcoming Annual General Meeting by way of special resolution.

The Board of Directors at their meeting held on August 5, 2020, on recommendations of the Nomination & Remuneration Committee re-appoint Mr. Hussein Rayani as Joint Managing Director of the Company, for a period of 5 (five) years with effect from October 31, 2020

Brief profiles of directors seeking appointments/ reappointments have been given in the Notice convening the Annual General Meeting.

None of the directors has resigned from the Board in the year under review .



The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed both under sub-section(6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of the Listing Regulations. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of science and technology, human resources, strategy, auditing, corporate governance, etc. and that they hold highest standards of integrity. The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014

In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

Details of Familiarisation Programme for the Independent Directors are provided separately in the Corporate Governance Report.

#### **APPOINTMENTS/RESIGNATIONS OF THE KEY MANAGERIAL PERSONNEL**

No Key Managerial Personnel has resigned or appointed during the year under review. However, The Board of Directors at their meeting held on August 5, 2020, on recommendations of the Nomination & Remuneration Committee reappointed Mr. Hussein V. Rayani as Joint Managing Director of the Company, for a period of 5 (five) years with effect from October 31, 2020

#### **BOARD AND COMMITTEE MEETINGS**

Your Company's Board of Directors met four times during the financial year under review. A calendar of Meetings is prepared and circulated in advance to your Directors.

Audit Committee of the Company as constituted by the Board is headed by Mr. Madan Mohan Jain with Mr. Samir Rayani and Mr. Mukesh Mehta as Members. There have not been any instances during the year when recommendations of the Audit Committee were not accepted by the Board. All the recommendations made by the Audit Committee were accepted by the Board.

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act and the Listing Regulations.

#### **PROCEDURE FOR NOMINATION AND APPOINTMENT OF DIRECTORS:**

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, and financial condition and compliance requirements.

The Nomination and Remuneration Committee conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. The Committee is also responsible for reviewing and vetting the resume of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.



**CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR:**

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

**Independence:** In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/ she meets with the criteria for 'Independent Director' as laid down in the Companies Act, 2013 and Regulation 16 (1) (b) of the Listing Regulations.

**Qualifications:** A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

**Positive Attributes:** In addition to the duties as prescribed under the Companies Act, 2013 the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

**ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board had carried out evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including inter alia structure of the Board, including qualifications, experience and competency of Directors, diversity in Board and process of appointment; Meetings of the Board, including regularity and frequency, agenda, discussion and dissemination of information; functions of the Board, including strategy and performance evaluation, corporate culture and values, governance and compliance, evaluation of risks, grievance redressal for investors, stakeholder value and responsibility, conflict of interest, review of Board evaluation and facilitating Independent Directors to perform their role effectively; evaluation of management's performance and feedback, independence of management from the Board, access of Board and management to each other, succession plan and professional development; degree of fulfillment of key responsibilities, establishment and delineation of responsibilities to Committees, effectiveness of Board processes, information and functioning and quality of relationship between the Board and management.

Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director & CEO.

Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of the Directors. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

**REMUNERATION POLICY**

Your Company has adopted a Remuneration Policy for the Directors, Key Managerial Personnel and Senior Management, pursuant to the provisions of the Act and Listing Regulations.

The philosophy for remuneration of Directors, Key Managerial Personnel of the Company is based on the commitment of fostering a culture of leadership with trust. The Remuneration Policy of the Company is aligned to this philosophy.

The Nomination and Remuneration Committee has considered the following factors while formulating the Policy:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Details of the Remuneration Policy are given in the Corporate Governance Report.

**LISTING OF SHARES**

Your Company's shares are listed on the BSE Limited and National Stock Exchange of India Limited. The Company has paid the listing fees for the year 2019–2020. The GDRs of the Company are listed on Luxembourg Stock Exchange.

**CORPORATE GOVERNANCE**

Your Company has implemented all the mandatory requirements pursuant to Listing Regulations. A separate report on Corporate Governance is given as a part of the Annual Report along with the certificate received from the Practicing Company Secretary, M/s. Milind Nirkhe & Associates, Company Secretaries, confirming the compliance.

**PUBLIC DEPOSITS**

During the year under report, your Company did not accept any deposits from the public.

**INSURANCE**

Your Company has taken adequate insurance cover for all its assets.

**INTERNAL FINANCIAL CONTROLS**

Your Company has in place adequate internal financial controls with reference to financial statements. Your Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

**CORPORATE SOCIAL RESPONSIBILITY**

As a socially responsible Company, your Company has a strong sense of community responsibility.

As its operations have expanded, your Company has retained a collective focus on the various areas of corporate sustainability that impact people, environment and the society at large. Founded on the philosophy that society is not just another stakeholder in its business, but the prime purpose of it, the Company, across its various operations is committed to making a positive contribution.



The Board has constituted a Corporate Social Responsibility Committee headed by Mr. Mukesh Mehta as Chairman, with Mr. Amin A. Rayani and Ms. Nargis Kabani as Members. The Company has adopted a Corporate Social Responsibility (CSR) Policy in compliance with the provisions of the Companies Act, 2013. As part of its CSR initiatives, the Company has undertaken projects in the areas of promoting health care and education. The above projects are in accordance with Schedule VII of the Act. The Company has spent ₹ 27.30 lakhs towards the CSR projects during the current Financial Year 2019-20.

The Annual Report on CSR activities is annexed as Annexure B.

#### **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

The Company has not received any complaint of sexual harassment during the financial year 2019-20.

#### **TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Pursuant to the applicable provisions of the Companies Act, 2013, the amounts of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account of the Company are required to be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. Consequently no claim shall lie against the Company in respect of any such amounts.

The amount of unpaid / unclaimed dividend up to the financial year 2011-2012 has been transferred to IEPF. Members who have not yet encashed their dividend warrant(s) for the financial year ended March 31, 2013 and for any subsequent financial year, are requested to make their claims to the Company without any delay, to avoid transfer of their dividend/ shares to the Fund/ IEPF Demat Account.

Members are also requested to note that, pursuant to the provisions of Section 124 of the Act and the IEPF Rules, the Company is obliged to transfer all shares on which dividend has not been paid or claimed for seven consecutive years or more to an IEPF Demat Account.

Members/ claimants whose shares, unclaimed dividend, have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on [iepf.gov.in](http://iepf.gov.in)) along with requisite fee as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

#### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.





**AUDITORS**

• **STATUTORY AUDITORS**

As per the provisions of the Act, the period of office of Bhuta Shah & Co LLP Chartered Accountants Statutory Auditors of the Company, expires at the conclusion of the ensuing Annual General Meeting.

It is proposed to appoint, JMR & Associates LLP, Chartered Accountants as Statutory Auditors of the Company, for a term of 5 (five) consecutive years. JMR & Associates LLP, Chartered Accountants have confirmed their eligibility and qualification required under the Act for holding the office, as Statutory Auditors of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

The Auditors' Report for the financial year ended March 31, 2020 on the financial statements of the Company is a part of this Annual Report.

• **COST AUDITORS**

The Company is required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, and accordingly such accounts and records are made and maintained in the prescribed manner.

Based on the Audit Committee recommendation at its meeting held on June 12, 2020, GMVP & Associates LLP (LLPIN :- AAG-7360) were appointed by the Board as the Cost Auditors of the Company for conducting an audit of the cost accounting records of the Company for financial year commencing from April 1, 2020 to March 31, 2021.

Pursuant to the provisions of Section 148 of the Act read with The Companies (Audit and Auditors) Rules, 2014, Members are requested to consider the ratification of the remuneration payable to GMVP & Associates LLP.

• **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed CS. Milind Nirkhe, Practicing Company Secretary (Proprietor), Practicing under the name & style M/S Milind Nirkhe & Associates, CP No: 2312 to undertake the Secretarial Audit of the Company for the year ended March 31, 2020. The Secretarial Audit Report for the year under review is annexed as Annexure C.

The Auditors' Report and the Secretarial Audit Report for the financial year ended March 31, 2020 do not contain any qualification, reservation, adverse remark or disclaimer.

**SECRETARIAL STANDARDS OF ICSI**

The Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS - 1) and General Meetings (SS - 2) issued by The Institute of Company Secretaries of India and approved by the Central Government.

**REPORTING OF FRAUDS BY AUDITORS**

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.



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

**A. Conservation of Energy:**

The Company is aware of energy consumption and environmental issues related to it and is continuously making sincere efforts towards conservation of energy. The Company is in fact engaged in the continuous process of further energy conservation through improved operational and maintenance practices.

The Company has taken adequate actions to conserve the energy as Process time reduction by technically improved blending system.

**(i) Steps Taken or Impact on Conservation of Energy:**

In line with the Company's commitment towards conservation of energy, all plants continue with their efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimize consumption. Some of the measures taken by the Company in this direction are as under:

Include:

1. At its Plants, the Company has carried out various actions to optimize energy consumption and reduce losses.
2. Energy efficient motors and solar plants are being installed in order to optimize use of power.

**(ii) Steps taken by the Company for utilizing alternate sources of Energy:**

In addition to various initiatives around energy efficiencies, the Company has also focused on renewable sources of energy. Various steps taken for utilizing alternate sources of energy.

**(iii) Capital Investment on Energy Conservation Equipments:**

During the year, the Company has invested in various energy conservation equipments. The equipment in which investment was made included, various energy efficient electric motors. The Company has also installed power efficient material handling and flowing system which has played role in energy saving.

The Company has technically improved its thermo packs to get better fuel efficiency and lower emission stack.

**B. Technology Absorption:**

**(i) Efforts made towards Technology Absorption:**

Technology is a key enabler and core facilitator as one of the strategic pillars of the Company. Since inception your Company has been at the forefront of leveraging technology to provide better products and services to its customer.

The Company has an updated R & D Center at its Ankleshwar Plant. It is the technical centre of the Company and has been the backbone for most of our major product breakthroughs. This Centre at Ankleshwar is fully equipped with modern testing & analytical equipments. The Centre is operated by the team of well qualified technocrats, as a result, the in – house R & D unit of Panama has been recognized by the **Ministry of Science & Technology & the Department of Scientific and Industrial Research (DSIR)**. With this recognition Company will spend more on R & D activities and get more new products which will be of better quality. It will also assist in research for import substitution, energy conservation and control of pollution. The in-house R & D facility has enabled us to develop new products.



**(ii) Benefits derived like product improvement, cost reduction, product development or import substitution:**

Technology has responded by being true strategic partner with business. The Company has derived many benefits from R & D and technology absorption which includes product development, product improvement & effective cost management, technology has also played a major role in ensuring high level of service delivery.

**(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: The Company has not imported any technology during the last three financial years.
- (b) the year of import: Not Applicable
- (c) whether the technology has been fully absorbed: Not Applicable
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

**Expenditure on research & development**

The expenditure on R & D activities incurred during the year is given hereunder:

| <b>Particulars</b>  | <b>(₹ in lakhs)</b> |
|---|---------------------|
| Capital   | 0.00                |
| Revenue   | 35.14               |
| Total R& D Expenditure                                    | 35.14               |
| Total Turnover  | 81,345.77           |
| Total R & D Expenditure as a Percentage of total turnover | 0.04%               |

**C. Foreign exchange earnings and outgo:**

- i. **Export Activities:** During the year under review the Company has made Import/Export as given in (ii) below.
- ii. **Foreign Exchange Earnings and Outgo:**

|                                       | <b>(₹ in lakhs)</b> |
|---------------------------------------|---------------------|
| <b>Total Foreign Exchange Inflow</b>  | 28,317.47           |
| <b>Total Foreign Exchange outflow</b> | 39,949.41           |

**PARTICULARS OF EMPLOYEES**

The information required under Section 197(12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the information required under Rule 5(2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure D forming part of the Report.

**REPORTING OF FRAUDS BY AUDITORS**

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in this Report.



**EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92 (3) of the Act and Rule 12 (1) of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in form MGT 9 is annexed as Annexure E. Report is also available on the Company's website at [www.panamapetro.com](http://www.panamapetro.com)

**AUDITORS' REPORT**

Comments made by the Statutory Auditors in the Auditors' Report are self-explanatory and do not require any further clarification.

**MANAGEMENT DISCUSSION & ANALYSIS, BUSINESS RESPONSIBILITY AND CORPORATE GOVERNANCE REPORT**

The Management Discussion and Analysis Report, the Business Responsibility Report and the Report on Corporate Governance, as required under the Listing Regulations, forms part of the Annual Report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of the provisions of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, and to the best of their knowledge and belief and according to the information and explanations obtained by them and same as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) they have taken proper and sufficient care for the 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 fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**ACKNOWLEDGEMENT**

We thank our Clients, Investors, Dealers, Suppliers and Bankers for their continued support during the year. We place on record our appreciation for the contributions made by employees at all levels. Our consistent growth was made possible by their hard work, solidarity, co-operation and support.

By Order of the Board of Directors  
**For Panama Petrochem Ltd**

**Amirali E Rayani**  
**Chairman**  
**DIN:00002616**

**Date: August 5, 2020**  
**Place: Mumbai**



**ANNEXURE A TO THE DIRECTORS' REPORT**

**FORM AOC.1**

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

**Part "A": Subsidiaries**

**(₹ in lakhs)**

| <b>Sr. No.</b> | <b>Particulars</b>   | <b>1</b>                      |
|----------------|--|-------------------------------|
| 1              | Name of subsidiary   | Panol Industries RMC FZE, UAE |
| 2              | Reporting period for the subsidiary concerned, if different from the holding company's reporting period.                     | N.A                           |
| 3              | Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries. | AED (AED 1 = 20.3425 INR)     |
| 4              | Share Capital  | 5,185.62                      |
| 5              | Reserves & Surplus   | 5,053.83                      |
| 6              | Total Assets   | 18,861.72                     |
| 7              | Total liabilities  | 8,622.27                      |
| 8              | Investments  | 0.00                          |
| 9              | Turnover   | 18,929.62                     |
| 10             | Profit before taxation   | 1,055.15                      |
| 11             | Provision for taxation   | 0                             |
| 12             | Profit after taxation  | 1,055.15                      |
| 13             | Proposed Dividend  | Nil                           |
| 14             | % of shareholding  | 100%                          |

Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on March 31, 2020.

By Order of the Board of Directors  
**For Panama Petrochem Ltd**

**Amirali E Rayani**  
Chairman  
DIN:00002616

**Date: August 5, 2020**  
**Place: Mumbai**



**ANNEXURE B TO THE DIRECTORS' REPORT**

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

|   |  |
|---|--|
| <p>1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.</p>                                   | <p>Panama's CSR policy, which encompasses the Company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare &amp; sustainable development of the community at large. The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website at the web link:</p> <p><b><a href="http://panamapetro.com/wp-content/uploads/2015/12/CSR-policy.pdf">http://panamapetro.com/wp-content/uploads/2015/12/CSR-policy.pdf</a></b></p> <p>Overview of Activities: In line with the CSR policy and in accordance of schedule VII of the Companies Act, 2013 your company undertook various activities during the year. Key initiative undertaken.</p> <ul style="list-style-type: none"> <li>• Promoting health care</li> <li>• Promoting education</li> </ul> |
| <p>2. The Composition of the CSR Committee.</p>   | <p>Mr. Mukesh Mehta (Chairman)<br/>Mr. Amin A. Rayani<br/>Ms. Nargis Kabani</p>  |
| <p>3. Average net profit of the Company for last three financial year.</p>  | <p>6,765.01 lakhs</p>  |
| <p>4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)</p>   | <p>135.30 lakhs</p>  |
| <p>5. Details of CSR spent for the financial year:</p>  | <p>135.30 lakhs (2% of average net profit of last three years)</p>   |
| <p>(a) Total amount to be spent for the financial year</p>  | <p>27.30</p>   |
| <p>(b) Amount unspent, if any:</p>  | <p>108.00</p>  |
| <p>(c) Manner in which the amount spent during the financial year is detailed below:</p>  | <p>The manner in which the amount is spent is annexed.</p>   |
| <p>6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.</p> | <p>Since some of the projects undertaken by the Company are ongoing projects where the Company will have a continuing engagement over few years, part of the spend out of the total allocated budget for such projects will be in the next year.</p>   |
| <p>7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.</p>   | <p>The implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.</p>   |

**Amin A. Rayani**  
**Managing Director & CEO**  
**DIN: 00002652**

**Mukesh Mehta**  
**Chairman - CSR Committee**  
**DIN: 00002702**

**Date: August 5 , 2020**

**Place: Mumbai**



Annexure to CSR Report (point 5 (c) of the CSR Report) (₹ in lakhs)

| Sr. No.      | CSR Project or activity identified       | Sector in which the project is covered (clause no. of Schedule VII to the Companies Act, 2013, as amended) | Projects or programs (1) Local area or other (2)Specify the state and district where projects or programs were undertaken | Amount outlay (budget) project or programs wise | Amount spent on the projects or programs Sub-heads: ( 1) Direct expenditure on projects or programs (2 ) overheads | Cumulative expenditure upto the reporting period | Amount spent : Direct or through implementation agency |
|--------------|--|--|---|---|--|--|--|
| 1            | Qualilife Brain and Spine Healthcare LLP | Clause (i) Promoting Healthcare  | Maharashtra   | 5.00  | 1.00   | 1.00   | Direct   |
| 2            | Education Service India                  | Clause (ii), Promoting education   | Maharashtra   | 5.00  | 5.00   | 5.00   | Direct   |
| 3            | Fidai Girls Educational Institute        | Clause (ii), Promoting education   | Maharashtra   | 125.00  | 21.00  | 21.00  | Direct   |
| 4            | JFY School of Skills Pvt Ltd.            | Clause (ii), Promoting education   | Maharashtra   | 0.50  | 0.30   | 0.30   | Direct   |
| <b>Total</b> |  |  |   | <b>135.50</b>                                   | <b>27.30</b>   | <b>27.30</b>                                     |  |



**ANNEXURE C TO THE DIRECTORS' REPORT**

**Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED March 31, 2020.  
[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,  
**PANAMA PETROCHEM LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PANAMA PETROCHEM LIMITED (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 my verification of the PANAMA PETROCHEM LIMITED'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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2020 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **PANAMA PETROCHEM LIMITED** ("the Company") for the financial year ended on March 31, 2020 ('Audit Period'), according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment;
- (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) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company for the audit period)
  - d. The Securities and Exchange Board of India (share Based Employee Benefits ) Regulations, 2014; (Not applicable to the Company for the audit period)
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company for 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 for the audit period)
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company for the audit period)
- vi. Other laws specifically applicable to the Company namely
- The Petroleum Act, 1934
  - Lubricating Oils & Greases (Processing, Supply, & distribution Regulation) Orders, 1987
  - Drugs & Cosmetics Act, 1940
  - Water (Prevention and Control of Pollution) Act, 1974
  - Air (Prevention and Control of Pollution) Act, 1981
  - Industries (Development & Regulations) Act, 1951
  - Hazardous Waste (Management, Handling & Trans-boundary Movement) Rule-2008

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligation & Disclosure Requirements), Regulation 2015 entered into by the Company with Stock Exchanges

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

**I further report that** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

Decisions at the Board Meetings were taken unanimously.

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

**I further report that** during the audit period the company there are no events having a major bearing on the Companies Affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**Place: Mumbai**  
**Date: August 5, 2020**

**CS.MILIND NIRKHE**  
**FCS No: 4156**  
**C P No.: 2312**  
**UDIN NO: F004156B000554255**



**‘Annexure A’**

To,  
The Members  
**PANAMA PETROCHEM LIMITED.**

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

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

**Place: Mumbai**  
**Date: August 5, 2020**

**CS.MILIND NIRKHE**  
**FCS No: 4156**  
**C P No.: 2312**  
**UDIN NO: F004156B000554255**



**ANNEXURE D TO THE DIRECTORS' REPORT**

**[Pursuant to Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year:

**(Explanation:** (i) the expression “**median**” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values)

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year:

The ratio of remuneration of each Director to the Median Remuneration of all employees who were on the payroll of the Company and the percentage increase in remuneration of the Directors during the financial year 2019-20 are given below:

| <b>Directors</b>   | <b>Ratio to Median</b> | <b>Percentage Increase in Remuneration</b> |
|--------------------|------------------------|--|
| Mr. Amirali Rayani | 17.34                  | Nil  |
| Mr. Samir Rayani   | 15.89                  | Nil  |
| Mr. Hussein Rayani | 15.89                  | Nil  |

| <b>Managing Directors &amp; CEO</b> | <b>Ratio to Median</b> | <b>Percentage Increase in Remuneration</b> |
|-------------------------------------|------------------------|--|
| Mr. Amin Rayani                     | 16.47                  | Nil  |

The percentage increase in remuneration of the Chief Financial Officer is Nil and of the Company Secretary is Nil

3. The percentage increase in the median remuneration of employees in the financial year: Nil
4. The number of permanent employees on the rolls of Company: 171
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: There is no increase in the managerial remuneration and the salaries of employees other than the managerial personnel in the last financial year.
6. Affirmation that the remuneration is as per the Remuneration Policy of the Company: It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and Senior Management, adopted by the Company.

**Disclosure under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016**

The following details are given in respect of top ten employees in terms of remuneration



Name & age (years), designation, remuneration (₹ in lakhs), qualification & experience (Years), date of commencement of employment, last employment held (Name of employer, post held)

1. Mr. Pramod Maheshwari (43), Chief Financial Officer, ₹ 41.39 lakhs, B.Com., CA, (20), 19.04.2010, Unimark Remedies Limited- General Manager
2. Mr. Amirali Rayani (76), Chairman, ₹ 36.00 lakhs, SSC., (48), 09.03.1982, None.
3. Mr. Amin Rayani (48), Managing Director & CEO, 34.20 lakhs, B.Com., (24), 01.12.2000, None
4. Mr. Samir Rayani (45), Whole-time Director, ₹ 33 lakhs, B.E-Chemical. (23) 01.12.2000, None.
5. Mr. Hussein Rayani (42), Joint Managing Director, ₹ 33 lakhs, Masters Degree in Chemical Engineering (21), 01.04.2004, None
6. Ms. Gayatri Sharma (35), Company Secretary & Compliance Officer ₹ 30.08 lakhs, B.Com ,CS, LL.B. (12), 08.12.2010, Pinkcity Buildhome Pvt. Ltd. - Company Secretary
7. Mr. Santosh Kamath (46), National Sales Manager, ₹ 29.02 lakhs, B.E ( Chemical), (25), 01.11.2012, M/s ITW Chemin-OEM Sales
8. Mr. Pradip kumar Nikam (58), Vice President, ₹ 22.56 lakhs, BE Electrical, (36), 20.01.1982, Kankariya Chemicals
9. Mr. P.K Johari (63), Area Sales Manager, ₹ 22.14 lakhs, MSC (41), 01.04.2016, GP Petroleum Ltd.-Senior Vice President-RPO
10. Mr. Mayur Jagdish Parikh (41) Area Sales Manager ₹ 19.71 lakhs, B.Sc.(chemistry), DBM(19.5), 01.08.2013, GP Petroleum Ltd.- Senior Marketing Manager

Notes:

1. The nature of employment is contractual for all the above employees.
2. None of the employees of the Company is related to any Director of the Company except Mr. Amirali Rayani - Chairman of the Company and Mr. Amin Rayani - Managing Director & CEO of the Company.
3. Name of the employees employed throughout the year were in receipt of remuneration of not less than ₹ 1 crore and 2 lakhs for the year: Nil
4. Name of the employees employed for the part of the year were in receipt of remuneration of not less than ₹ 8.50 lakhs per month: Nil
5. The percentage of equity shares held by the employee in the Company within the meaning of Clause (iii) of sub rule (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 - Not Applicable

By Order of the Board of Directors  
**For Panama Petrochem Ltd**

**Amirali E Rayani**  
**Chairman**  
**DIN:00002616**

**Date: August 5, 2020**

**Place: Mumbai**



**ANNEXURE E TO THE DIRECTORS' REPORT**

**FORM NO. MGT.9  
EXTRACT OF ANNUAL RETURN  
as on the financial year ended on March 31, 2020  
[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of The Companies  
(Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS**

|   |   |
|---|---|
| CIN   | L23209GJ1982PLC005062   |
| Registration Date   | March 9, 1982   |
| Name of the Company   | Panama Petrochem Limited  |
| Category / Sub-Category of the Company                          | Public Company/ Limited by Shares   |
| Address of the Registered Office and contact details            | Plot no.3303, GIDC Estate , Ankleshwar, Gujarat -393002<br>Tel: 91-2646-221 068<br>Fax: 91-2646-250281  |
| Whether listed company  | Yes   |
| Name, address and contact details of Registrar & Transfer Agent | Bigshare Services Private Limited,<br>1 <sup>st</sup> Floor, Bharat Tin Works Building,Opp.Vasant Oasis,<br>Makwana Road, Marol, Andheri East, Mumbai-400059<br>Tel: 91-22-62638200 Fax: 91-22-62638299<br>mail: <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a> |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

| Sr. No. | Name and Description of main products / services | NIC Code of the products / services             | % to total turnover of the Company |
|---------|--|---|------------------------------------|
| 1       | Panoil   | 192 (Manufacture of refined petroleum products) | 98.31%                             |

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

| Sr. No | Name and Address of the Company | CIN / GLN | Holding/ Subsidiary/ Associate | % of Shares Held | Applicable Section |
|--------|---------------------------------|-----------|--------------------------------|------------------|--------------------|
| 1      | Panol Industries RMC FZE        | N.A       | Subsidiary                     | 100              | 2(87)              |



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

(i) Category-wise Share Holding

| Statement Showing Shareholding Pattern |  |   |          |                 |              |   |          |                 |              |               |
|--|--|---|----------|-----------------|--------------|---|----------|-----------------|--------------|---------------|
| Category of Shareholder                |  | No. of Shares held at the beginning of the year: 01/04/2019 |          |                 |              | No. of Shares held at the end of the year :31/03/2020 |          |                 |              | % Change      |
|  |  | Demat   | Physical | Total Shares    | Total %      | Demat   | Physical | Total Shares    | Total %      |               |
| <b>(A)</b>                             | <b>Shareholding of Promoter and Promoter Group</b>     |   |          |                 |              |   |          |                 |              |               |
| <b>(1)</b>                             | <b>Indian</b>  |   |          |                 |              |   |          |                 |              |               |
| (a)                                    | INDIVIDUAL / HUF                                       | 27784356  | 0        | 27784356        | 45.93        | 28338459  | 0        | 28338459        | 46.85        | 0.92          |
| (b)                                    | Central / State government(s)                          | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (c)                                    | BODIES CORPORATE                                       | 2505016   | 0        | 2505016         | 4.14         | 3760308   | 0        | 3760308         | 6.22         | 2.08          |
| (d)                                    | FINANCIAL INSTITUTIONS / BANKS                         | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (e)                                    | ANY OTHERS (Specify)                                   |   |          |                 |              |   |          |                 |              |               |
| (i)                                    | GROUP COMPANIES  | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (ii)                                   | TRUSTS   | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (iii)                                  | DIRECTORS RELATIVES                                    | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
|  | <b>SUB TOTAL (A)(1) :</b>                              | <b>30289372</b>   | <b>0</b> | <b>30289372</b> | <b>50.07</b> | <b>32098767</b>                                       | <b>0</b> | <b>32098767</b> | <b>53.06</b> | <b>2.99</b>   |
| <b>(2)</b>                             | <b>Foreign</b>   |   |          |                 |              |   |          |                 |              |               |
| (a)                                    | BODIES CORPORATE                                       | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (b)                                    | INDIVIDUAL   | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (c)                                    | INSTITUTIONS   | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (d)                                    | QUALIFIED FOREIGN INVESTOR                             | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (e)                                    | ANY OTHERS (Specify)                                   | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
|  | <b>SUB TOTAL (A)(2) :</b>                              | <b>0</b>  | <b>0</b> | <b>0</b>        | <b>0.00</b>  | <b>0</b>  | <b>0</b> | <b>0</b>        | <b>0.00</b>  | <b>0.00</b>   |
|  | <b>Total holding for promoters (A)=(A)(1) + (A)(2)</b> | <b>30289372</b>   | <b>0</b> | <b>30289372</b> | <b>50.07</b> | <b>32098767</b>                                       | <b>0</b> | <b>32098767</b> | <b>53.06</b> | <b>2.99</b>   |
| <b>(B)</b>                             | <b>Public shareholding</b>                             |   |          |                 |              |   |          |                 |              |               |
| <b>(1)</b>                             | <b>Institutions</b>                                    |   |          |                 |              |   |          |                 |              |               |
| (a)                                    | Central / State government(s)                          | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (b)                                    | FINANCIAL INSTITUTIONS / BANKS                         | 19620   | 0        | 19620           | 0.03         | 67  | 0        | 67              | 0.00         | (0.03)        |
| (c)                                    | MUTUAL FUNDS / UTI                                     | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (d)                                    | VENTURE CAPITAL FUNDS                                  | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (e)                                    | INSURANCE COMPANIES                                    | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (f)                                    | FII'S  | 48813   | 0        | 48813           | 0.08         | 0   | 0        | 0               | 0.00         | (0.08)        |
| (g)                                    | FOREIGN VENTURE CAPITAL INVESTORS                      | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (h)                                    | QUALIFIED FOREIGN INVESTOR                             | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (i)                                    | ANY OTHERS (Specify)                                   | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
| (j)                                    | FOREIGN PORTFOLIO INVESTOR                             | 388393  | 0        | 388393          | 0.64         | 228400  | 0        | 228400          | 0.38         | (0.26)        |
| (k)                                    | ALTERNATE INVESTMENT FUND                              | 0   | 0        | 0               | 0.00         | 0   | 0        | 0               | 0.00         | 0.00          |
|  | <b>SUB TOTAL (B)(1) :</b>                              | <b>456826</b>   | <b>0</b> | <b>456826</b>   | <b>0.76</b>  | <b>228467</b>   | <b>0</b> | <b>228467</b>   | <b>0.38</b>  | <b>(0.38)</b> |



| Statement Showing Shareholding Pattern |   |   |               |                 |               |   |               |                 |               |               |
|--|---|---|---------------|-----------------|---------------|---|---------------|-----------------|---------------|---------------|
| Category of Shareholder                |   | No. of Shares held at the beginning of the year: 01/04/2019 |               |                 |               | No. of Shares held at the end of the year :31/03/2020 |               |                 |               | % Change      |
|  |   | Demat   | Physical      | Total Shares    | Total %       | Demat   | Physical      | Total Shares    | Total %       |               |
| <b>(2)</b>                             | <b>Non-institutions</b>   |   |               |                 |               |   |               |                 |               |               |
| (a)                                    | BODIES CORPORATE  | 523201  | 15750         | 538951          | 0.89          | 486577  | 15750         | 502327          | 0.83          | (0.06)        |
|  | NBFC  | 0   | 0             | 0               | 0.00          | 0   | 0             | 0               | 0.00          | 0.00          |
| (b)                                    | INDIVIDUAL  |   |               |                 |               |   |               |                 |               |               |
| (i)                                    | (CAPITAL UPTO TO ₹ 1 Lakh)  | 6589907   | 584140        | 7174047         | 11.86         | 6290177   | 532390        | 6822567         | 11.28         | (0.58)        |
| (ii)                                   | (CAPITAL GREATER THAN ₹ 1 Lakh)   | 2596469   | 52500         | 2648969         | 4.38          | 3132621   | 52500         | 3185121         | 5.27          | 0.89          |
| (c)                                    | ANY OTHERS (Specify)  |   |               |                 |               |   |               |                 |               |               |
| (i)                                    | HINDU UNDIVIDED FAMILY  | 0   | 0             | 0               | 0             | 408687  | 0             | 408687          | 0.68          | 0.68          |
| (ii)                                   | TRUSTS  | 19702   | 0             | 19702           | 0.03          | 23227   | 0             | 23227           | 0.04          | 0.01          |
| (iii)                                  | CLEARING MEMBER   | 108450  | 0             | 108450          | 0.18          | 159734  | 0             | 159734          | 0.26          | 0.08          |
| (iv)                                   | NON RESIDENT INDIANS (NRI)  | 157447  | 0             | 157447          | 0.26          | 0   | 0             | 0               | 0.00          | (0.26)        |
| (v)                                    | NON RESIDENT INDIANS (REPAT)  | 276457  | 0             | 276457          | 0.46          | 167435  | 0             | 167435          | 0.28          | (0.18)        |
| (vi)                                   | NON RESIDENT INDIANS (NON REPAT)  | 113461  | 0             | 113461          | 0.19          | 118740  | 0             | 118740          | 0.20          | 0.01          |
| (vii)                                  | DIRECTORS RELATIVES   | 0   | 0             | 0               | 0.00          | 0   | 0             | 0               | 0.00          | 0.00          |
| (viii)                                 | EMPLOYEE  | 0   | 0             | 0               | 0.00          | 0   | 0             | 0               | 0.00          | 0.00          |
| (ix)                                   | OVERSEAS BODIES CORPORATES  | 1747146   | 0             | 1747146         | 2.89          | 1669031   | 0             | 1669031         | 2.76          | (0.13)        |
| (x)                                    | UNCLAIMED SUSPENSE ACCOUNT  | 0   | 0             | 0               | 0.00          | 0   | 0             | 0               | 0.00          | 0.00          |
| (xi)                                   | IEPF  | 306581  | 0             | 306581          | 0.51          | 328306  | 0             | 328306          | 0.54          | 0.04          |
| (d)                                    | QUALIFIED FOREIGN INVESTOR  | 0   | 0             | 0               | 0.00          | 0   | 0             | 0               | 0.00          | 0.00          |
| (e)                                    | FOREIGN PORTFOLIO INVESTOR  | 63602   | 0             | 63602           | 0.11          | 63602   | 0             | 63602           | 0.11          | 0.00          |
|  | <b>SUB TOTAL (B)(2) :</b>   | <b>12502423</b>   | <b>652390</b> | <b>13154813</b> | <b>21.75</b>  | <b>12848137</b>                                       | <b>600640</b> | <b>13448777</b> | <b>22.23</b>  | <b>0.49</b>   |
|  | <b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>                                    | <b>12959249</b>   | <b>652390</b> | <b>13611639</b> | <b>22.50</b>  | <b>13076604</b>                                       | <b>600640</b> | <b>13677244</b> | <b>22.61</b>  | <b>0.11</b>   |
| <b>(C)</b>                             | <b>Shares held by Custodians and against which Depository Receipts have been issued</b> |   |               |                 |               |   |               |                 |               |               |
| (a)                                    | SHARES HELD BY CUSTODIANS   |   |               |                 |               |   |               |                 |               |               |
| (i)                                    | Promoter and Promoter Group   | 0   | 0             | 0               | 0.00          | 0   | 0             | 0               | 0.00          | 0.00          |
| (ii)                                   | Public  | 16592587  | 0             | 16592587        | 27.43         | 14717587  | 0             | 14717587        | 24.33         | (3.10)        |
|  | <b>SUB TOTAL (C)(1) :</b>   | <b>16592587</b>   | <b>0</b>      | <b>16592587</b> | <b>27.43</b>  | <b>14717587</b>                                       | <b>0</b>      | <b>14717587</b> | <b>24.33</b>  | <b>(3.10)</b> |
|  | <b>(C)=(C)(1)</b>   | <b>16592587</b>   | <b>0</b>      | <b>16592587</b> | <b>27.43</b>  | <b>14717587</b>                                       | <b>0</b>      | <b>14717587</b> | <b>24.33</b>  | <b>(3.10)</b> |
|  | <b>Grand Total (A) + (B) + (C)</b>  | <b>59841208</b>   | <b>652390</b> | <b>60493598</b> | <b>100.00</b> | <b>59892958</b>                                       | <b>600640</b> | <b>60493598</b> | <b>100.00</b> | <b>(0.00)</b> |



**(ii) Shareholding of Promoters**

| Sr. No.      | NAME   | Shareholding at the beginning of the year 01/04/2019 |                         |   | Shareholding at the end of the year 31/03/2020 |                         |   | % Change in shareholding during the year |
|--------------|--|--|-------------------------|---|--|-------------------------|---|--|
|              |  | Number of Shares                                     | % Shares of the Company | % of Shares Pledged/ encumbered to total shares | Number of Shares                               | % Shares of the Company | % of Shares Pledged/ encumbered to total shares |  |
| 1            | AKBARALI ESSABHAI RAYANI                             | 0  | 0.0000                  | 0.0000  | 64740  | 0.1070                  | 0.0000  | 0.1070                                   |
| 2            | AKBARALI ESSABHAI RAYANI                             | 1504125  | 2.4864                  | 0.0000  | 1530606  | 2.5302                  | 0.0000  | 0.0438                                   |
| 3            | AMIN AMIRALI RAYANI                                  | 1432500  | 2.3680                  | 0.0000  | 2604043  | 4.3047                  | 0.0000  | 1.9367                                   |
| 4            | AMIRALI ESSABHAI RAYANI                              | 1536000  | 2.5391                  | 0.0000  | 1536000  | 2.5391                  | 0.0000  | 0.0000                                   |
| 5            | ARIF AMIRALI RAYANI                                  | 1780029  | 2.9425                  | 0.0000  | 3123706  | 5.1637                  | 0.0000  | 2.2212                                   |
| 6            | BEGUMBANU AKBERALI RAYANI                            | 2144625  | 3.5452                  | 0.0000  | 2144625  | 3.5452                  | 0.0000  | 0.0000                                   |
| 7            | CHEMINE AMIN RAYANI                                  | 1783794  | 2.9487                  | 0.0000  | 1783794  | 2.9487                  | 0.0000  | 0.0000                                   |
| 8            | GULSHAN SALIMALI RAYANI                              | 142500   | 0.2356                  | 0.0000  | 144355   | 0.2386                  | 0.0000  | 0.0030                                   |
| 9            | HUSSEIN VAZIRALI RAYANI                              | 830550   | 1.3730                  | 0.0000  | 830550   | 1.3730                  | 0.0000  | 0.0000                                   |
| 10           | IQBAL VAZIRALI RAYANI                                | 1832977  | 3.0300                  | 0.0000  | 1832977  | 3.0300                  | 0.0000  | 0.0000                                   |
| 11           | ITTEFAQ ICE AND COLD STORAGE COMPANY PRIVATE LIMITED | 342421   | 0.5660                  | 0.0000  | 0  | 0.0000                  | 0.0000  | -0.5660                                  |
| 12           | ITTEFAQ ICE AND COLD STORAGE COMPANY PRIVATE LIMITED | 2162595  | 3.5749                  | 0.0000  | 3760308  | 6.2160                  | 0.0000  | 2.6411                                   |
| 13           | MALIKA VAZIRALI RAYANI                               | 1011342  | 1.6718                  | 0.0000  | 1011342  | 1.6718                  | 0.0000  | 0.0000                                   |
| 14           | MUNIRA HUSSEIN RAYANI                                | 888750   | 1.4692                  | 0.0000  | 888750   | 1.4692                  | 0.0000  | 0.0000                                   |
| 15           | NABAT AMIRALI RAYANI                                 | 2219625  | 3.6692                  | 0.0000  | 0  | 0.0000                  | 0.0000  | -3.6692                                  |
| 16           | NILIMA SHAHNAWAZ KHERAJ                              | 3000   | 0.0050                  | 0.0000  | 3000   | 0.0050                  | 0.0000  | 0.0000                                   |
| 17           | SALIMALI ESSABHAI RAYANI                             | 1884   | 0.0031                  | 0.0000  | 1884   | 0.0031                  | 0.0000  | 0.0000                                   |
| 18           | SALIMALI ESSABHAI RAYANI                             | 1519703  | 2.5122                  | 0.0000  | 1519703  | 2.5122                  | 0.0000  | 0.0000                                   |
| 19           | SAMIR AKBARALI RAYANI                                | 1638750  | 2.7090                  | 0.0000  | 1638750  | 2.7090                  | 0.0000  | 0.0000                                   |
| 20           | SAPNA SAMIR RAYANI                                   | 1522207  | 2.5163                  | 0.0000  | 1522207  | 2.5163                  | 0.0000  | 0.0000                                   |
| 21           | SERENA IQBAL RAYANI                                  | 720000   | 1.1902                  | 0.0000  | 720000   | 1.1902                  | 0.0000  | 0.0000                                   |
| 22           | SHELINA ARIFALI RAYANI                               | 0  | 0.0000                  | 0.0000  | 8050   | 0.0133                  | 0.0000  | 0.0133                                   |
| 23           | SHELINA ARIFALI RAYANI                               | 4182412  | 6.9138                  | 0.0000  | 4182412  | 6.9138                  | 0.0000  | 0.0000                                   |
| <b>Total</b> |  | <b>30289372</b>                                      | <b>50.0703</b>          | <b>0.0000</b>                                   | <b>32098767</b>                                | <b>53.0614</b>          | <b>0.0000</b>                                   | <b>2.9911</b>                            |





**(iii) Change in Promoters' Shareholding**

| Sr. No. |                               | Reason                            | Date       | Share holding    |                                  | Cumulative shareholding during the year. |                                  |
|---------|-------------------------------|-----------------------------------|------------|------------------|----------------------------------|--|----------------------------------|
|         |                               |                                   |            | Number of Shares | % of total shares of the company | Number of Shares                         | % of total shares of the company |
| 1       | At the beginning of the year  |                                   |            | 30289372         | 50.07                            | 30289372                                 |                                  |
| 2       | INCREASE                      | Acquisition from Secondary Market | 14/06/2019 | 58157            | 0.10                             | 30347529                                 | 50.17                            |
| 3       | INCREASE                      | Acquisition from Secondary Market | 21/06/2019 | 124970           | 0.21                             | 30472499                                 | 50.37                            |
| 4       | INCREASE                      | Acquisition from Secondary Market | 28/06/2019 | 74817            | 0.12                             | 30547316                                 | 50.50                            |
| 5       | INCREASE                      | Acquisition from Secondary Market | 23/08/2019 | 1855             | 0.00                             | 30549171                                 | 50.50                            |
| 6       | INCREASE                      | Acquisition from Secondary Market | 30/08/2019 | 36519            | 0.06                             | 30585690                                 | 50.56                            |
| 7       | INCREASE                      | Acquisition from Secondary Market | 06/09/2019 | 108416           | 0.18                             | 30694106                                 | 50.74                            |
| 8       | INCREASE                      | Acquisition from Secondary Market | 10/09/2019 | 18999            | 0.03                             | 30713105                                 | 50.77                            |
| 9       | INCREASE                      | Acquisition from Secondary Market | 13/09/2019 | 131676           | 0.22                             | 30844781                                 | 50.99                            |
| 10      | INCREASE                      | Acquisition from Secondary Market | 27/09/2019 | 98892            | 0.16                             | 30943673                                 | 51.15                            |
| 11      | INCREASE                      | Acquisition from Secondary Market | 22/11/2019 | 109547           | 0.18                             | 31053220                                 | 51.33                            |
| 12      | INCREASE                      | Acquisition from Secondary Market | 29/11/2019 | 321158           | 0.53                             | 31374378                                 | 51.86                            |
| 13      | INCREASE                      | Acquisition from Secondary Market | 06/12/2019 | 214390           | 0.35                             | 31588768                                 | 52.22                            |
| 14      | INCREASE                      | Acquisition from Secondary Market | 13/12/2019 | 191734           | 0.32                             | 31780502                                 | 52.54                            |
| 15      | INCREASE                      | Acquisition from Secondary Market | 20/12/2019 | 123523           | 0.20                             | 31904025                                 | 52.74                            |
| 16      | INCREASE                      | Acquisition from Secondary Market | 27/12/2019 | 64329            | 0.11                             | 31968354                                 | 52.85                            |
| 17      | INCREASE                      | Acquisition from Secondary Market | 06/03/2020 | 18793            | 0.03                             | 31987147                                 | 52.88                            |
| 18      | INCREASE                      | Acquisition from Secondary Market | 13/03/2020 | 28000            | 0.05                             | 32015147                                 | 52.92                            |
| 19      | INCREASE                      | Acquisition from Secondary Market | 20/03/2020 | 28074            | 0.05                             | 32043221                                 | 52.97                            |
| 20      | INCREASE                      | Acquisition from Secondary Market | 27/03/2020 | 55546            | 0.09                             | 32098767                                 | 53.06                            |
|         | <b>At the end of the year</b> |                                   |            |                  |                                  | <b>32098767</b>                          | <b>53.06</b>                     |



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

| Sr. No. | NAME                           | No. of Shares at the beginning / End of the year | Date        | Increase/ Decrease in share-holding | Reason   | Number of Shares | Percentage of total shares of the company |
|---------|--------------------------------|--|-------------|-------------------------------------|----------|------------------|---|
| 1       | AVIATOR GLOBAL INVESTMENT FUND | 1747146  | 30-Mar-2019 | 0                                   |          | 1747146          | 2.89                                      |
|         |                                |  | 12-Apr-2019 | -25000                              | Transfer | 1722146          | 2.85                                      |
|         |                                |  | 19-Apr-2019 | -25260                              | Transfer | 1696886          | 2.81                                      |
|         |                                |  | 26-Apr-2019 | -49740                              | Transfer | 1647146          | 2.72                                      |
|         |                                |  | 31-May-2019 | -6153                               | Transfer | 1640993          | 2.71                                      |
|         |                                |  | 07-Jun-2019 | -20000                              | Transfer | 1620993          | 2.68                                      |
|         |                                |  | 14-Jun-2019 | -102870                             | Transfer | 1518123          | 2.51                                      |
|         |                                |  | 21-Jun-2019 | -122000                             | Transfer | 1396123          | 2.31                                      |
|         |                                |  | 28-Jun-2019 | -22096                              | Transfer | 1374027          | 2.27                                      |
|         |                                |  | 23-Aug-2019 | -56555                              | Transfer | 1317472          | 2.18                                      |
|         |                                |  | 30-Aug-2019 | -61369                              | Transfer | 1256103          | 2.08                                      |
|         |                                |  | 06-Sep-2019 | -91658                              | Transfer | 1164445          | 1.92                                      |
|         |                                |  | 10-Sep-2019 | -33000                              | Transfer | 1131445          | 1.87                                      |
|         |                                |  | 13-Sep-2019 | -49500                              | Transfer | 1081945          | 1.79                                      |
|         |                                |  | 20-Sep-2019 | -51000                              | Transfer | 1030945          | 1.70                                      |
|         |                                |  | 27-Sep-2019 | -77500                              | Transfer | 953445           | 1.58                                      |
|         |                                |  | 15-Nov-2019 | -72000                              | Transfer | 881445           | 1.46                                      |
|         |                                |  | 22-Nov-2019 | -198000                             | Transfer | 683445           | 1.13                                      |
|         |                                |  | 29-Nov-2019 | -200000                             | Transfer | 483445           | 0.80                                      |
|         |                                |  | 06-Dec-2019 | -180000                             | Transfer | 303445           | 0.50                                      |
|         |                                |  | 13-Dec-2019 | -134000                             | Transfer | 169445           | 0.28                                      |
|         |                                |  | 20-Dec-2019 | -158000                             | Transfer | 11445            | 0.02                                      |
|         |                                |  | 17-Jan-2020 | 1875000                             | Transfer | 1886445          | 3.12                                      |
|         | 06-Mar-2020                    | -36000   | Transfer    | 1850445                             | 3.06     |                  |   |
|         | 13-Mar-2020                    | -36000   | Transfer    | 1814445                             | 3.00     |                  |   |
|         | 20-Mar-2020                    | -78414   | Transfer    | 1736031                             | 2.87     |                  |   |
|         | 27-Mar-2020                    | -67000   | Transfer    | 1669031                             | 2.76     |                  |   |
|         | 1669031                        | 31-Mar-2020                                      | 0           | Transfer                            | 1669031  | 2.76             |   |
| 2       | ANIL KUMAR GOEL                | 868500   | 30-Mar-2019 | 0                                   | Transfer | 868500           | 1.44                                      |
|         |                                | 868500   | 31-Mar-2020 | 0                                   | Transfer | 868500           | 1.44                                      |
| 3       | RAMESH DAMANI                  | 530597   | 30-Mar-2019 | 0                                   | Transfer | 530597           | 0.88                                      |
|         |                                |  | 05-Jul-2019 | 1000                                | Transfer | 531597           | 0.88                                      |
|         |                                |  | 19-Jul-2019 | 2876                                | Transfer | 534473           | 0.88                                      |
|         |                                |  | 09-Aug-2019 | 1000                                | Transfer | 535473           | 0.89                                      |



| Sr. No. | NAME   | No. of Shares at the beginning / End of the year | Date        | Increase/ Decrease in share-holding | Reason   | Number of Shares | Percentage of total shares of the company |
|---------|--|--|-------------|-------------------------------------|----------|------------------|---|
|         |  |  | 10-Sep-2019 | 6000                                | Transfer | 541473           | 0.90                                      |
|         |  |  | 27-Sep-2019 | 6500                                | Transfer | 547973           | 0.91                                      |
|         |  |  | 08-Nov-2019 | 10500                               | Transfer | 558473           | 0.92                                      |
|         |  | 558473   | 31-Mar-2020 | 0                                   |          | 558473           | 0.92                                      |
| 4       | SEEMA GOEL   | 504715   | 30-Mar-2019 | 0                                   | Transfer | 504715           | 0.83                                      |
|         |  | 504715   | 31-Mar-2020 | 0                                   | Transfer | 504715           | 0.83                                      |
| 5       | MADHUKAR SHETH   | 478312   | 30-Mar-2019 | 0                                   | Transfer | 478312           | 0.79                                      |
|         |  |  | 02-Aug-2019 | -25481                              | Transfer | 452831           | 0.75                                      |
|         |  |  | 09-Aug-2019 | -26080                              | Transfer | 426751           | 0.71                                      |
|         |  |  | 23-Aug-2019 | -12370                              | Transfer | 414381           | 0.69                                      |
|         |  |  | 15-Nov-2019 | 122400                              | Transfer | 536781           | 0.89                                      |
|         |  |  | 20-Mar-2020 | -60293                              | Transfer | 476488           | 0.79                                      |
|         |  |  | 27-Mar-2020 | -2549                               | Transfer | 473939           | 0.78                                      |
|         |  | 473939   | 31-Mar-2020 | 0                                   | Transfer | 473939           | 0.78                                      |
| 6       | BHARAT TOLIA   | 23257  | 30-Mar-2019 | 0                                   | Transfer | 23257            | 0.04                                      |
|         |  |  | 19-Apr-2019 | 52541                               | Transfer | 75798            | 0.13                                      |
|         |  |  | 26-Apr-2019 | 17000                               | Transfer | 92798            | 0.15                                      |
|         |  |  | 06-Mar-2020 | 15100                               | Transfer | 107898           | 0.18                                      |
|         |  |  | 13-Mar-2020 | 20500                               | Transfer | 128398           | 0.21                                      |
|         |  |  | 20-Mar-2020 | 78000                               | Transfer | 206398           | 0.34                                      |
|         |  |  | 27-Mar-2020 | 31200                               | Transfer | 237598           | 0.39                                      |
|         |  | 237598   | 31-Mar-2020 | 0                                   | Transfer | 237598           | 0.39                                      |
| 7       | KITARA INDIA SMALL & MICRO CAP OPPORTUNITY FUND (CEIC) LIMITED | 184982   | 30-Mar-2019 | 0                                   | Transfer | 184982           | 0.31                                      |
|         |  |  | 10-May-2019 | 16000                               | Transfer | 200982           | 0.33                                      |
|         |  |  | 17-May-2019 | 10000                               | Transfer | 210982           | 0.35                                      |
|         |  |  | 24-May-2019 | 12418                               | Transfer | 223400           | 0.37                                      |
|         |  |  | 31-May-2019 | 5000                                | Transfer | 228400           | 0.38                                      |
|         |  | 228400   | 31-Mar-2020 | 0                                   | Transfer | 228400           | 0.38                                      |



| Sr. No. | NAME  | No. of Shares at the beginning / End of the year | Date        | Increase/ Decrease in share-holding | Reason   | Number of Shares | Percentage of total shares of the company |
|---------|---|--|-------------|-------------------------------------|----------|------------------|---|
| 8       | THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA INVESTMENT TRUST COMPANY | 126555   | 30-Mar-2019 | 0                                   | Transfer | 126555           | 0.21                                      |
|         |   |  | 06-Sep-2019 | -13431                              | Transfer | 113124           | 0.19                                      |
|         |   |  | 13-Sep-2019 | -32043                              | Transfer | 81081            | 0.13                                      |
|         |   |  | 17-Sep-2019 | -35436                              | Transfer | 45645            | 0.08                                      |
|         |   |  | 20-Sep-2019 | -19050                              | Transfer | 26595            | 0.04                                      |
|         |   |  | 27-Sep-2019 | -26595                              | Transfer | 0                | 0.00                                      |
|         |   | 0  | 31-Mar-2020 | 0                                   | Transfer | 0                | 0.00                                      |
| 9       | XITIJ MADHUKAR SHETH .  | 122400   | 30-Mar-2019 | 0                                   | Transfer | 122400           | 0.20                                      |
|         |   |  | 08-Nov-2019 | -40000                              | Transfer | 82400            | 0.14                                      |
|         |   |  | 15-Nov-2019 | -82400                              | Transfer | 0                | 0.00                                      |
|         |   | 0  | 31-Mar-2020 | 0                                   | Transfer | 0                | 0.00                                      |
| 10      | SUBODH AGARWALLA  | 0  | 30-Mar-2019 |                                     | Transfer | 0                | 0.00                                      |
|         |   |  | 21-Feb-2020 | 2734                                | Transfer | 2734             | 0.00                                      |
|         |   |  | 28-Feb-2020 | 12213                               | Transfer | 14947            | 0.02                                      |
|         |   |  | 06-Mar-2020 | 84288                               | Transfer | 99235            | 0.16                                      |
|         |   |  | 13-Mar-2020 | 765                                 | Transfer | 100000           | 0.17                                      |
|         |   |  | 27-Mar-2020 | 4027                                | Transfer | 104027           | 0.17                                      |
|         |   | 104027   | 31-Mar-2020 | 0                                   | Transfer | 104027           | 0.17                                      |
| 11      | MARLON JAMES REGO   | 75345  | 30-Mar-2019 | 0                                   | Transfer | 75345            | 0.12                                      |
|         |   |  | 07-Feb-2020 | -100                                | Transfer | 75245            | 0.12                                      |
|         |   |  | 14-Feb-2020 | -5320                               | Transfer | 69925            | 0.12                                      |
|         |   |  | 21-Feb-2020 | -1655                               | Transfer | 68270            | 0.11                                      |
|         |   | 68270  | 31-Mar-2020 | 0                                   | Transfer | 68270            | 0.11                                      |
| 12      | UNIFI FINANCIAL PVT LTD   | 51842  | 30-Mar-2019 | 0                                   | Transfer | 51842            | 0.09                                      |
|         |   |  | 03-Jan-2020 | 23366                               | Transfer | 75208            | 0.12                                      |
|         |   | 75208  | 31-Mar-2020 | 0                                   | Transfer | 75208            | 0.12                                      |
| 13      | MOOSA KASIM MEHDI   | 75000  | 30-Mar-2019 | 0                                   | Transfer | 75000            | 0.12                                      |
|         |   |  | 30-Aug-2019 | 10                                  | Transfer | 75010            | 0.12                                      |
|         |   |  | 20-Dec-2019 | -1000                               | Transfer | 74010            | 0.12                                      |
|         |   | 74010  | 31-Mar-2020 | 0                                   | Transfer | 74010            | 0.12                                      |



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

| Sr. No. | Name                     | Shareholding at the beginning |                              | Date of    | Reason         | Increase / Decrease | Cumulative shares during end |                              |
|---------|--------------------------|-------------------------------|------------------------------|------------|----------------|---------------------|------------------------------|------------------------------|
|         |                          | Shares                        | % of Total Shares of company |            |                |                     | Shares                       | % of Total Shares of Company |
| 1       | PRAMOD MAHESHWARI        | 0                             | 0.00                         |            |                |                     | 0                            | 0.00                         |
| 2       | GAYATRI SHARMA           | 0                             | 0.00                         |            |                |                     | 0                            | 0.00                         |
| 3       | AMIRALI ESSABHAI RAYANI  | 1536000                       | 2.54                         |            |                |                     | 1536000                      | 2.54                         |
| 4       | MS. NARGIS MIRZA KABANI  | 0                             | 0.00                         |            |                |                     | 0                            | 0.00                         |
| 5       | MR. MUKESH MEHTA         | 0                             | 0.00                         |            |                |                     | 0                            | 0.00                         |
| 6       | MR. MADAN MOHAN JAIN     | 0                             | 0.00                         |            |                |                     | 0                            | 0.00                         |
| 7       | SAMIR A. RAYANI          | 1638750                       | 2.71                         |            |                |                     | 1638750                      | 2.71                         |
| 8       | AMIN A. RAYANI           | 1432500                       | 2.37                         | 26-02-2020 | By inheritance | 1171543             | 2604043                      | 4.30                         |
| 9       | HUSSEIN VAZIRALI RAYANI  | 830550                        | 1.37                         |            |                |                     | 830550                       | 1.37                         |
| 10      | KUMAR RAJU NANDIMANDALAM | 0                             | 0.00                         |            |                |                     | 0                            | 0.00                         |

## V. INDEBTEDNESS

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

(₹ in lakhs)

|  | Secured Loans Excluding Deposits | Unsecured Loans | Deposits   | Total Indebtedness |
|--|----------------------------------|-----------------|------------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |            |                    |
| i) Principal Amount  | 10,467.63                        | Nil             | Nil        | 10,467.63          |
| ii) Interest due but not paid                              | Nil                              | Nil             | Nil        | Nil                |
| iii) interest accrued nut not due                          | Nil                              | Nil             | Nil        | Nil                |
| <b>Total(i+ii+iii)</b>                                     | <b>10,467.63</b>                 | <b>Nil</b>      | <b>Nil</b> | <b>10,467.63</b>   |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                 |            |                    |
| • Addition   | Nil                              | Nil             | Nil        | Nil                |
| • Reduction  | 10,395.62                        | Nil             | Nil        | 10,395.62          |
| <b>Net Change</b>  | <b>10,395.62</b>                 | <b>Nil</b>      | <b>Nil</b> | <b>10,395.62</b>   |
| <b>Indebtedness at the end of the financial year</b>       |                                  |                 |            |                    |
| i) Principal Amount  | 72.01                            | Nil             | Nil        | 72.01              |
| ii) Interest due but not paid                              | Nil                              | Nil             | Nil        | Nil                |
| iii) Interest accrued but not due                          | Nil                              | Nil             | Nil        | Nil                |
| <b>Total (i+ii+iii)</b>                                    | <b>72.01</b>                     | <b>Nil</b>      | <b>Nil</b> | <b>72.01</b>       |



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time directors and /or Manager

(₹ in lakhs)

| Sr. No. | Particulars of Remuneration   | Name of MD/WTD/Manager  |                                    |   |   | Total Amount  |
|---------|---|---|------------------------------------|---|---|---------------|
|         |   | Amirali A. Rayani (Chairman)  | Amin A. Rayani (Managing Director) | Samir A. Rayani (Executive Whole time Director) | Hussein V. Rayani (Joint Managing Director) |               |
| 1.      | Gross salary  |   |                                    |   |   |               |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 36.00   | 34.20                              | 33.00   | 33.00                                       | 136.20        |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | Nil   | Nil                                | Nil   | Nil   | Nil           |
|         | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | Nil   | Nil                                | Nil   | Nil   | Nil           |
| 2.      | Stock Option  | Nil   | Nil                                | Nil   | Nil   | Nil           |
| 3.      | Sweat Equity  | Nil   | Nil                                | Nil   | Nil   | Nil           |
| 4.      | Commission - as % of profit - others, specify                                       | Nil   | Nil                                | Nil   | Nil   | Nil           |
| 5.      | Others, please specify  | Nil   | Nil                                | Nil   | Nil   | Nil           |
|         | <b>Total(A)</b>   | <b>36.00</b>  | <b>34.20</b>                       | <b>33.00</b>                                    | <b>33.00</b>                                | <b>136.20</b> |
|         | <b>Ceiling as per the Act</b>   | ₹ 226.84 lakhs, being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013) |                                    |   |   |               |

## B. Remuneration to other Directors (Independent Directors):

(₹ in lakhs)

| Sr. No. | Particulars of Remuneration                  | Name of Directors |                  |              |               | Total Amount |
|---------|--|-------------------|------------------|--------------|---------------|--------------|
|         |  | Madan Mohan Jain  | Kumar Raju Nandi | Mukesh Mehta | Nargis Kabani |              |
| 1       | <b>Independent Directors :</b>               |                   |                  |              |               |              |
|         | • Fee for attending board committee meetings | 2.10              | 1.10             | 2.30         | 0.80          | 6.30         |
|         | • Commission                                 | Nil               | Nil              | Nil          | Nil           | Nil          |
|         | • Others, please specify                     | Nil               | Nil              | Nil          | Nil           | Nil          |
|         | <b>Total (1)</b>                             | <b>2.10</b>       | <b>1.10</b>      | <b>2.30</b>  | <b>0.80</b>   | <b>6.30</b>  |



| Sr. No. | Particulars of Remuneration   | Name of Directors  |                  |              |               | Total Amount |
|---------|---|--|------------------|--------------|---------------|--------------|
|         |   | Madan Mohan Jain   | Kumar Raju Nandi | Mukesh Mehta | Nargis Kabani |              |
| 2       | <b>Others Non-Executive Directors</b>   |  |                  |              |               |              |
|         | <ul style="list-style-type: none"> <li>• Fee for attending board committee meetings</li> <li>• Commission</li> <li>• Other, please specify</li> </ul> | None   | None             | None         | None          | None         |
|         | <b>Total (2)</b>  | <b>Nil</b>   | <b>Nil</b>       | <b>Nil</b>   | <b>Nil</b>    | <b>Nil</b>   |
|         | <b>Total (B)=(1+2)</b>  | <b>2.10</b>  | <b>1.10</b>      | <b>2.30</b>  | <b>0.80</b>   | <b>6.30</b>  |
|         | <b>Total Managerial Remuneration/ sitting fees</b>  | <b>2.10</b>  | <b>1.10</b>      | <b>2.30</b>  | <b>0.80</b>   | <b>6.30</b>  |
|         | <b>Overall Ceiling as per the Act</b>   | ₹ 22.68 lakhs being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013) |                  |              |               |              |

**C. Remuneration to Key Managerial Personnel Other Than MD/MANAGER/WTD**

(₹ In lakhs)

| Sr. No. | Particular of Remuneration  | Key Managerial Personnel |                     |              |
|---------|---|--------------------------|---------------------|--------------|
|         |   | Pramod Maheshwari (CFO)  | Gayatri Sharma (CS) | Total Amount |
| 1.      | Gross salary  |                          |                     |              |
|         | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 41.39                    | 30.80               | 72.19        |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | Nil                      | Nil                 | Nil          |
|         | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | Nil                      | Nil                 | Nil          |
| 2.      | Stock Option  | Nil                      | Nil                 | Nil          |
| 3.      | Sweat Equity  | Nil                      | Nil                 | Nil          |
| 4.      | Commission<br>- as % of profit<br>- others, specify                                 | Nil                      | Nil                 | Nil          |
| 5.      | Others, please specify  | Nil                      | Nil                 | Nil          |
|         | <b>Total</b>  | <b>41.39</b>             | <b>30.80</b>        | <b>72.19</b> |

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

The Company, its directors or other officers were not subject to penalties/ punishment/ compounding of offences during the year under review.

By Order of the Board of Directors  
For Panama Petrochem Ltd

Amirali E Rayani  
Chairman  
DIN:00002616

Date: August 5, 2020  
Place: Mumbai



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The management of Panama Petrochem Ltd. presents the analysis of the Company for the year ended on March 31, 2020 and its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic and other developments both in India and abroad.

This management discussion and analysis ("MD&A") of Panama Petrochem Ltd. for the year ended on March 31, 2020 contains financial highlights but does not contain the complete financial statements of the Company. It should be read in conjunction with the Company's audited financial statements for the year ended on March 31, 2020.

### **GLOBAL ECONOMY**

The global economy in Calendar Year ('CY') 2019 has seen one of the slowest growth rates since the 2008 financial crisis. The International Monetary Fund ('IMF') estimates that the global GDP ('Gross Domestic Product') may have registered 2.9% growth in CY 2019, significantly lower than 3.6% in CY 2018, and that there will be a negative growth of 3% in CY 2020. A slowdown had been anticipated early in the financial year, because of the US-China trade relations, concerns over Brexit and the consequent stress on the global manufacturing and trade. Country-specific shocks such as liquidity crisis in the Indian banking sector and flooding in eastern Africa pulled down the performance of emerging market economies. Climate-related disasters, ranging from hurricanes in the Caribbean to drought and bushfires in Australia also affected global business sentiments.

The biggest calamity was the outbreak of coronavirus in the beginning of CY 2020, which grew from a local problem in China to a global pandemic in a matter of weeks in early CY 2020.

Lockdowns in most of the affected countries saved lives but were a huge blow to economic activities and the impact will be felt for a long time to come. To counter the losses and prevent a complete economic breakdown, governments and central banks around the world have unleashed unprecedented amounts of fiscal and monetary support. Nonetheless, warning of a recessionary effect was issued by top analysts.

### **INDIAN ECONOMY**

During FY 2019-20, the Indian economy has passed through a tough phase with declining growth rates. The Indian economy registered a growth of 4.2% in Financial Year ('FY') 2019-20, much lower than the 6.1% in FY 2018-19 (Source: IMF). Wage stagnation, job losses, rising rural unemployment rates, stressed non-banking financial companies and decline in credit growth caused a sharp drop in domestic demand. On the supply side, excess idle production capacity and lower private investments further dragged down economic activity.

The Government of India undertook initiatives such as liberalising sectors to attract foreign direct investments, upfront capital infusion in public sector banks to alleviate liquidity concerns and reducing corporate tax rates to revive private investments.

Following the Covid-19 outbreak, India implemented one of the strictest nationwide lockdowns in the world early on, in order to keep the infection numbers under control. This has resulted in mass unemployment in the lower income segment and staff downsizing across sectors. The restriction on free movement of goods and people disrupted supply chains and nearly wiped out the demand for non-essential goods and services. The Government of India announced ₹ 1.7 lakh crore relief package to help India's marginalised population tackle the challenges caused by the Covid-19 pandemic. This included direct cash transfer benefits to more than 8.7 crore Indian farmer families, free food and gas distribution, social and security measures for the organised sector and medical covers for health workers. The Reserve Bank of India ('RBI') provided a monetary stimulus by slashing the repo rate to 5.15%, a cut of 135 basis points in FY 2019-20, to boost demand and private consumption.

### **INDUSTRY OVERVIEW**

Due to the ongoing geopolitical and economic situation in the world, there has been significant slowdown of economic activities and significant volatility in crude oil prices during March 2020 and subsequent to the year end.





Throughout the year, crude oil prices were under pressure due to increase in US production which muted the impact on prices due to, drone attacks on oil production facilities in Saudi Arabia, OPEC+ production cuts, and US sanctions on Iran and Venezuela. However, with COVID-19 destroying demand, coupled with the delay in OPEC+ in agreeing on production cuts, the oil market is in turmoil with prices falling over 70% since October 2019.

FY 2019-20 witnessed volatile energy price environment, which echoed in petrochemical feedstock and product prices. Global macro factors such as trade barriers, excess capacities, geo-political uncertainties and regulatory pressure, among others, weighed on demand and price, resulting in decline in petrochemicals margins.

**BUSINESS OVERVIEW**

Established in 1982, Panama Petrochem Ltd., today is one of the India’s leading manufacturers and exporters for various kinds of Petroleum specialties. Company’s diverse range of products includes Mineral Oils, Liquid Paraffins, Transformer Oils, Petroleum Jellies, Ink Oils, and other Petroleum Specialty Products.

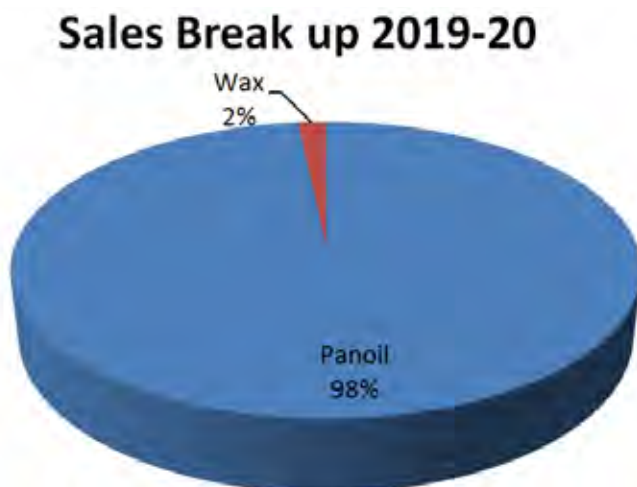
**MANUFACTURING FACILITIES**

The Company has adequate manufacturing capacity to cater the domestic as well as International requirements. Its four manufacturing units, all located in western India, namely in Ankleshwar (Gujarat), Daman (Union Territory), Taloja (Raigadh, Maharashtra) and Dahej (Bharuch, Gujarat). The Company’s products are exported to more than 40 countries globally. The Company has the certification of being a Star Export House. The Company has a fully equipped state-of-the-art Research and Development Center at its Ankleshwar unit where it formulates new and value-added products. The Company manufactures more than 80 product variants used across 6-7 broad industry segments. The Company is accredited as ISO 9001:2008 certification by Benchmark.

The Company develops customized products as per client specification in the field of petroleum and feeds to various industries like Printing Ink, Resin, Cosmetics, Rubber products, Pharmaceuticals, Engineering, and Chemicals including Petro Chemicals.

Over the years, the Company has formed strong relations with its clientele, comprising of leading names across sectors. Its ability to offer customized products complying with global quality standards has enabled to generate not only repeat business from existing clients, but also general referral business from new clients.

**PRODUCT WISE SALES BREAK UP FOR THE FINANCIAL YEAR 2019-20**



Panoil is the key product of the Company, it has various variants depending upon its end use application.



**FUTURE OUTLOOK**

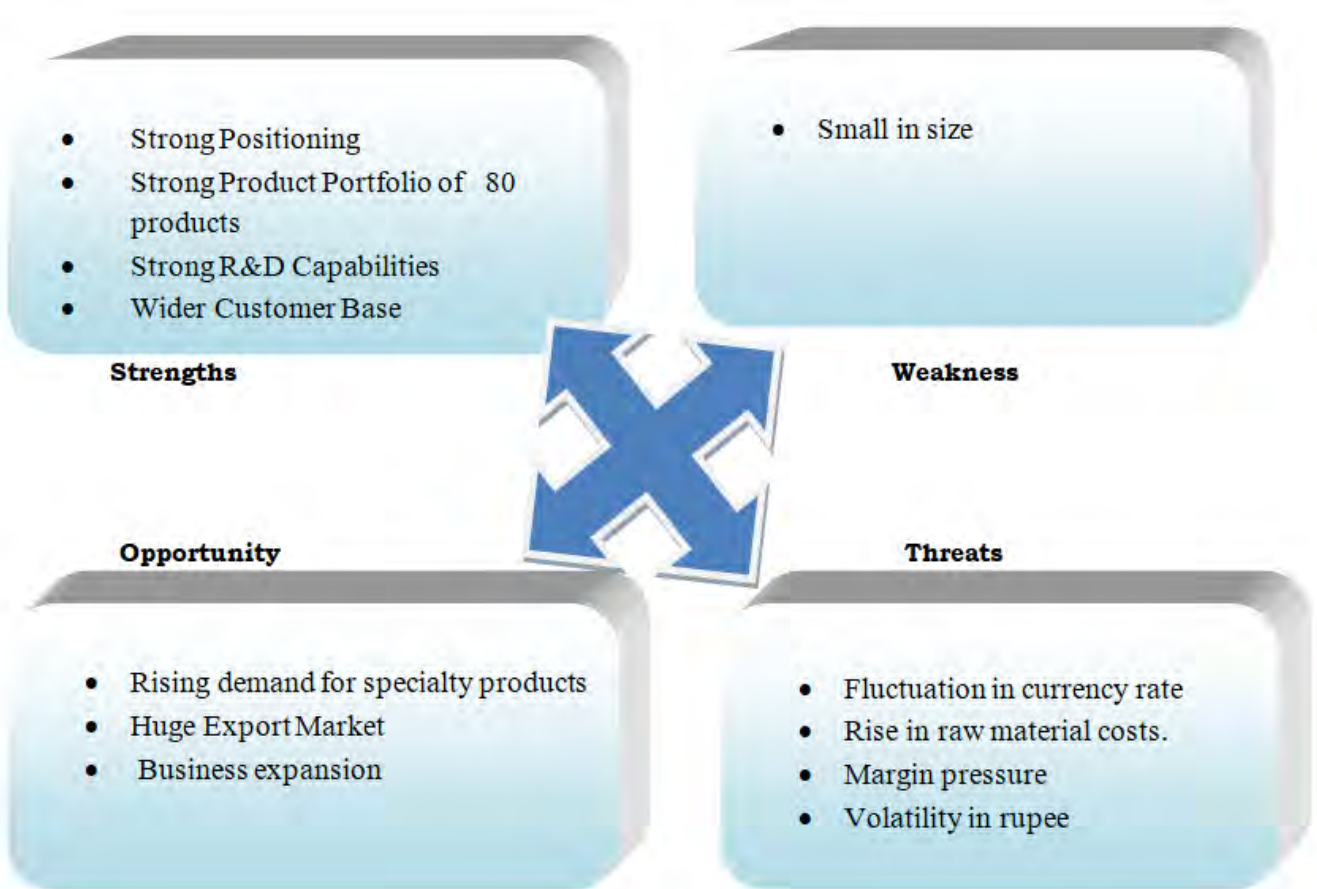
Recent round of policy rate cuts announced by the Reserve Bank of India are expected to alleviate the tight credit conditions that have persisted since the second half of FY 2019-20 and thus provide a boost to the industrial sector.

The aggregate demand of all the key segments in the petrochemical industry is likely to regain a sharp positive trajectory, with key players aiming to ramp up scale.

The Company is planning to expand its operations to withstand against the negative market forces. The Company is hopeful to override the adverse effects of the price fluctuations in the petroleum industry by resorting to bulk purchases and cost control measures.

It is management’s view that the Company will continue to strengthen its financial position with stable production volumes and positive improvements in Commodity prices.

**SWOT PROFILE**



**OPPORTUNITIES:**

The recent positive signs emerging from the western world, augur well for our international business more particularly for some of the specialized products strategically earmarked for export markets.



With increasing industrialization, focus on infrastructural development and outsourcing boom, the demand for the petroleum products manufactured by the Company is likely to further improve in the coming years. Demand for intermediates, specialty chemicals etc. will increase the demand for petroleum specialty products. This will result in a significant growth in this industry. Growing demand from the rubber industry, personal care industry, and power sector will lead to a strong demand in petroleum products. The relationship established by the company with the clientele would help in further growth in its business. Moreover, the company has been increasing its presence in the export markets like USA, Africa, Europe and Asia.

**THREATS:**

Changes in Government policies, especially regarding import of Base Oil will have an adverse impact on the performance of the Company. However, considering the multifarious purposes for which it is used and the domestic supplies are not adequate to meet the domestic demand, the possibilities for such adverse changes in Government policies appear to be remote.

**RISKS AND CONCERNS**

- **Strategic and Commercial Risks**

Company's financial performance is subject to the fluctuating prices of crude oil and downstream petroleum products. Prices of products are affected by supply and demand, both globally and regionally. Factors that influence fluctuations in crude prices and crude availability include operational issues, natural disasters, political instability, economic conditions and Government pricing policy of petroleum products among others.

- **Environmental Risks**

All phases of the oil business present environmental risks and hazards. As a result, they are subject to environmental regulation pursuant to a complex blend of federal, provincial, and municipal laws and regulations. The Company is in compliance with current applicable environmental rules and regulations.

- **Financial Risks**

Financial risks associated with the petroleum industry include fluctuation in commodity prices, interest rates, and currency exchange rates and profitability of the Company depends on the prices and availability of the base oils. Foreign exchange risk is tracked and managed within the risk management framework. The interest rate risk is managed by the Company through various financial instruments available to convert floating rate liabilities into fixed rate liabilities or vice-versa.

- **Operational Risks**

Operational risks include competitive environmental factors, reservoir performance uncertainties and dependence upon third parties for commodity transportation & processing and a complex regulatory environment. The Company closely follows the applicable government regulations. The Company carries insurance coverage to protect itself against those potential losses that could be economically insured.

- **Cyber Security Risks**

The use of information and telecommunication technologies is increasing, resulting in greater security threats to its digital infrastructure. A breach of its digital security or disruptions to its digital infrastructure, due to intentional actions, such as cyber-attacks or human error could lead to serious impacts to its businesses. These impacts may include injury to staff, loss of control, impact on continuity or damage to assets and services, harm to the environment, the loss of sensitive data or information, legal and regulatory breaches and reputational damage. But the Company continues to strengthen its responses to cyber security threats through proactive and reactive risk mitigations.

**• Safety Risks**

Safety is an ever-evolving journey. The company's manufacturing facilities have adopted Safety Management System. Regular audits are conducted to assess the on-ground implementation of various processes prescribed by Safety Management System. Critical safety incidents are studied by the senior leadership.

**PERFORMANCE**

The year under review was a challenging year. Earnings before Interest, Depreciation, and Tax & Amortization on a standalone basis decreased by 51.14 % to ₹ 3965.69 lakhs.

Net Profit on a standalone basis reduced by 52.04 % to ₹ 1,822.60 lakhs.

The consolidated revenue from operations of the Company for the year ended March 31, 2020 was ₹ 100,275.39 lakhs a reduced by 21.00 % on a Year on Year basis. Net Profit on a consolidated basis reduced by 44.53 % to ₹ 2,877.75 lakhs.

EPS on standalone basis also come down from ₹ 6.28 to ₹ 3.01.

Revenue from operation decreased by 24.55% due to lower price realisations with weaker demand in well-supplied markets.

Capacity addition across key petrochemical products significantly outpaced demand growth, pushing down prices and margins to multi-year low.

**KEY FINANCIAL RATIOS****Standalone**

1. Interest Coverage Ratio was 2.62 times compared to 3.95 times for the previous year. The Company continues to have a high interest coverage ratio.
2. Debt to Equity Ratio was at 0.19 as compared to the previous year's 28.06. A very low debt to equity ratio indicates a strong ability to repay its debt obligations.
3. Return on Net Worth ('RONW') reduced from 10.19 % to 4.77% over the previous year due to drop in profit after tax from ₹ 3800.54 in FY 2018-19 to ₹ 1822.60 lakhs in FY 2019-20.

**Consolidated**

1. Debt to Equity ratio stood at 11.48% as on March 31, 2020, as against 38.64% as on March 31, 2019. The Company's very low debt to equity ratio indicates a strong financial position to repay its debt obligations.
2. RONW reduced from 12.54% to 6.65% over the previous year due to reduction in profit after tax from ₹ 5188.3737 Lakhs to ₹ 2877.75 Lakhs.

**HUMAN RESOURCE / INDUSTRIAL RELATIONS**

The Company recognizes the importance and contribution of its human resources for its growth & development and values their talent, integrity and dedication. The Company offers a highly entrepreneurial culture with a team based approach that we believe encourages growth and motivates its employees. The Company has been successful in attracting and retaining key professionals and intends to continue to seek fresh talent to further enhance and grow its business.

It is the people that make an organization. With human resources department being the custodian of all people related processes, it becomes the critical success factor in organisational success. The HR works with an objective of aligning the aspirational



needs of the people with the organizational objectives of sustained growth, market leadership and cost competitiveness. Its sole aim is to build Shree as an exemplary organisation that inspires excellence every day. People development has been a constant focus of HR.

**SUSTAINABILITY**

It has been a constant endeavour of the Company to formulate, adopt and improve its business model embracing both sustainability and growth agenda. This model helps us build efficiencies to achieve sustainable business performance. As part of our sustainability agenda, we focus on conservation of environment, natural resources and energy efficiency. Our operational strategy is built on a long term commitment to experiment and implement new ideas for improving efficiencies and minimizing the use of input resources. Our continued endeavours towards improving productivity and efficiency of all processes, equipment and systems as well optimization measures have made the Company as one of the most efficient player in terms of energy consumption and resource utilization.

Focus on renewable energy continues to remain a thrust area in our sustainability agenda. This has helped Company in conserving precious natural resources.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has in place, adequate internal control systems and procedures covering all the financial and operating functions. These have been designed to provide adequate assurance to the management regarding compliance with the accounting standards by maintenance of appropriate accounting records, monitoring the economy and efficiency of operations, protecting the assets of the Company from losses and ensuring the reliability of financial and operational information through proper compliance with the statutory enactments and its rules and regulations.

The Company has an effective and adequate internal audit and control system. The Internal audits are conducted by firm of Chartered Accountants, ably supported by an internal team staffed with qualified and experienced people. All operational activities are subject to internal audits at frequent intervals. The existing audit and inspection procedures are reviewed periodically to enhance their effectiveness, usefulness and timeliness.

The Audit Committee of the Board of Directors, regularly reviews the findings of the internal auditors, adequacy of internal controls, financial controls, compliance with the accounting standards, as well as recommends to the Board, the adoption of the quarterly and annual results of the Company and appointment of auditors. The Audit Committee also reviews the related party transactions, entered into by the Company during each quarter.

**CAUTIONARY STATEMENT**

Readers are cautioned that this Management Discussion and Analysis may contain certain forward looking statements based on various assumptions on the Company's present and future business strategies and the environment in which it operates. The Company's actual performance may differ materially from those expressed or implied in the statement as important factors could influence Company's operations such as effect of political conditions in India and abroad, economic development, new regulations and Government policies and such other factors beyond the control of the Company that may impact the businesses as well as its ability to implement the strategies.

By Order of the Board of Directors  
**For Panama Petrochem Ltd**

**Date : August 5, 2020**  
**Place : Mumbai**

**Amirali E. Rayani**  
**Chairman**  
**DIN:00002616**



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## **REPORT ON CORPORATE GOVERNANCE**

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The fundamental principle of Corporate Governance is achieving sustained growth legally and ethically and in the best interest of all stakeholders. It is not mere compliance of laws, rules and regulations, but a commitment to values, best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility.

Your Company's Corporate Governance philosophy is to continuously strive to attain higher levels of accountability, transparency, responsibility, and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, shareholders, suppliers, bankers and the communities in which we operate.

Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

Your Company believes that Good Corporate Governance is essential ingredient of any business, a way of life rather than a mere legal compulsion.

The Company is conscious of its responsibility as a good corporate citizen. The Company values transparency, professionalism, and accountability.

Your Company is in compliance with the requirements of Corporate Governance stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

### **2. BOARD OF DIRECTORS**

#### **(a) Composition**

The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholder value. Your Company has an engaged and well informed Board with qualifications and experience in diverse areas. The Board composition is in conformity with the Listing Regulations and the Companies Act, 2013 ('the Act').

The Company recognizes and embraces the importance of a diverse Board in its success and it believes that a truly diverse Board would leverage differences in thought, perspective, knowledge, skill and industry experience, which will enrich Board discussions and enable effective decision making. The Board has an optimal mix of Executive and Non-Executive Directors who have considerable expertise in their respective fields including competencies required in context of Company's businesses. The Board effectively separates the functions of governance and management and balances deliverables.

As on March 31, 2020 Your Company's Board comprises of 8 Directors with considerable experience in their respective fields. Of these 4 are Executive Directors and 4 Non Executive (Independent) Directors. The Chairman of the Board is an Executive Director.

All Directors possess relevant qualifications and experience which enable them to effectively contribute to the Company in their capacity as Directors.

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (Committees being Audit Committee and Stakeholders Relationship Committee), across all the Companies in which he/ she is a Director.



None of the Directors holds office in more than 20 companies and in more than 10 public companies. All Directors are also in compliance of the limit on Independent Directorships of listed companies as prescribed in Regulation 25 (1) of the Listing Regulations.

**Board Composition as on March 31, 2020**



**(b) Meetings and attendance during the year**

Four Board Meetings were held during the financial year April 1, 2019 to March 31, 2020. The maximum gap between any two Board meetings was less than One Hundred and Twenty days.

The agenda was circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board to arrive at appropriate decisions. The information as required under Part A of Schedule II to the Listing Regulations is made available to the Board. The Company Secretary, in consultation with the Chairman & Managing Director, drafts the agenda of the meetings.

At Board Meetings, the Chairman apprises the Board on the overall performance of the Company. The Board also, inter alia, reviews the quarterly, half-yearly and annual financial results, compliance reports on all laws applicable to the Company, minutes of Board Meetings of subsidiaries and minutes of meetings of Committees of the Board. In addition, the Board is kept informed of all major events. Based on the agenda, members of the senior leadership are invited to attend the Board Meetings, which brings in requisite accountability and provides developmental inputs.

Details of attendance of Directors in the Board Meetings during the financial year April 1, 2019 to March 31, 2020 are as under:

| Sr. no. | Name of the Director  | Category of Directorship | Attendance details      |  |          |
|---------|-----------------------|--------------------------|-------------------------|--|----------|
|         |                       |                          | Board Meetings Attended | % of total meetings attended during the tenure as a Director | Last AGM |
| 1       | Mr. Amirali E. Rayani | Executive Director       | 4                       | 100  | Yes      |
| 2       | Mr. Amin A. Rayani    | Executive Director       | 4                       | 100  | Yes      |
| 3       | Mr. Hussein V. Rayani | Executive Director       | 3                       | 75   | No       |



| Sr. no. | Name of the Director         | Category of Directorship  | Attendance details      |  |          |
|---------|------------------------------|---------------------------|-------------------------|--|----------|
|         |                              |                           | Board Meetings Attended | % of total meetings attended during the tenure as a Director | Last AGM |
| 4       | Mr. Samir A. Rayani          | Executive Director        | 4                       | 100  | Yes      |
| 5       | Mr. Mukesh Mehta             | Independent Non-Executive | 4                       | 100  | Yes      |
| 6       | Mr. Madan Mohan Jain         | Independent Non-Executive | 4                       | 100  | Yes      |
| 7       | Ms. Nargis Mirza Kabani      | Independent Non-Executive | 2                       | 50   | No       |
| 8       | Mr. Kumar Raju Nandimandalam | Independent Non-Executive | 4                       | 100  | No       |

#### Number of Board Meetings held and the dates of the Board Meeting

During the Financial Year April 1, 2019 to March 31, 2020, 4 (Four) meetings were held on the following dates: May 24, 2019, August 14, 2019, November 07, 2019, and February 11, 2020

#### (c) Number of Other Companies or Committees the Director is a Director / Member / Chairman:

| Name of the Director & Designation | Category                                     | Directorship held in other listed entities | No. of positions held in other Public Companies |            |              |
|------------------------------------|--|--|---|------------|--------------|
|                                    |  |  | Board   | Committee  |              |
|                                    |  |  |   | Membership | Chairmanship |
| Mr. Amirali E. Rayani              | Executive Director (Chairman)                | Nil  | Nil   | Nil        | Nil          |
| Mr. Amin A. Rayani                 | Executive Director (Managing Director & CEO) | Nil  | Nil   | Nil        | Nil          |
| Mr. Hussein V. Rayani              | Executive Director (Joint Managing Director) | Nil  | Nil   | Nil        | Nil          |
| Mr. Samir A. Rayani                | Executive Director                           | Nil  | Nil   | Nil        | Nil          |
| Mr. Madan Mohan Jain               | Independent & Non Executive Director         | Nil  | Nil   | Nil        | Nil          |
| Mr. Mukesh Mehta                   | Independent & Non Executive Director         | Nil  | Nil   | Nil        | Nil          |
| Ms. Nargis Mirza Kabani            | Independent & Non Executive Director         | Nil  | Nil   | Nil        | Nil          |
| Mr. Kumar Raju Nandimandalam       | Independent & Non Executive Director         | Nil  | Nil   | Nil        | Nil          |

1. Excludes Directorships in Associations, Private Limited Companies, Foreign Companies, Government Bodies and Companies registered under Section 8 of the Companies Act, 2013.
2. Only Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for committee positions.





3. *Mr. Amirali E. Rayani & Mr. Amin A. Rayani are directly related to each other, Mr. Samir A. Rayani & Mr. Hussein V. Rayani are members of the extended family.*

**(d) Independent Directors**

The Independent Directors have submitted declaration(s) that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations. The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirm that the Independent Directors fulfill the conditions of independence specified in the Listing Regulations and are independent of the management of the Company.

The Company has also issued formal appointment letters to all the Independent Directors in the manner provided under the Companies Act, 2013 read with the Rules issued thereunder. A sample letter of appointment/ re-appointment containing the terms and conditions, issued to the Independent Directors, is posted on the Company's website.

Based on intimations/disclosures received from the Directors periodically, none of the Directors of the Company hold memberships/Chairmanships more than the prescribed limits.

**(e) Selection of Independent Directors**

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

**(f) Board and Director Evaluation and criteria for evaluation**

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors (including independent directors), as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include inter alia, degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director & CEO.

**(g) Familiarization Programme for Independent Directors**

The Company has an orientation programme upon induction of new Directors, as well as other initiatives to update Directors on a continuous basis. The Company also has an ongoing familiarization programme for its Independent Directors, with the objective of familiarizing them with the Company, its operations and business model, nature of the industry Corporate Overview Statutory Reports Financial Statements and environment in which it operates, the regulatory environment applicable to it, the CSR projects undertaken by the Company and also the roles, rights and responsibilities of Independent Directors. During the year, the Company organized several familiarization programmes for Directors.



The familiarization programme for Independent Directors is disclosed on the Company's website at the following web link: <http://panamapetro.com/wp-content/uploads/2018/04/Microsoft-Word-familiarization-programme.pdf>

**(h) Separate Meeting of Independent Directors**

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on November 07, 2019, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations.

At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All Independent Directors of the Company attended the Meeting of Independent Directors. Mr. Madan Mohan Jain chaired the Meeting.

**(i) Skills, Expertise and Competencies of the Board**

The Board of Directors has, identified the following core skills/ expertise/competencies of Directors as required in the context of business of the Company for its effective functioning:

- Leadership experience in managing companies and associations including general management
- Financial skills: Understanding the financial statements, financial controls, risk management, mergers and acquisition, etc.
- Experience in human resources and communication
- Relevant experience and knowledge in the matters of Safety and Corporate Social Responsibility including environment, sustainability, community and values.
- Sales & Marketing: Experience in sales and marketing management based on understanding of industry
- General management/Governance: Strategic thinking, decision making and protect interest of all stakeholders
- Expertise in the field of science and knowledge in the field petroleum industry



On the basis of the above-mentioned skill matrix, the skills which are currently available with the Board are as under:-

| Directors                    | Leadership experience | Financial skills | Experience in human resources and communication | Safety and Corporate Social Responsibility | Sales & Marketing | General management/Governance | Expertise in the field of science and knowledge |
|------------------------------|-----------------------|------------------|---|--|-------------------|-------------------------------|---|
| Mr. Amirali E. Rayani        | ✓                     | ✓                |   | ✓  | ✓                 | ✓                             |   |
| Mr. Amin A. Rayani           | ✓                     | ✓                |   | ✓  | ✓                 | ✓                             |   |
| Mr. Hussein V. Rayani        | ✓                     |                  |   |  | ✓                 | ✓                             | ✓   |
| Mr. Samir A. Rayani          | ✓                     |                  |   | ✓  | ✓                 | ✓                             | ✓   |
| Mr. Madan Mohan Jain         |                       | ✓                |   |  |                   | ✓                             | ✓   |
| Mr. Mukesh Mehta             | ✓                     | ✓                |   | ✓  | ✓                 |                               |   |
| Ms. Nargis Mirza Kabani      |                       |                  | ✓   |  |                   | ✓                             |   |
| Mr. Kumar Raju Nandimandalam | ✓                     | ✓                |   |  |                   | ✓                             | ✓   |

**3. AUDIT COMMITTEE**

**(a) Terms of Reference of Audit Committee**

The Committee’s composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

Role of Audit Committee inter alia, includes the following:

- Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of statutory auditors, including cost auditors, and fixation of audit fees and other terms of appointment.
- Approving payment to statutory auditors for any other services rendered by them.
- Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors’ Responsibility Statement to be included in the Directors’ Report .
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by the management.
  - Significant adjustments made in financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of related party transactions.
  - Qualifications in draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.



- Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing and monitoring the auditors independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management, performance of statutory auditors, including cost auditors and internal auditors, adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- Discussion with internal auditors, any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and reporting the matter to the Board.
- Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background of the candidate.
- Carrying out such other functions as may be specifically referred to the Committee by the Company's Board of Directors and/or other Committees of Directors.
- Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.
- Reviewing the following information:
  - The Management Discussion and Analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - Management letters/letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and
  - The appointment, removal and terms of remuneration of internal auditors / chief internal auditor.



**(b) Composition, name of Members, Chairman and their attendance at meetings during the year**

The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and the provisions of Section 177 of the Companies Act, 2013. All members of the Committee are financially literate.

During the Financial Year April 1, 2019 to March 31, 2020, 4 (Four) meetings were held on the following dates:

May 24, 2019, August 14, 2019, November 07, 2019, and February 11, 2020

The gap between two meetings did not exceed 120 days.

The attendance of each member of the committee is given below.

| <b>Name of the Member</b>        | <b>Attendance at the Audit Committee Meeting</b> | <b>% of total meetings attended during the tenure as a Director / Secretary</b> |
|----------------------------------|--|---|
| Mr. Madan Mohan Jain ( Chairman) | 4  | 100   |
| Mr. Mukesh Mehta(Member)         | 4  | 100   |
| Mr. Samir A. Rayani (Member)     | 4  | 100   |
| <b>Company Secretary</b>         |  |   |
| Ms. Gayatri Sharma               | 4  | 100   |

During the year, the Audit Committee reviewed key audit findings covering operational, financial and compliance areas. Risk mitigation plans covering key risks affecting the Company were presented to the Committee.

The meetings of the Audit Committee are usually attended by the Chairman, the Chief Financial Officer, the Head of Internal Audit, the Company Secretary and a representative of the Statutory Auditors. The Business and Operation Heads are invited to the Meetings, when required. The Company Secretary acts as the secretary to the Committee. Occasionally, the Audit Committee also meets without the presence of any Executives of the Company.

The Chairman of the Audit Committee, Mr. Madan Mohan Jain was present at the Annual General Meeting of the Company held on September 17, 2019.

**4. NOMINATION AND REMUNERATION COMMITTEE**

The Committee's constitution and terms of reference are in compliance with Provisions of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

**(a) Terms of Reference of Nomination and Remuneration Committee, inter alia, includes the following**

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



- To devise a policy on Board diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- To ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

**(b) Composition, name of Members, chairman and their attendance at meetings during the year**

During the Financial Year April 1, 2019 to March 31, 2020, 2 (two ) meetings was held on May 24, 2019 and February 11, 2020.

| <b>Name of the Member</b>       | <b>Attendance at the Nomination &amp; Remuneration Meeting</b> | <b>% of total attended during the tenure as a Director / Secretary</b> |
|---------------------------------|--|--|
| Mr. Mukesh Mehta (Chairman)     | 2  | 100  |
| Mr. Madan Mohan Jain (Member)   | 2  | 100  |
| Ms. Nargis Kabani (Member)      | 1  | 50   |
| Ms. Gayatri Sharma( secretary ) | 2  | 100  |

The Chairman of the Nomination and Remuneration Committee, Mr. Mukesh Mehta was present at the Annual General Meeting of the Company.

**(c) Remuneration Policy of the Company**

The Company’s philosophy for remuneration of Directors, key managerial personnel and senior management is based on the commitment of fostering a culture of leadership with trust.

The Company has adopted a Policy for remuneration of Directors, Key Managerial Personnel and other employees, which is aligned to this philosophy. The key factors considered in formulating the Policy are as under:

- (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (ii) remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.



The key principles governing the Company's Remuneration Policy are as follows:

**Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

- **Fixed pay:**

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- **Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**Remuneration to Non- Executive / Independent Director:**

- **Remuneration / Commission:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

- **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed ₹ One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

- **Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

No remuneration is paid to any Non-Executive Directors during the financial year April 1, 2019 to March 31, 2020 except sitting fee for attending Board meetings and committee meetings.



(d) Details of the Executive Directors Remuneration for the financial year ended March 31, 2020

(₹ in lakhs)

| REMUNERATION |   | DIRECTORS  |                       |                       |                            |  |
|--------------|---|--|-----------------------|-----------------------|----------------------------|--|
|              |   | Executive Directors  |                       |                       |                            |  |
|              |   | Mr. Amirali<br>E. Rayani   | Mr. Amin<br>A. Rayani | Mr. Samir<br>A Rayani | Mr.<br>Hussein<br>V.Rayani | Non-<br>Executive<br>Directors                                       |
| (a)          | Salary & Allowances (fixed)                                   | 36.00  | 34.20                 | 33.00                 | 33.00                      | Nil  |
| (b)          | Benefits & Perquisites  | Nil  | Nil                   | Nil                   | Nil                        | Nil  |
| (c)          | Bonus / Commission Additional Salary                          | Nil  | Nil                   | Nil                   | Nil                        | Nil  |
| (d)          | Pension, Contribution to Provident fund & Superannuation Fund | Nil  | Nil                   | Nil                   | Nil                        | Nil  |
| (e)          | Stock Option Details(if any)                                  | The Company has not offered any Stock Options to its employees.                            |                       |                       |                            |  |
| (f)          | Notice period   | The Agreement may be terminated by either party giving the other party six months' notice. |                       |                       |                            | Reasonable (to be decided by the Board) written notice, to be served |
| (g)          | Severance fess  | Nil  |                       |                       |                            | Nil  |

**Note:**

- i. The agreement with each Executive Director is for a period of 5 years.
- ii. There were no performance linked incentive paid to the directors for the year 2019-20

(e) Details of the Sitting Fees paid to Non-Executive Directors for the financial year ended March 31, 2020

(₹ in lakhs)

| Name of the Non-Executive Director | Amount of Sitting Fees Paid |
|------------------------------------|-----------------------------|
| Mr. Madan Mohan Jain               | 2.10                        |
| Mr. Mukesh Mehta                   | 2.30                        |
| Ms. Nargis Mirza Kabani            | 0.80                        |
| Mr. Kumar Raju Nandimandalam       | 1.10                        |

(f) Shareholdings of Non-Executive Directors

None of the Non-Executive Directors held shares in the Company as on March 31, 2020.

**5. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Board has constituted Stakeholders Relationship Committee in accordance with the Provisions of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

**Terms of Reference of Stakeholders Relationship Committee**

- To look into redressing shareholders and investors' complaints and to expedite the process of redressal of complaints like transfer of shares, non-receipt of annual report, non-receipt of declared dividends etc. and carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.





**(a) Composition, name of Members, chairman and their attendance at meetings during the year**

| <b>Name of the Member</b>      | <b>Attendance at the Stakeholders Relationship Committee Meeting</b> | <b>% of total attended during the tenure as a Director / Secretary</b> |
|--------------------------------|--|--|
| Mr. Mukesh Mehta ( Chairman )  | 4  | 100  |
| Mr. Madan Mohan Jain( Member)  | 4  | 100  |
| Mr. Amin A. Rayani (Member)    | 4  | 100  |
| Mr. Amirali E. Rayani (Member) | 4  | 100  |
| <b>Company Secretary</b>       |  |  |
| Ms. Gayatri Sharma             | 4  | 100  |

**(b) Meetings of the Committee**

During the Financial Year April 1, 2019 to March 31, 2020, 4 (Four) meetings were held on the following dates: May 24, 2019, August 14, 2019, November 07, 2019, and February 11, 2020

**(c) Name & Designation of the Compliance Officer**

Ms. Gayatri Sharma, Company Secretary is the Compliance Officer of the Company.

**(d) Redressal of Complaints**

Shareholders may send their complaint for redressal to the email ID: [cs@panamapetro.com](mailto:cs@panamapetro.com)

**(e) No. of Complaints received, resolved and pending during the financial year:**

During the financial year, the company has received four complaints from the shareholders, all of which have been resolved. There was no pending complaint from any shareholder as on March 31, 2020.

**6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'corporate social responsibility policy' and observe practices of Corporate Governance at all levels.

The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

**(a) Terms of Reference of the Committee, inter alia, includes the following**

- To formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made there under.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of the framework of the CSR Policy.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.



The Board has adopted the CSR Policy as formulated and recommended by the Committee. The same is displayed on the website of the Company. The Annual Report on CSR activities for the year 2019-20 forms a part of the Directors' Report.

**(b) Composition of Corporate Social Responsibility Committee**

During the Financial Year April 1, 2019 to March 31, 2020, 2 (Two) meetings were held on the following dates: May 24, 2019 and February 11, 2020.

| <b>Name of the Member</b>  | <b>Attendance at the Corporate Social Responsibility Committee Meeting</b> | <b>% of total attended during the tenure as a Director / Secretary</b> |
|--|--|--|
| Mr. Mukesh Mehta<br>(Independent & Non Executive Director- Chairman) | 2  | 100  |
| Mr. Amin A. Rayani<br>(Managing Director & CEO- Member)              | 2  | 100  |
| Ms. Nargis Kabani<br>(Member)  | 1  | 50   |
| <b>Company Secretary</b>   |  |  |
| Ms. Gayatri Sharma   | 2  | 100  |

**7. GENERAL BODY MEETINGS**

**(a) Particulars of past three Annual General Meetings of the Company**

| <b>Year</b> | <b>Date</b>       | <b>Venue</b>  | <b>Time</b> | <b>No. of Special Resolution(s) passed</b> |
|-------------|-------------------|---|-------------|--|
| 2017        | September 18,2017 | Plot No. 3303, G.I.D.C. Estate, Ankleshwar - 393 002, Gujarat   | 11:30 A.M   | 0  |
| 2018        | August 20,2018    | Rajmahal Conference hall of Hotel Lords Plaza at C 4/6, GIDC, Old National Highway No. 8, Ankleshwar, Gujarat 393 002 | 11:30 A.M   | 1  |
| 2019        | September 17,2019 | Conference hall of Hotel Lords Plaza at C 4/6, GIDC, Old National Highway No. 8, Ankleshwar, Gujarat 393 002          | 11:30 A.M   | 5  |

**(b) Postal Ballot**

The Company had not conducted any postal ballot during the year.

**(c) Disclosure Regarding appointment /re-appointment of Director in the ensuing AGM**

As required under Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2, particulars of the Directors seeking appointment/ re-appointment are provided in the notice convening this meeting.

**8. CODE OF CONDUCT**

The Company has adopted the Code of Conduct for all Board members and senior management which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. The Code is posted on the Company's website. All Board members and senior management personnel (as per Regulation 26 (3) of the Listing Regulations) have affirmed compliance with the applicable Code of Conduct.

A declaration to this effect, signed by the Managing Director & CEO forms part of this Report.

Apart from receiving sitting fees that they are entitled to under the Companies Act, 2013 as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its promoters, its Directors, its senior management or its subsidiaries and associates. None of the Non- Executive Directors are inter-related to each other.

The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

**9. SUBSIDIARIES**

The Board of Directors of the Company has approved a Policy for determining Material Subsidiaries which is in line with the Listing Regulations as amended. The said policy has been uploaded on the website of the Company. Panol Industries RMC FZE becomes a material subsidiary in the current accounting year as per the thresholds laid down under the Listing Regulations, and accordingly requirements relating to composition of Board of Directors of Unlisted Material subsidiary is complied with.

The Company's Audit Committee reviews the consolidated financial statements of the Company as well as the financial statements of the subsidiaries, including the investments made by the subsidiaries. The minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiary of the Company are periodically placed before the Board of Directors of the Company.

**10. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

As per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), the Company has formulated and implemented a Code of Conduct for Regulating, Monitoring and Reporting of trading by the Designated Persons and their immediate relatives.

All the Designated Persons as defined in the Code are governed by this Code. The Company has also formulated and uploaded on its website the Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information as envisaged under Regulation 8(1) of above regulations and nominated Company Secretary

As required under Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulation, 2015 (as amended), Audit Committee of the Board of Directors of the Company has reviewed the Compliances with the provisions of these regulations and has also verified the internal control systems in this respect and the same are adequate and operating effectively.

**11. DISCLOSURES****(a) Related Party Transactions**

There are no materially significant related party transactions with its Promoters, Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the Company at large. The other related party transactions are given in Notes to Accounts annexed to and forming the part of Balance Sheet and Profit and Loss Account of the Company. The Company has formulated a Related Party Transactions



Policy and the same is displayed on the Company's website at the web link <http://panamapetro.com/wp-content/uploads/2016/01/Related-Party-Transactions.pdf>

**(b) Non-compliance by the Company, Penalties, Strictures**

There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

**(c) Disclosure of Risk management**

The Company has a well defined risk management framework in place. The Company periodically places before the Audit Committee and the Board the key risks and the risk assessment and mitigation procedures followed by the Company.

**(d) Whistle Blower Policy**

The Company has formulated a policy for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct .The policy also lays down the mechanism to prohibit managerial personnel from taking adverse action against employees, who are disclosing in good faith alleged wrongful conduct on matter of public concern involving violation of law, mismanagement, misappropriation of public funds etc.

The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee

**(e) Material Subsidiary**

The Company has formulated a policy for determining material subsidiaries and the Policy is disclosed on the Company's website at the web link. <http://panamapetro.com/wp-content/uploads/2015/12/Subsidiary-Policy.pdf>

**(f) Disclosure of Accounting Treatment**

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

**(g) Details of compliance with mandatory requirements**

The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance. A certificate from the practicing Company Secretary to this effect has been included in this report.

**(h) Managing Director & CEO and the Chief Financial Officer certification**

The Managing Director & CEO and the Chief Financial Officer have certified to the Board in accordance with Part B of Schedule II to the Listing Regulations pertaining to CEO/ CFO certification for the Financial Year ended March 31, 2020.

**(i) Adoption of non mandatory requirements**

The status of compliance with the non- mandatory requirements listed in Part E of Schedule II of the Listing Regulations, is as under

- **Reporting of Internal Auditor**

The Internal Auditor reports to the Audit Committee.

- **Audit qualifications**

The financial statements of the Company are with unmodified audit opinion.

**(j) Prevention, prohibition and redressal of sexual harassment at workplace:**

Status of complaints in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 for the FY 2019-20 is as follows:

Number of complaints filed during the financial year : 0

Number of complaints disposed of during the financial year : 0

Number of complaints pending as on end of the financial year : 0

**(k) Details of utilisation of funds**

The Company has not raised any funds through preferential allotment or qualified institutions placement.

**(l) Confirmation by the Board of Directors regarding acceptance of recommendation of all Committees**

In terms of the amendments made to the Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from all its Committees.

**(m) Fees paid to Statutory Auditor**

A total fee of ₹ 17.75 lakhs was paid by the Company and its subsidiaries, on a consolidated basis, for all services to Bhuta Shah & Co. LLP, Statutory Auditors and all entities in the network firm/ network entity of which they are part.

**12 MEANS OF COMMUNICATION****(a) Quarterly Results / Annual Results**

The quarterly and the annual results, published in the format prescribed by the Listing Regulations read with the Circular issued thereunder, are approved and taken on record by the Board of Directors of the Company. The approved results are forthwith uploaded on the designated portals of the Stock Exchanges where the Company's shares are listed viz., NSE Electronic Application Processing System (NEAPS) of the National Stock Exchange of India Ltd. (NSE) and BSE Online Portal of BSE Ltd. (BSE). The results are also published within 48 hours either in Economic Times or Gujarat Today (English & Gujarati editions) and also displayed on the Company's website, [www.panamapetro.com](http://www.panamapetro.com)

**(b) Posting of Information on the website of the Company:**

The Annual / Quarterly results of the Company, Share Holding Pattern, and other official news are regularly posted on its website [www.panamapetro.com](http://www.panamapetro.com)

**(c) The Management Discussion and Analysis Report forms a part of the Annual Report.**



**13 GENERAL SHAREHOLDERS INFORMATION**

**(a) Annual General Meeting**

**Day , Date and Venue** : Tuesday, September 8, 2020 through Video Conference only as per the General date, time and venue Circular dated May 5, 2020 issued by the MCA

**Time** : 11.30 A.M.

**(b) Financial Year** : April 2020 to March 2021

**Financial Calendar**

| <b>Events</b>  | <b>Tentative time frame</b>            |
|--|--|
| Financial Reporting for the second quarter ending September 30, 2020 | 2 <sup>nd</sup> week of November, 2020 |
| Financial Reporting for the third quarter ending December 31, 2020   | 2 <sup>nd</sup> week of February, 2020 |
| Financial Reporting for the fourth quarter ending March 31, 2021     | Last Week of May, 2021                 |

**(c) Dates of Book Closure:**

September 2, 2020 to September 4, 2020 (Both days inclusive)

**(d) Dividend Payment Date:**

Interim - N.A  
Final - within two weeks from the declaration of the dividend

**(e) Listing on Stock Exchanges:**

**Equity Shares**

The Shares of the Company are listed on the BSE Limited & National Stock Exchange of India Ltd.

**Stock Code:**

BSE Limited : 524820  
National Stock Exchange of India Limited : PANAMAPET  
Demat ISIN Number for NSDL & CDSL : INE305C01029

The Company has paid the listing fees to these Stock Exchanges for the year 2019-20.

**Global Depository Receipts(GDRs)**

The GDRs of the Company are listed on Luxembourg Stock Exchange.

**Security codes of GDRs**

COMMON CODE : 065195372  
ISIN : US6982941055  
CUSIP : 698294105



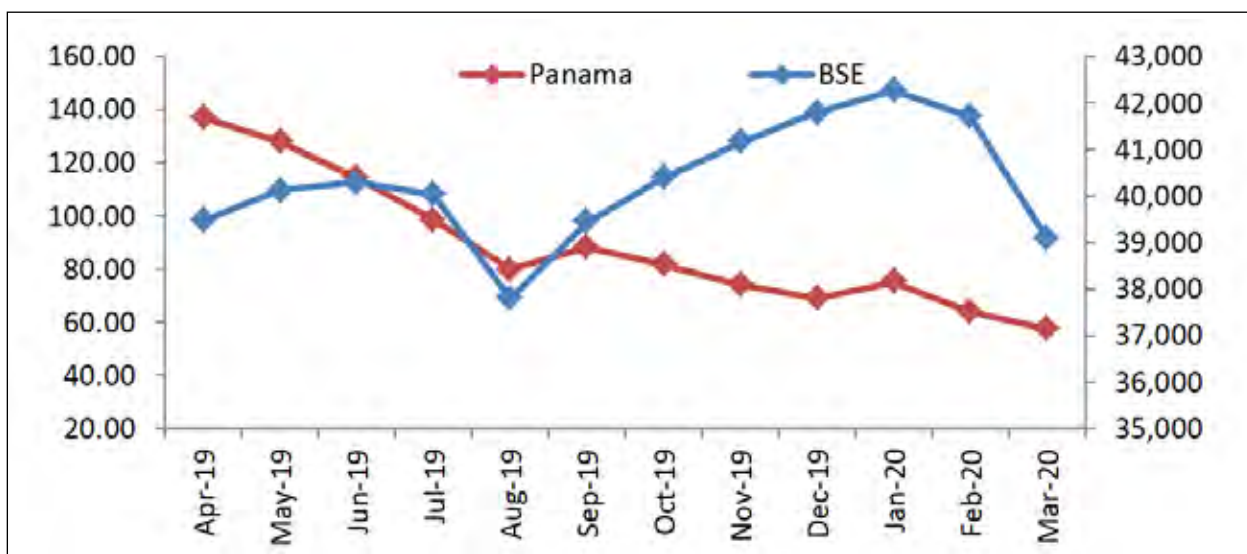
**(f) Market Price Data:**

High/ low of market price of the Company's equity shares traded on BSE during the last financial year April 1, 2019 to March 31, 2020 were as follows:

| Month     | High (₹) BSE | High (₹) NSE | Low (₹) BSE | Low (₹) NSE | Month    | High (₹) BSE | High (₹) NSE | Low (₹) BSE | Low (₹) NSE |
|-----------|--------------|--------------|-------------|-------------|----------|--------------|--------------|-------------|-------------|
| April     | 137.00       | 137.50       | 117.00      | 116.65      | October  | 81.80        | 78.80        | 63.30       | 65.40       |
| May       | 128.00       | 135.00       | 110.00      | 106.95      | November | 74.00        | 74.80        | 59.00       | 58.50       |
| June      | 114.50       | 114.45       | 94.50       | 93.35       | December | 69.10        | 69.30        | 56.00       | 56.45       |
| July      | 98.80        | 100.05       | 72.05       | 71.40       | January  | 75.20        | 76.00        | 62.00       | 61.20       |
| August    | 79.90        | 80.70        | 64.10       | 63.05       | February | 63.90        | 67.00        | 52.00       | 51.60       |
| September | 88.00        | 84.40        | 64.30       | 64.10       | March    | 57.50        | 57.90        | 25.40       | 25.50       |

Source: [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com)

**(g) Performance in comparison to BSE SENSEX**



**(h) Registrar and Share Transfer Agent & Share Transfer System**

Members may correspond with the Company's Registrars and Share Transfer Agents, M/s Bigshare Services Pvt. Ltd., quoting their folio numbers/ DP ID and Client ID at the following addresses:

|               |   |
|---------------|---|
| Name          | Bigshare Services Pvt. Ltd.   |
| Address       | 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai- 400059 |
| Telephone No. | 91-22-62638200  |
| E mail        | <a href="mailto:info@bigshareonline.com">info@bigshareonline.com</a>  |



**(i) Share Transfer System**

The Company's shares are traded in the BSE Ltd. & National Stock Exchange of India Limited, compulsorily in Demat mode. The transfer are processed within the time stipulated under the Listing Regulations subject to the documents being in order.

Effective April 1, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

**(j) Distribution of Shareholding as on March 31,2020:**

| Shareholding of Nominal Value of |        | Shareholders |               | Share Amount     |            |
|----------------------------------|--------|--------------|---------------|------------------|------------|
| ₹                                | ₹      | Number       | % to Total    | In ₹             | % to Total |
| (1)                              | (1)    | (2)          | (3)           | (4)              | (5)        |
| Up to 5,000                      |        | 10282        | 94.5819       | 7595742          | 6.2781     |
| 5,001                            | 10000  | 287          | 2.6401        | 2052886          | 1.6968     |
| 10,001                           | 20000  | 152          | 1.3982        | 2242994          | 1.8539     |
| 20,001                           | 30000  | 51           | 0.4691        | 1280210          | 1.0581     |
| 30,001                           | 40000  | 13           | 0.1196        | 454850           | 0.3759     |
| 40,001                           | 50000  | 23           | 0.2116        | 1007506          | 0.8327     |
| 50,001                           | 100000 | 24           | 0.2208        | 1646832          | 1.3612     |
| 100,001 and Above                |        | 39           | 0.3588        | 104706176        | 86.5432    |
| <b>Total</b>                     |        | <b>10871</b> | <b>100.00</b> | <b>120987196</b> | <b>100</b> |

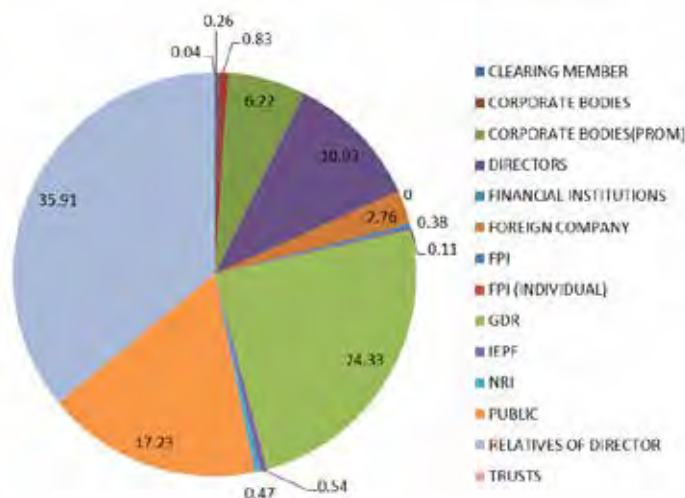
**(k) Shareholding Pattern as on March 31,2020**

| Category                                | Total Shares | Percentage |
|---|--------------|------------|
| CLEARING MEMBER                         | 159734       | 0.26       |
| CORPORATE BODIES                        | 502327       | 0.83       |
| CORPORATE BODIES (PROMOTER CO)          | 3760308      | 6.22       |
| DIRECTORS                               | 6609343      | 10.93      |
| FINANCIAL INSTITUTIONS                  | 67           | 0.00       |
| FOREIGN COMPANY                         | 1669031      | 2.76       |
| FOREIGN PORTFOLIO INVESTOR              | 228400       | 0.38       |
| FOREIGN PORTFOLIO INVESTOR (INDIVIDUAL) | 63602        | 0.11       |
| GLOBAL DEPOSITORY RECEIPTS              | 14717587     | 24.33      |
| IEPF                                    | 328306       | 0.54       |
| NON RESIDENT INDIAN                     | 286175       | 0.47       |
| PUBLIC                                  | 10424425     | 17.23      |





| Category              | Total Shares    | Percentage    |
|-----------------------|-----------------|---------------|
| RELATIVES OF DIRECTOR | 21721066        | 35.91         |
| TRUSTS                | 23227           | 0.04          |
| <b>Total</b>          | <b>60493598</b> | <b>100.00</b> |



**(l) Secretarial Audit**

- M/s Milind Nirkhe & Associates, Practicing Company Secretaries have conducted a Secretarial Audit of the Company for the year 2019-20. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act, 2013 and the Rules made there under, Listing Regulations, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Directors' Report.
- Pursuant to Regulation 40 (9) of the Listing Regulations with the Stock Exchanges, certificates have been issued on a half-yearly basis, by a Company Secretary in practice.
- A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).
- The Company has obtained an Annual Secretarial Compliance Report from M/s Milind Nirkhe & Associates, Practicing Company Secretaries confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2020.
- M/s Milind Nirkhe & Associates, Practicing Company Secretaries have issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report

**(m) Dematerialization of shares and liquidity:**

As on March 31, 2020 about 99.01% of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in demat mode.

**(n) Commodity price risk or foreign exchange risk and hedging activities:**

During the year, the Company has managed foreign exchange risk and hedged to the extent considered necessary. Net open exposures are reviewed regularly and covered through forward contracts .

**(o) Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:**

Outstanding GDRs as on March 31, 2020 are 3,92,469 representing 14717587 Equity shares constituting 27.43 % of the paid up share capital of the Company.

**(p) Credit Rating:**

CARE has given the credit rating of "CARE A-" Stable for Long-term Bank Facilities and "CARE A2+" rating for short term Bank Facilities of the Company.

**(q) Plant Locations:**

The Company has the following units located at:

1. Plot No: 3303, GIDC Industrial Estate, Ankleshwar-393 002, Gujarat.  
Tel: 91-2646-221 068 / 250 281  
Email: [ankl@panamapetro.com](mailto:ankl@panamapetro.com)
2. Survey No: 78/2, Daman Industrial Estate, Unit III, Poly Cab Road, Village Kadaiya, Dist. Daman, Daman (UT)-396 210.  
Tel: 91-260-329 1311  
Email: [daman@panamapetro.com](mailto:daman@panamapetro.com)
3. Plot No. H-12, M.I.D.C., Taloja, Navi Mumbai - 410208.  
Tel: 91-22-27411456  
Email: [taloja@panamapetro.com](mailto:taloja@panamapetro.com)
4. Plot No. 23 & 24 SEZ ,Dahej, Bharuch District, Gujarat-392110.  
Tel:91-2641-320980  
Email: [dahej@panamapetro.com](mailto:dahej@panamapetro.com)

**(r) Address for Correspondence:**

The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at:

**Corporate Office:**

Panama Petrochem Ltd.  
401, Aza House, 24, Turner Road,  
Bandra (W), Mumbai 400 050  
Phone: 022- 42177777 Fax: 022- 42177788  
e-mail: [cs@panamapetro.com](mailto:cs@panamapetro.com)

By Order of the Board of Directors  
**For Panama Petrochem Ltd**

**Amirali E. Rayani**  
Chairman  
DIN:00002616

**Date : August 5, 2020**  
**Place : Mumbai**



**CEO CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
**PANAMA PETROCHEM LIMITED**

I, Amin A. Rayani, Managing Director & CEO of Panama Petrochem Limited hereby declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2020.

For **PANAMA PETROCHEM LIMITED**

**Place : Mumbai**  
**Date : June 12, 2020**

**Registered Office :**  
**Plot No.3303, GIDC Estate,**  
**Ankleshwar - 393 002.**

**Managing Director & CEO**  
**Amin A. Rayani**  
**DIN :00002652**

**CEO & CFO CERTIFICATION**

To,  
The Board of Directors,  
**PANAMA PETROCHEM LIMITED**

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 and that to the best of our knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - i) significant changes in internal control over financial reporting during the year;
  - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **PANAMA PETROCHEM LIMITED**

**Amin A Rayani**  
**Managing Director & CEO**

**Place : Mumbai**  
**Date : June 12, 2020**

**Pramod Maheshwari**  
**CFO**



**CERTIFICATE OF NON -DISQUALIFICATION OF DIRECTORS**

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by Panama Petrochem Limited, having its Registered office at Plot No.3303, GIDC Estate, Ankleshwar, Gujarat - 393 002 and also the information provided by the Company, its officers, agents and authorized representatives, we hereby report that during the Financial Year ended on March 31, 2020, in our opinion, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by the Board/Ministry of Corporate Affairs or any such Statutory authority.

For **MILIND NIRKHE & ASSOCIATES**  
**Company Secretaries**

**MILIND NIRKHE**  
**Membership No: 4156**  
**CP NO: 2312**

**UDIN NO: F004156B000339359**

**Place : Mumbai**  
**Date : June 12, 2020**

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**PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of Panama Petrochem Limited

We have examined the compliance of the conditions of Corporate governance by Panama Petrochem Limited ('the Company') for the year on 31<sup>st</sup> March, 2020 as stipulated under Regulation 17 to 27, clauses (b) to (i) of sub-regulation(2) of Regulation 46 and para C,D,& E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above- mentioned Listing Regulations.

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

For **MILIND NIRKHE & ASSOCIATES**  
**Company Secretaries**

**MILIND NIRKHE**  
**Membership No: 4156**  
**CP NO: 2312**

**UDIN NO: F004156B000554288**

**Place: Mumbai**  
**Date : August 5, 2020**



**BUSINESS RESPONSIBILITY REPORT**

**Section A: General Information about the Company:**

|     |   |   |   |
|-----|---|---|---|
| 1.  | Corporate Identity Number (CIN)   | : | L23209GJ1982PLC005062   |
| 2.  | Name of the Company   | : | Panama Petrochem Limited  |
| 3.  | Registered Address  | : | Plot No. 3303, GIDC Estate, Ankleshwar – 393002, Gujarat  |
| 4.  | Website   | : | <a href="http://www.panamapetro.com">www.panamapetro.com</a>  |
| 5.  | E-mail id   | : | <a href="mailto:ho@panamapetro.com">ho@panamapetro.com</a>  |
| 6.  | Financial Year reported   | : | 2019-2020   |
| 7.  | Sector(s) that the Company is engaged in (industrial activity code-wise)                  | : | 192 (Manufacture of refined petroleum products)   |
| 8.  | List three product / services that the Company is engaged (industrial activity code wise) | : | Mineral oils, Ink oils, and Petroleum jelly's   |
| 9.  | Total Number of locations where business activity is undertaken by the Company            | : | 5 - Both International and National   |
|     | i. Number of international locations  | : | 1 Location through Subsidiary   |
|     | ii. Number of national locations  | : | 4 Locations   |
| 10. | Market served by the Company Local / State / National / International                     | : | The markets for the Company's products are across India. Globally, it serves more than 40 countries |

**Section B: Financial Details of the Company:**

|    |   |   |                               |
|----|---|---|-------------------------------|
| 1. | Paid up capital (INR)   | : | 1209.87 lakhs                 |
| 2. | Total Turnover (INR) (Gross of Excise Duty)   | : | 81,697.47 Lakhs               |
| 3. | Total Profit after taxes (INR)  | : | 1,822.60 Lakhs                |
| 4. | Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) | : | 1.50%                         |
| 5. | List of activities in which expenditure in 4 above has been incurred:                         | : | 1. Healthcare<br>2. Education |

**Section C: Other details:**

|    |  |   |  |
|----|--|---|--|
| 1. | Does the Company have any Subsidiary Company / Companies?  | : | Yes, the Company has 1 subsidiary.   |
| 2. | Do the Subsidiary Company / Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)  | : | The subsidiary of the Company is a separate entity and follow BR initiatives as per rules and regulations as may be applicable to it.  |
| 3. | Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] | : | The Company has not mandated any supplier, distributor etc. to participate in the BR initiatives of the Company. However, they are encouraged to adopt BR Initiatives and follow the concept expected from responsible businesses. |



**Section D: BR Information:**

|           |  |   |  |
|-----------|--|---|--|
| <b>1.</b> | <b>Details of Director / Directors responsible for BR</b>  | : |  |
| <b>a.</b> | <b>Details of the Director / Director responsible for implementation of the BR policy / policies</b> | : |  |
|           | DIN  | : | 00002616   |
|           | Name   | : | Amirali Rayani   |
|           | Designation  | : | Chairman   |
| <b>b.</b> | <b>Details of the BR head</b>  | : |  |
|           | 1. DIN (if applicable)   | : | 00172165   |
|           | 2. Name  | : | Hussein Rayani   |
|           | 3. Designation   | : | Joint Managing Director  |
|           | 4. Telephone Number  | : | 022-42177777   |
|           | 5. Email id  | : | <a href="mailto:Hussein@panamapetro.com">Hussein@panamapetro.com</a> |

**2. Principle-wise (as per NVGs) BR Policy/policies**

The National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as under:

- P1 - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability,
- P2 - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle,
- P3 - Businesses should promote the well-being of all employees,
- P4 - Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized,
- P5 - Businesses should respect and promote human rights,
- P6 - Businesses should respect, protect, and make efforts to restore the environment,
- P7 - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner,
- P8 - Businesses should support inclusive growth and equitable development,
- P9 - Businesses should engage with and provide value to their customers and consumers in a responsible manner.



**a. Details of compliance (Reply in Y/N)**

| Sr. No. | Questions  | P1  | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---------|--|---|----|----|----|----|----|----|----|----|
| 1.      | Do you have a policy / policies for...   | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 2.      | Has the Policy being formulated in consultation with the relevant stakeholders?  | Relevant internal and external stakeholders were consulted, as deemed appropriate, during the formulation of the policies   |    |    |    |    |    |    |    |    |
| 3.      | Does the policy conform to any national / international standards? (If yes, specify (50 words))  | Y. The Policies conform to the principle of National Voluntary Guidelines on Social Environment and Economic Responsibilities of Business (NVGs) notified by Ministry of Corporate Affairs.             |    |    |    |    |    |    |    |    |
| 4.      | Has the policy been approved by the Board? If yes, has it been signed by MD / Owner / CEO / appropriate Board of Director?                                   | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 5.      | Does the Company have a specified committee of the Board / Directors / Official to oversee the implementation of the policy?                                 | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 6.      | Indicate the link for the policy to be viewed online?  | <a href="http://panamapetro.com/policies/">http://panamapetro.com/policies/</a> Some are internal policies and views restricted to the respective stakeholders.   |    |    |    |    |    |    |    |    |
| 7.      | Has the policy been formally communicated to all relevant internal and external stakeholders?  | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 8.      | Does the Company have in- house structure to implement the policy / policies?  | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 9.      | Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies? | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 10.     | Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?                                  | The Company is working on developing and improving its system for evaluating the implementation of the policies. The policies are evaluated internally from time to time and updated whenever required. |    |    |    |    |    |    |    |    |

**b. If answer to the question at Sr. No. 1 against any principle is 'No', please explain why: (Tick upto 2 options)**

Not applicable, as the Company has policies in place for all the 9 Principles.

**3. Governance related to BR**

**(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.**

The Management assess the Business responsibility performance annually.

**(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

The Company will publish the BR Report with the Annual Accounts for the Financial Year 2019-20 and upload the same on the Company's website at [www.panamapetro.com](http://www.panamapetro.com).



**Section E: Principle-wise Performance:**

**Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability.**

**1. Does the policy relating to ethics, bribery and corruptions cover only the Company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?**

The Company believes in promoting growth without compromising on the ethical values of the organization. This belief of the Company is echoed in the Policy on Ethics, Transparency and Accountability by avoiding any acts and practices that are abusive, corrupt, or anti-competitive. The three pillars supporting the governance structure of the Company are as under:

- a. Ethics:** In consonance with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time), the Company has adopted a “Code of Business Conduct and Ethics” which mandates the Directors, Senior Management and Employees of the Company to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner.
- b. Transparency:** The Governance structure of the Company is further supported by a Vigil Mechanism Policy which serves as a tool for its directors and employees to report any genuine concerns about unethical behaviour, actual or suspected without fear of reprisal. The mechanism provides an avenue to stakeholders to raise concerns or violations pertaining to activities of the Company.
- c. Accountability:** In order to instil accountability amongst the employees the Company has in place an Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons. The Code serves a threefold objective of:
  - monitoring the trades of designated employees of the Company;
  - obligating the employees to handle price sensitive information of the Company on a need-to-know basis thereby avoiding leakage of information;
  - mandating the employees to restrict unauthorized access to any individual other than the intended recipient of the information.

**2. How many stakeholders complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

The Company has in place a mechanism for dealing with complaints received from various stakeholders. The details of shareholders complaints received and resolved during the financial year 2019-20 are provided in the Corporate Governance Report.

**Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.**

**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

The Company is committed to attainment of environmental and economic benefits from efficient use of energy, water, chemicals and waste reduction. The Company understands its obligations relating to social and environmental concerns, risks and opportunities. The Company ensures fulfilment of compliance obligations that relate to its products, environmental aspects and occupational health and safety.





The three products are:

- i Speciality Rubber process oils branded as Panoil 2900, 3000 (TRAE)MES & P 2500 (TDAE) are the products which are 100% Import substitute and environment free operation for rubber industries.
- ii Petroleum distillates & black ink oils as Panoil 500D.
- iii Various grades of Speciality lubricants

**2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

- a. Reduction during sourcing / production/ distribution achieved since the previous year throughout the value chain?

The Company is committed to environment sustainably. The Company works towards reduction and optimal utilization of energy, water, raw material, logistics etc. by incorporating new techniques and innovative ideas. As consumption per unit depends on the product mix, there are no specific standards to ascertain reduction achieved at each product level.

- b. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The Company on continuous basis takes several measures to conserve the consumption of energy and water. The Company is committed to reduction of waste, conservation of raw material and pursuing zero pollution through various initiatives, technological upgradation and improvement projects.

**3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

The Company has been working to enhance the degree of sustainability associated with its sourcing practices, through process of risk analysis and risk control.

The Company endeavors to focus on protection of environment, stakeholders' interest and cost effectiveness while procuring any raw material or goods. The main raw materials are procured from manufacturers / producers who are well reputed keeping in mind the need for quality and consistency. Adequate steps are taken for safety during transportation and optimization of logistics, which, in turn, help to mitigate the impact on climate.

**4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

The Company encourages local procurement of goods and services around its plants proximity and region. Several community development and training initiatives are regularly conducted by the Company in order to educate the local vendors, improve their capability, enhance their skills and raise their scope for employment and their standard of living.

Further, the Company procures goods and services like security, housekeeping, gardening, and such other services from the suppliers located near the factories of the Company. Major workforce of the company is employed from the surroundings of the manufacturing unit across all locations.

**5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as < 5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

The Company endeavors to manage the environmental impacts of organizational activities, products and services. We have a strong processes and systems in place which ensures that we minimize generation of waste.



Our entire process and process technology is based on zero discharge. We do not use any water in process or does not have any emission from process.

**Principle 3: Businesses should promote the wellbeing of all employees:**

The Company's divisions have a zero accident rate during the year under review

- 1. **Please indicate the Total number of employees** - 171 Employees
- 2. **Please indicate the Total number of employees hired on temporary / contractual / casual basis** - 25 Employees
- 3. **Please indicate the Number of permanent women employees** - 19 Employees
- 4. **Please indicate the Number of permanent employees with disabilities** - -NIL
- 5. **Do you have an employee association that is recognized by management?**

NO

- 6. **What percentage of your permanent employees is members of this recognized employee association?**

NA

- 7. **Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

| No. | Category  | No of complaints filed during the financial year | No of complaints pending as on end of the financial year |
|-----|---|--|--|
| 1.  | Child labour / forced Labour / involuntary labour | 0  | 0  |
| 2.  | Sexual harassment                                 | 0  | 0  |
| 3.  | Discriminatory employment                         | 0  | 0  |

- 8. **What percentage of your under mentioned employees were given safety & skill up- gradation training in the last year?**

100% employees were covered for various safety trainings as on 31<sup>st</sup> March, 2020.

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized:**

- 1. **Has the Company mapped its internal and external stakeholders? Yes / No.**

Yes, to the extent possible.

- 2. **Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders.**

The Company is committed to the welfare of marginalized and vulnerable sections of the society. The Company engages with its stakeholders on an on-going basis. The Company has also identified specific areas like educating and training underprivileged/vulnerable stakeholders which help them to improve their standard of living.



The Company gives significant importance to the interests of those stakeholders who are disadvantaged, vulnerable and marginalized through various initiatives including generation of employment for the local communities wherever the plants of the Company are situated, giving priority to employment to local people. The Company employs Contract labour at the manufacturing plants and other non-core activities like housekeeping, warehouse operations etc. and closely monitors that the Contractors meet their obligations towards the Contract Labour employed by them.

Wherever new Manufacturing Plant is being erected, Company sources local labour for construction, maintenance etc.

**3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

The Company believes that as a corporate citizen, it is the responsibility of the Company to engage with the marginalized stakeholders and contribute in the upliftment of their standards of living

While developing our CSR strategy, the Company has ensured that all communities benefit from its CSR activities, with special focus on groups that are socially and economically marginalized.

**Principle 5: Businesses should respect and promote human rights**

**1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures / Suppliers / Contractors / NGOs / Others?**

The Company supports and respects the protection of internationally proclaimed human rights, labour standards and environmental protection measures. The Company does not hire child labour, forced labour or involuntary labour. The Suppliers / Contractors / NGOs dealing with the Company are always encouraged to maintain ethical standards in all their practices.

**2. How many stakeholder Complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

No complaints relating to human rights were received during the financial year.

**Principle 6: Business should respect, protect, and make efforts to restore the environment.**

**1. Does the policy related to Principle 6 cover only the company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others.**

The Company's Policy focuses on preventing/ minimising adverse environmental impacts, so far as is reasonably practicable, through continual improvements in environment management systems, processes, practices and effective environment management and mitigation strategies, responding sensitively to the environmental concerns of the communities and taking necessary measures for implementing product stewardship practices. While the Policy is applicable to the Company and its employees, the Company is committed to enhance awareness on environment sustainability amongst its employees, associates and supply chain partners through effective engagement, communication, consultation and training

**2. Does the company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

Yes, the Company has come up with various strategies/ initiatives to address global environmental issues. The Company has worked extensively to address such issues by striking a balance between economic growth and preservation of the environment. In line with the Company's commitment towards conservation of energy, all its units continue with their efforts to reduce wastage, optimise consumption and also to improve energy efficiency through innovative measures. Company also invested largely in solar power generation for its captive consumption. Entire process and process technology is based with zero discharge system. Mass tree plantation done at our units.



**3. Does the company identify and assess potential environmental risks? Y/N**

Yes, the Company has mechanism to identify and assess potential environment risks in its various plants / units. The Company has taken care while designing its process technology to overcome such issues. Presently risk factor is almost nil.

**4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

The Company has not carried out any particular project related to clean development mechanism, as such there is no environment compliance report filed.

**5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

Yes, under its long- term Sustainability plans, the Company has initiated a number of green initiatives, including energy efficient motors are being installed in order to optimize use of power. Company also has invested in solar power generation.

The Company has invested in various energy conservation equipment's. The Company has also installed power efficient material handling and flowing system which has played role in energy saving. For more details please refer to report on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo in Directors' Report.

**6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes, the emissions / waste generated by the Company are well within the permissible limits given by CPCB / SPCB for the financial year under review.

**7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

None.

**Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

**1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

The Company is a member of:

- Manufacturers of Petroleum Specialties Association (MPSA)
- Ankleshwar Industries Association
- All India Printing Ink Manufacturing Association
- Chamber of Commerce

**2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

No.



**Principle 8: Businesses should support inclusive growth and equitable development:**

**1. Does the company have specified programmes / initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof.**

Inclusive growth means every stakeholder involved gets an opportunity to enjoy and share benefits accrued by the organisation. One of the focus areas as decided in the Corporate Social Responsibility Policy of the Company is “ensuring environmental sustainability and healthcare and education of poor sections of society.” A detailed report on CSR initiatives undertaken by the Company is annexed to Board’s Report

**2. Are the programmes /projects undertaken through in-house team / own foundation / external NGO / government structures/any other organization?**

CSR activities in the Company are implemented by the in-house CSR team, through participatory approach involving beneficiaries, involving NGOs, experts. Volunteering by the employees is focused on and this is engrained into the team at the Company.

**3. Have you done any impact assessment of your initiative?**

The management closely monitors the spending of its contributions towards the above social causes and the Company’s Directors are paying regular visits at the projects where the Company has given contribution.

**4. What is your company’s direct contribution to community development projects- Amount in INR and the details of the projects undertaken.**

The details of Company’s contribution as also the names of the Institutions to whom the contribution is given along with the details of their projects are given in the Annual Report on CSR activities (Please refer Annexure B to the Directors’ Report), which forms part of this Report.

**5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

The Company closely monitors the spending of its contributions towards the above social causes and the Company’s Directors are paying regular visits at the projects where the Company has given contribution. The Company also seeks reports from the institutions the details of their spending from time to time.

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

**1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

A well-established system is in place for dealing with customer feedback and complaints. Customers are provided multiple options to connect with the Company through email, telephone, website, social media, feedback forms, etc. All complaints are appropriately addressed and all efforts are taken to resolve the same.

**2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/ No / N.A. / Remarks (additional information).**

Yes, the company display product information on the product label as per applicable rules and guidelines.

**3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

No such case has been filed against the Company during the last five years and pending as on the end of financial year.

**4. Did your company carry out any consumer survey/ consumer satisfaction trends?**

Yes, Consumer Satisfaction Surveys are being conducted periodically to assess the consumer satisfaction levels and consumer’s trends.



**INDEPENDENT AUDITOR’S REPORT**

**To the Members of Panama Petrochem Limited**

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the accompanying standalone financial statements of **Panama Petrochem Limited (“the Company”)**, which comprises of the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements gives a true and fair view in conformity, with the aforesaid Ind AS and other accounting principles generally accepted in India prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit (other comprehensive income), changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (“SA”)s 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Emphasis of Matter:**

World Health Organisation (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared lockdown on March 23, 2020 and the Company temporarily suspended the operations in all its manufacturing units in compliance with the lockdown instructions issued by the Central and State Governments. COVID-19 has impacted the normal business operations of the Company by way of interruption in production, product supply, unavailability of personnel, closure/lock down of production facilities etc. during the lock-down period. The Management believes that no adjustments are required in the financial statements as it does not impact the current financial year, however, in view of the various preventive measures taken (such as complete lock-down restrictions by the Government of India, travel restrictions etc.) and highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent upon circumstances as they evolve.

Our opinion is not modified in respect of above matter.

**Key Audit Matters**

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



**Key Audit Matters**

| Sr. No. | Key Audit Matter  | Auditor's Response   |
|---------|---|--|
| 1       | <p><b>Inventory Existence:</b></p> <p>The Company recognized inventory of ₹ 19,247.73 Lakhs as at 31 March 2020. Inventory held at various locations across India.</p> <p>Within Each Location, inventory is stored in warehouses, tanks, containers and tanks attached to the Bonded Custom Warehouse.</p> <p>This is a key audit matter because of the</p> <ul style="list-style-type: none"> <li>• Significance of the inventory balance to the statement of financial position and</li> <li>• Complexity involved in determining inventory quantities on hand due to the number, conversion from Ltr. to Kgs., location and diversity of inventory storage locations, inventories lying with third parties etc.</li> </ul>  | <p>Due to various restrictions imposed currently as part of measures to combat COVID-19 outbreak, we have not attended inventory counts at any locations, which we selected based on financial significance and risk.</p> <p>For locations selected, we performed the following procedures at each site:</p> <ul style="list-style-type: none"> <li>• Observed a sample of managements inventory count procedures to assess compliance with Company Policy and</li> <li>• We have also evaluated a selection of controls over inventory existence across the Company. Also obtained confirmation for inventories held with third parties.</li> </ul>   |
| 2       | <p><b>Trade Receivables:</b></p> <p>Trade receivables comprise a significant portion of the current assets of the Company and serve as security for a majority of the Company short-term debt. As indicated in Note 6.2 to the Standalone financial statements. The receivables provision has made based on Expected Credit Loss method. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID -19. Accordingly, the estimation of the allowance for trade receivables is a significant judgments area and is therefore considered a key audit matter.</p> | <p>We assessed the validity of material long outstanding receivables by obtaining third-party confirmations of amounts receivable. We also considered payments received subsequent to year-end, insurance held for overseas trade receivables, past payment history and unusual patterns to identify potentially impaired balances. The assessment of the appropriateness of the allowance for trade receivables comprised a variety of audit procedures across the Company including:</p> <ul style="list-style-type: none"> <li>• Assessing the appropriateness and reasonableness of the assumptions applied in the managements' assessment of the receivables allowance;</li> <li>• Consideration of the creditworthiness of significant trade receivables over 90 days;</li> <li>• Consideration and concurrence of the agreed payment terms;</li> <li>• Verification of receipts from trade receivables subsequent to year-end;</li> <li>• Inspection of credit insurance policies; and</li> <li>• Considered the completeness and accuracy of the disclosures. To address the risk of management bias, we evaluated the results of audit procedures on other key balances to assess whether or not there was an indication of bias. We were satisfied that the Company's trade receivables are fairly valued and adequately provided. We further considered whether the provisions were misstated and concluded that they were appropriate in all material respects, and disclosures related to trade receivable in the standalone financial statements are appropriate.</li> </ul> |



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

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

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

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

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

**Responsibility of Management for the Standalone 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 standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity 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 relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company’s financial reporting process

**Auditor’s Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 the standalone 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.



- d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g. With respect to 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 Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **Bhuta Shah & Co LLP**

Chartered Accountants

Firm Registration No. 101474W / W100100

**Harsh Bhuta**

Partner

Membership No. 137888

UDIN: 20137888AAAAAQ5035

**Mumbai; 12 June, 2020**



**ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Panama Petrochem Limited of even date)

**Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Panama Petrochem Limited (“the Company”)** as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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



management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Company, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the respective companies 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 **Bhuta Shah & Co LLP**  
Chartered Accountants  
Firm Registration No. 101474W / W100100

**Harsh Bhuta**  
Partner  
Membership No. 137888  
UDIN: 20137888AAAAAQ5035

**Mumbai; 12 June, 2020**



**ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT**

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Panama Petrochem Limited** of even date.)

- i. In respect of property, plant and equipment’s:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment’s.
  - b) As informed to us, the property, plant and equipment’s have been physically verified by the management during the period according to a phased programme. In our opinion, such programme is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification by the management.
  - c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as property, plant and equipments in the standalone financial statements, the lease agreements are in the name of the Company

- ii. In respect of its inventories:

As informed to us, the physical verification of the inventories was done by the management at reasonable intervals at the end of each month and for year-end, they have conducted physical verification at a date other than the date of financial statements due to a government lockdown and we have received confirmation with respect to inventories lying with third parties. In our opinion, the frequency of verification is reasonable. Further, on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.

- iii. The Company has not granted loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act and accordingly, the provisions of Clause (iii) (a) to (c) of Para 3 of the Order are not applicable to the Company.
- iv. The Company has not granted any loan under section 185 of the Act. The Company has complied with the provisions of section 186 of the Act, with respect to the investment and guarantees. The Company has neither given any security nor given any loans during the year.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public as per the provisions of section 73 to 76 of the Act and rules framed thereunder, and accordingly, the provisions of Clause (v) of Para 3 of the Order are not applicable to the Company.
- vi. We have broadly reviewed accounts and records maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section (1) of Section 148 of the Act, related to manufacture of specialty petroleum products and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of records with a view to determine whether they are accurate.



**vii.** In respect of statutory dues:

- a) According to the information and explanations given to us and according to the records of the Company examined by us, in our opinion, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, Employees' State Insurance, Income-tax, Goods and Service tax, cess or/ and any other material statutory dues wherever applicable.

According to the information and explanations given to us there were no outstanding statutory dues as on 31 March 2020 for a period of more than six months from the date they became payable.

- b) According to the information and explanation given to us, there are no dues outstanding in respect of Income-tax, VAT, Excise duty, Service tax, Custom duty, Goods and Service tax, Cess or/and any other material statutory dues wherever applicable, which have not been deposited on account of any dispute, except the following;

| <b>Name of the Statute</b> | <b>Nature of the Dues</b>     | <b>Amount (INR in lakhs)</b> | <b>Period to which the amount relates</b> | <b>Forum where dispute is pending</b>                                   |
|----------------------------|-------------------------------|------------------------------|---|---|
| Custom Act, 1962           | Custom Duty, Fine and Penalty | 126.70                       | FY 2011-12                                | High Court, Mumbai  |
| Central Excise Act, 1944   | Central Excise Duty           | 40.47                        | FY 2016-17                                | The Commissioner Appeals CGST & Central Excise Commissioner ate, Surat. |
| Central Excise Act, 1944   | Central Excise Duty           | 27.97                        | FY 2017-18                                | The Commissioner Appeals CGST & Central Excise Commissioner ate, Surat. |

- viii.** In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company did not have any borrowings from financial institutions, government or dues to debenture holders.

- ix.** Based on our audit procedures and on the basis of information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. According to the information and explanations given to us, the term loans raised have been applied by the Company during the year for the purposes for which they were raised.

- x.** Based upon the audit procedures performed and the information and explanations given by the management, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

- xi.** Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- xii.** In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, the provisions of Clause (xii) of Para 3 of the Order are not applicable to the Company.

- 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 explanations give 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 not entered into non-cash transactions with directors or persons connected with the directors, requiring compliance with Section 192 of the Companies Act.
- xvi.** The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi) of the Order is not applicable to the Company.

For **Bhuta Shah & Co LLP**  
Chartered Accountants  
Firm Registration No. 101474W / W100100

**Harsh Bhuta**  
Partner  
Membership No. 137888  
UDIN: 20137888AAAAAQ5035

**Mumbai; 12 June, 2020**



## BALANCE SHEET AS AT 31 MARCH 2020

| Particulars  | Notes | As at<br>31 March 2020<br>₹ In lakhs | As at<br>31 March 2019<br>₹ In lakhs |
|--|-------|--------------------------------------|--------------------------------------|
| <b>Assets</b>  |       |                                      |                                      |
| <b>1. Non-current assets</b>   |       |                                      |                                      |
| (a) Property, Plant and Equipment  | 3     | 10,367.26                            | 9,982.21                             |
| (b) Capital work-in-progress   | 3     | 1,723.76                             | 1,105.05                             |
| (c) Investment property  | 4     | 1,008.63                             | 1,026.73                             |
| (d) Right -of-use assets   | 5.1   | 92.49                                | -                                    |
| (e) Intangible Assets  | 5.2   | -                                    | -                                    |
| (f) Financial Assets   |       |                                      |                                      |
| (i) Investments  | 6.1   | 5,192.68                             | 5,199.46                             |
| (ii) Others  | 6.6   | 70.22                                | 49.52                                |
| (g) Other non-current assets   | 8     | 61.27                                | 47.81                                |
| <b>Total Non Current Assets</b>  |       | <b>18,516.31</b>                     | <b>17,410.78</b>                     |
| <b>2. Current assets</b>   |       |                                      |                                      |
| (a) Inventories  | 7     | 19,247.73                            | 31,070.45                            |
| (b) Financial Assets   |       |                                      |                                      |
| (i) Trade Receivables  | 6.2   | 19,092.70                            | 26,369.01                            |
| (ii) Cash and cash equivalents   | 6.4   | 3,009.24                             | 338.18                               |
| (iii) Bank Balances other than (ii) above  | 6.5   | 352.04                               | 184.24                               |
| (iv) Loans   | 6.3   | 46.12                                | 109.73                               |
| (v) Others   | 6.6   | 432.35                               | 319.99                               |
| (c) Current Tax Assets (Net)   | 15    | 306.78                               | 167.62                               |
| (d) Other Current Assets   | 8     | 1,023.05                             | 2,304.56                             |
| <b>Total Current Assets</b>  |       | <b>43,510.01</b>                     | <b>60,863.78</b>                     |
| <b>Total Assets</b>  |       | <b>62,026.32</b>                     | <b>78,274.56</b>                     |
| <b>Equity and Liabilities</b>  |       |                                      |                                      |
| <b>Equity</b>  |       |                                      |                                      |
| (a) Equity Share Capital   | 9     | 1,209.87                             | 1,209.87                             |
| (b) Other Equity   | 10    | 37,038.51                            | 36,094.54                            |
| <b>Total Equity</b>  |       | <b>38,248.38</b>                     | <b>37,304.41</b>                     |
| <b>Liabilities</b>   |       |                                      |                                      |
| <b>1. Non-current Liabilities</b>  |       |                                      |                                      |
| Financial liabilities  |       |                                      |                                      |
| (a) Lease liabilities  | 11.1  | 48.92                                | -                                    |
| (b) Other Non-current Liabilities  |       | -                                    | -                                    |
| Provisions   |       |                                      |                                      |
| Deferred Tax Liabilities (Net)   | 13    | 87.95                                | 73.12                                |
| Deferred Tax Liabilities (Net)   |       | 747.04                               | 901.64                               |
| <b>Total Non-current Liabilities</b>   |       | <b>883.91</b>                        | <b>974.76</b>                        |
| <b>2. Current Liabilities</b>  |       |                                      |                                      |
| (a) Financial Liabilities  |       |                                      |                                      |
| (i) Lease liabilities  | 11.1  | 48.67                                | -                                    |
| (ii) Borrowings  | 11.2  | 72.01                                | 10,467.63                            |
| (iii) Trade Payables   | 11.3  | -                                    | -                                    |
| Total outstanding dues of micro enterprises and small enterprises                      |       | -                                    | -                                    |
| Total outstanding dues of creditors other than micro enterprises and small enterprises |       | 22,029.20                            | 27,919.55                            |
| (iv) Other Financial Liabilities   | 11.4  | 541.15                               | 1,475.43                             |
| (b) Provisions   | 12    | 18.43                                | 16.87                                |
| (c) Current Tax Liabilities (Net)  | 15    | -                                    | -                                    |
| (d) Other Current Liabilities  | 14    | 184.57                               | 115.91                               |
| <b>Total Current Liabilities</b>   |       | <b>22,894.03</b>                     | <b>39,995.39</b>                     |
| <b>Total Equity and Liabilities</b>  |       | <b>62,026.32</b>                     | <b>78,274.56</b>                     |
| <b>Significant Accounting Policies</b>   | 2     |                                      |                                      |
| <b>The accompanying notes are an integral part of the financial statements</b>         |       |                                      |                                      |

As per our report of even date

For Bhuta Shah & Co LLP  
Chartered Accountants  
Firm Registration No. 101474W/W100100

For and on behalf of the board of directors of  
Panama Petrochem Limited

CA. Harsh Bhuta  
Partner  
Membership No : 137888  
UDIN: 20137888AAAAAQ5035

Amirali E. Rayani  
Chairman  
DIN:00002616

Amin A. Rayani  
Managing Director & CEO  
DIN:00002652

Place: Mumbai  
Date : 12 June 2020

Pramod Maheshwari  
CFO  
Place: Mumbai  
Date : 12 June 2020

Gayatri Sharma  
Company Secretary & Compliance Officer





## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020

|  | Notes | Year ended<br>31 March 2020<br>₹ In lakhs | Year ended<br>31 March 2019<br>₹ In lakhs |
|--|-------|---|---|
| <b>Income</b>  |       |   |   |
| Revenue from operations  | 16    | 81,345.77                                 | 1,07,810.49                               |
| Other income   | 17    | 351.70                                    | 253.61                                    |
| <b>Total Income</b>  |       | <b>81,697.47</b>                          | <b>1,08,064.10</b>                        |
| <b>Expenditure</b>   |       |   |   |
| Cost of material consumed  | 18    | 69,414.18                                 | 89,368.68                                 |
| Purchase of traded goods   | 19    | 736.63                                    | 2,103.78                                  |
| Change in inventories of traded goods and finished goods                           | 20    | 971.60                                    | (90.79)                                   |
| Employee benefits expense  | 21    | 922.64                                    | 839.99                                    |
| Finance costs  | 22    | 1,334.61                                  | 1,956.00                                  |
| Depreciation and Amortisation expense  | 23    | 471.78                                    | 393.96                                    |
| Other expenses   | 24    | 5,686.73                                  | 7,726.09                                  |
| <b>Total Expenses</b>  |       | <b>79,538.17</b>                          | <b>1,02,297.71</b>                        |
| <b>Profit for the year before tax</b>  |       | <b>2,159.30</b>                           | <b>5,766.39</b>                           |
| <b>Tax expenses</b>  |       |   |   |
| Current tax  | 39    | 490.00                                    | 1,873.00                                  |
| Deferred tax   | 39    | (153.30)                                  | 157.03                                    |
| Short/(excess) provision of tax relating to earlier years                          |       | -   | (64.18)                                   |
| <b>Total tax expenses</b>  |       | <b>336.70</b>                             | <b>1,965.85</b>                           |
| <b>Profit for the year from continuing operations</b>                              |       | <b>1,822.60</b>                           | <b>3,800.54</b>                           |
| <b>Other Comprehensive Income</b>  |       |   |   |
| A) Items that will not be reclassified subsequently to profit or loss              |       |   |   |
| (i) Re-measurement gains/(losses) on defined benefit plans                         |       | 1.98                                      | (10.43)                                   |
| (ii) Equity instruments through other comprehensive income                         |       | (6.78)                                    | 2.65                                      |
| (iii) Income tax related to above  |       | 1.31                                      | 2.72                                      |
| <b>Other Comprehensive Income</b>  |       | <b>(3.49)</b>                             | <b>(5.06)</b>                             |
| <b>Total Comprehensive Income</b>  |       | <b>1,819.11</b>                           | <b>3,795.48</b>                           |
| Basic and Diluted earnings per share in ₹ (face value of ₹ 2 each) (Refer Note 38) |       | 3.01                                      | 6.28                                      |
| <b>Significant Accounting Policies</b>   |       |   |   |
| <b>The accompanying notes are an integral part of the financial statements.</b>    |       |   |   |

As per our report of even date

**For Bhuta Shah & Co LLP**  
Chartered Accountants  
Firm Registration No. 101474W/W100100

**For and on behalf of the board of directors of  
Panama Petrochem Limited**

**CA. Harsh Bhuta**  
Partner  
Membership No : 137888  
UDIN: 20137888AAAAAQ5035

**Amirali E. Rayani**  
Chairman  
DIN:00002616

**Amin A. Rayani**  
Managing Director & CEO  
DIN:00002652

**Place: Mumbai**  
**Date : 12 June 2020**

**Pramod Maheshwari**  
CFO  
**Place: Mumbai**  
**Date : 12 June 2020**

**Gayatri Sharma**  
Company Secretary & Compliance Officer



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

| Particulars   | 31 March 2020<br>₹ In lakhs | 31 March 2019<br>₹ In lakhs |
|---|-----------------------------|-----------------------------|
| <b>A. Cash Flows from operating activities</b>  |                             |                             |
| Profit before tax from continuing operation   | 2,159.30                    | 5,766.39                    |
| Adjustments for -   |                             |                             |
| Depreciation on property, plant and equipment and investment property                     | 471.78                      | 393.96                      |
| Finance costs   | 1,334.61                    | 1,956.00                    |
| (Profit)/loss on sale of property, plant and equipment (net)                              | (0.79)                      | (1.48)                      |
| Unrealized foreign exchange loss/(gain)   | 222.83                      | (745.96)                    |
| Interest income   | (30.76)                     | (22.34)                     |
| Dividend income   | (0.06)                      | (0.08)                      |
| Lease rental  | (227.87)                    | (209.53)                    |
| Bad debts, provision for doubtful debts   | (19.67)                     | 17.73                       |
| <b>Operating profit before working capital changes</b>                                    | <b>3,909.37</b>             | 7,154.69                    |
| (Increase)/decrease in trade Receivables  | 7,758.35                    | 1,212.33                    |
| (Increase)/decrease in inventories  | 11,822.72                   | 8,391.65                    |
| (Increase)/decrease in loans and advances   | (120.63)                    | (125.60)                    |
| (Increase)/decrease in other current assets   | 1,245.78                    | 1,530.32                    |
| Increase/(decrease) in trade Payables   | (6,724.16)                  | (20,695.40)                 |
| Increase/(decrease) in other financial liabilities and provisions                         | (724.35)                    | (164.48)                    |
| Increase/(decrease) in other liabilities  | -                           | -                           |
| Cash generated from operations  | 17,167.08                   | (2,696.49)                  |
| Income tax paid   | (629.16)                    | (2,047.71)                  |
| <b>Net cash flow from operating activity (A)</b>  | <b>16,537.92</b>            | (4,744.20)                  |
| <b>B. Cash flows from investing activities</b>  |                             |                             |
| Additions to property, plant and equipment and investment property                        | (1,455.76)                  | (2,109.33)                  |
| Sales of property, plant and equipment  | 9.26                        | 13.14                       |
| Reclassified on account of adoption of Ind AS 116   | (145.05)                    | -                           |
| Redemption/maturity of bank deposits (having original maturity of more than three months) | (183.72)                    | (36.06)                     |
| Advances given to subsidiary  | 70.75                       | (56.10)                     |
| Repayment of Advance given to subsidiary received   | -                           | -                           |
| Interest received   | 37.34                       | 20.10                       |
| Rent received   | 227.87                      | 209.53                      |
| Dividend received   | 0.06                        | 0.08                        |
| <b>Net cash flow from/(used in) investing activities (B)</b>                              | <b>(1,439.25)</b>           | (1,958.64)                  |



| Particulars  | 31 March 2020<br>₹ In lakhs | 31 March 2019<br>₹ In lakhs |
|--|-----------------------------|-----------------------------|
| <b>C. Cash flows from financing activities</b>   |                             |                             |
| Proceeds/ (Repayment) from/of short-term borrowing (net)                               | (10,395.62)                 | 7,504.32                    |
| Interest paid  | (1,305.46)                  | (1,961.06)                  |
| Dividend paid  | (722.27)                    | (726.23)                    |
| Dividend tax paid  | (149.22)                    | (149.22)                    |
| <b>Net cash flow from/(used in) financing activities (C)</b>                           | <b>(12,572.57)</b>          | <b>4,667.81</b>             |
| Net increase/(decrease) in cash and cash equivalents (A+B+C)                           | <b>2,526.10</b>             | (2,035.03)                  |
| Effect of exchange differences on cash & cash equivalents held in foreign currency     | <b>148.61</b>               | (80.32)                     |
| Cash and cash equivalents at the beginning of the year                                 | <b>361.57</b>               | 2,476.92                    |
| <b>Cash and cash equivalents at the end of the year</b>                                | <b>3,036.28</b>             | <b>361.57</b>               |
| <b>Components of Cash and Cash Equivalents</b>   |                             |                             |
| Cash on hand   | <b>2.84</b>                 | 4.76                        |
| With banks   |                             |                             |
| - on current accounts  | <b>3,006.40</b>             | 333.42                      |
| - on deposit accounts  | <b>325.00</b>               | 160.85                      |
| - on unpaid dividend accounts *  | <b>27.04</b>                | 23.39                       |
| <b>Total</b>   | 3,361.28                    | 522.42                      |
| <b>Less: Deposit accounts with more than 3 months but less than 12 months maturity</b> | 325.00                      | 160.85                      |
| <b>Total Cash and Cash Equivalents (refer note 6.4 and 6.5)</b>                        | <b>3036.28</b>              | <b>361.57</b>               |

\* The company can utilize these balances only towards the settlement of the respective unpaid dividend.

**Note :**

The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind As 7 specified under section 133 of the Companies Act, 2013.

Previous year's figures have been regrouped/rearranged wherever necessary to make them comparable with those of current year.

**As per our report of even date attached****For Bhuta Shah & Co LLP**

Chartered Accountants  
Firm Registration No. 101474W/W100100

**CA. Harsh Bhuta**

Partner  
Membership No : 137888  
UDIN: 20137888AAAAAQ5035

**For and on behalf of the board of directors of  
Panama Petrochem Limited****Amirali E. Rayani**

Chairman  
DIN:00002616

**Pramod Maheshwari**

CFO

**Amin A. Rayani**

Managing Director & CEO  
DIN:00002652

**Gayatri Sharma**

Company Secretary & Compliance Officer

Place: Mumbai

Date : 12 June 2020

Place: Mumbai

Date : 12 June 2020



## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

## Equity Share Capital

₹ In lakhs

|                             |                 |
|-----------------------------|-----------------|
| Balance as at 1 April 2018  | 1,209.87        |
| Balance as at 31 March 2019 | 1,209.87        |
| Balance as at 31 March 2020 | <b>1,209.87</b> |

## Other Equity

|  | Reserves and Surplus         |                             |                            |                 |                   | Total            |
|--|------------------------------|-----------------------------|----------------------------|-----------------|-------------------|------------------|
|  | Investment Allowance Reserve | Capital Redemption Reserves | Securities Premium Account | General reserve | Retained earnings |                  |
| <b>Balance as at 1 April 2018</b>              | <b>0.24</b>                  | -                           | <b>9,018.48</b>            | <b>1,157.99</b> | <b>22,997.49</b>  | <b>33,174.20</b> |
| Profit for the year                            | -                            | -                           | -                          | -               | 3,800.54          | 3,800.54         |
| Other comprehensive income                     | -                            | -                           | -                          | -               | (5.06)            | (5.06)           |
| <b>Total Comprehensive income for the year</b> | <b>0.24</b>                  | -                           | <b>9,018.48</b>            | <b>1,157.99</b> | <b>26,792.97</b>  | <b>36,969.68</b> |
| Dividend for 2017-2018                         | -                            | -                           | -                          | -               | 725.92            | 725.92           |
| Dividend tax on Dividend for 2017-2018         | -                            | -                           | -                          | -               | 149.22            | 149.22           |
|  |                              |                             |                            |                 | <b>875.14</b>     | <b>875.14</b>    |
| <b>Balance as at 31 March 2019</b>             | <b>0.24</b>                  | -                           | <b>9,018.48</b>            | <b>1,157.99</b> | <b>25,917.83</b>  | <b>36,094.54</b> |
| Profit for the year                            | -                            | -                           | -                          | -               | 1,822.60          | 1,822.60         |
| Other comprehensive income                     | -                            | -                           | -                          | -               | (3.49)            | (3.49)           |
|  |                              |                             |                            |                 | 1,819.11          | 1,819.11         |
| Dividend for 2018-2019                         | -                            | -                           | -                          | -               | 725.92            | 725.92           |
| Dividend tax on Dividend for 2018-2019         | -                            | -                           | -                          | -               | 149.22            | 149.22           |
| <b>Balance as at 31 March 2020</b>             | <b>0.24</b>                  | -                           | <b>9,018.48</b>            | <b>1,157.99</b> | <b>26,861.80</b>  | <b>37,038.51</b> |

## Notes :

The Board of Directors have recommended dividend @ 60 % i.e. per equity share [face value ₹ 2 each] aggregating to ₹ 725.92 lakhs for the year ended 31 March 2020.

- Investment Allowance Reserve : This reserve represents Govt grants received against investments.  
Capital Redemption Reserves : This reserve is a statutory reserve created at the time of buy back of shares and utilized in financial year 2017-2018 for bonus issue of equity shares.  
Securities Premium : Premium collected on issue of securities are accumulated as part of securities premium.  
General Reserve : General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.  
Retained Earning : This represents profits remaining after all appropriations. This is free reserve and can be used for distribution of profits.

## As per our report of even date

**For Bhuta Shah & Co LLP**  
Chartered Accountants  
Firm Registration No. 101474W/W100100

**For and on behalf of the board of directors of  
Panama Petrochem Limited**

**CA. Harsh Bhuta**  
Partner  
Membership No : 137888  
UDIN: 20137888AAAAAQ5035

**Amirali E. Rayani**  
Chairman  
DIN:00002616

**Amin A. Rayani**  
Managing Director & CEO  
DIN:00002652

**Prasad Maheshwari**  
CFO  
Place: Mumbai  
Date : 12 June 2020

**Gayatri Sharma**  
Company Secretary & Compliance Officer

Place: Mumbai  
Date : 12 June 2020



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

1. Company Information

Panama petrochem Limited (“the Company”) is a public limited Company domiciled in India. The registered office of the Company is at Plot No. 3303, GIDC Estate, Ankleshwar 393002, Gujarat, India and corporate office at 401, Aza House, Turner Road, Bandra West, Mumbai 400050. The Company was incorporated on 9 March 1982.

The Company is engaged in the manufacture of specialty petroleum products for diverse user industries like printing, textiles, rubber, pharmaceuticals, cosmetics, power and other industrial oil.”

The equity shares of the Company are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Global Depository Receipts (GDRs) of the Company are listed on the Luxembourg stock exchange.

**Authorisation of financial statements**

The standalone financial statements were authorised for issue in accordance with a resolution of the Board of Directors passed on 12<sup>th</sup> June 2020.

2. Significant Accounting Policies:

**(A) Basis of Preparation of Financial Statements**

- (i) **Compliance with Ind AS:** The standalone financial statements have been prepared to comply, in all material aspects, with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Companies Act, 2013. The standalone financial statements upto the year ended 31<sup>st</sup> March 2017 were prepared in accordance with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

Effective 1<sup>st</sup> April, 2017, the Company has adopted Ind AS and adoption was carried out in accordance with Ind AS 101 first time adoption of accounting standards, with 1<sup>st</sup> April, 2016 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

- (ii) **Classification of assets and liabilities :** All assets and liabilities have been classified as current or non-current based on the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Deferred tax assets and liabilities are classified as non-current on net basis.
- (iii) **Historical cost convention :** The financial statements have been prepare on going concern basis under the historical cost convention except:
  - (a) certain financial instruments (including derivative instruments) and
  - (b) defined benefit plans

Which are measured at fair value at the end of each reporting period, as explained in the accounting policies below.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

- (iv) **Functional and presentation currency** : The Company's functional and presentation currency is Indian Rupee (₹). All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs ( ₹ lakhs), except otherwise indicated.
- (v) **Fair value measurement** : The Company measures certain financial assets and financial liabilities including derivatives and defined benefit plans at fair value.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability take place either

- (a) in the principal market for the asset or liability or
- (b) in the absence or a principal market, in the most advantageous market for the asset or liability.

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

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

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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.

**(B) Property, Plant and Equipment**

- (i) Freehold land is carried at historical cost and all other property, plant and equipment are shown at cost (net of adjustable taxes) less accumulated depreciation and accumulated impairment losses. The cost of an asset comprises of its purchase price, non refundable / adjustable purchase taxes and any cost directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management, the initial estimate of any decommissioning obligation, if any and for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. The cost also includes trial run cost and other operating expenses such as freight, installation charges etc. The projects under construction are carried at costs comprising of costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and attributable borrowing costs.
- (ii) Lease arrangements for land are identified as finance lease, in case such arrangements result in transfer of the related risks and rewards to the Company classifies land lease arrangement with a term in excess of 99 years as a finance lease.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

- (iii) Stores and spares which meet the definition of property, plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalised as property, plant and equipment.
- (iv) When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.
- (v) An Item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset or significant part) is included in the Statement of Profit and Loss when the asset is derecognised.
- (vi) In line with the provisions of Schedule II to the Companies Act, 2013, the Company depreciates significant components of the main asset (which have different useful lives as compared to the main asset) based on the individual useful life of those components. Useful life for such components of property, plant and equipment has been assessed based on the historical experience and internal technical inputs.
- (vii) Depreciation on property, plant and equipment is provided as per written down value method based on useful life prescribed under Schedule II to the Companies Act, 2013. The Company has assessed the estimated useful lives of its property, plant and equipment and has adopted the useful lives and residual value as prescribed in Schedule II.

The property, plant and equipment acquired under finance lease are depreciated over the period of lease. Depreciation on stores and spares specific to an item or property, plant and equipment is based on life of the related property, plant and equipment. In other cases, the stores and spares are depreciated over their estimated useful life based on the technical assessment.

- (viii) The residual values and useful lives of property, plant and equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.
- (ix) Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. These are stated at cost to date relating to items or project in progress, incurred during construction / preoperative period. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current Assets".

**(C) Investment Property**

Investment properties are properties held to earn rentals and / or for capital appreciation (including property under construction for such purpose). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with the requirements of Ind AS 16 for cost model.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property is included in the Statement of Profit and Loss in the period in which the property is derecognised.

Depreciation on investment property is provided as per written down value method based on estimated useful life which is considered at 60 years based on internal assessment.

**(D) Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

Intangible assets namely computer software is amortized at the rate of 33.33 % on a straight line basis over the estimated useful economic life.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Profit and Loss Statement when the asset is derecognized.

**(E) Borrowing Costs**

Borrowing costs are charged to Statement of Profit and Loss except to the extent attributable to acquisition / construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**(F) Impairment of Non-financial Assets**

At each balance sheet date, an assessment is made of whether there is any indication of impairment.

If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

**(G) Non-current Assets held for sale**

Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the assets is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.





NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

**(H) Inventories**

Inventories are valued as follows:

|                                     |   |
|-------------------------------------|---|
| Raw materials                       | Lower of cost or net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First In First Out (FIFO) basis. Cost of raw materials comprises of cost of purchase (net of discount) and other cost in bringing the inventory to their present location and condition excluding Cenvat credit / Countervailing duty. Customs duty on stock lying in bonded warehouse is included in cost. |
| Work-in-progress and Finished goods | Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a First In First Out (FIFO) basis.   |

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**(I) Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

**(i) Sale of Goods:**

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. The Company collects goods and service tax/sales taxes and value added taxes (GST/VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

**(ii) Interest income:**

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is included under the head "other income" in the Statement of Profit and Loss.

**(iii) Dividend income:**

Revenue is recognized when the shareholders' right to receive payment is established by the reporting date. Dividend income is included under the head "other income" in the Statement of Profit and Loss.

**(iv) Rental Income:**

Revenue is recognised on the basis of income arising from operating lease of investment properties is accounted for on a straight-line basis over the lease unless the payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases and is included in the head "other income" in the Statement of Profit and Loss.

**(v) Others:**

Revenue is recognised in respect of export incentives, insurance / other claims etc., when it is reasonably certain that the ultimate collection will be made.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**(J) Expenditure on Research and Development**

Revenue expenditure on Research and Development is charged to Statement of Profit and Loss under the appropriate heads of expenses. Expenditure relating to property, plant and equipment are capitalised under respective heads.

**(K) Foreign Currency Transactions**

**(i) Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**(ii) Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

**(iii) Exchange Differences**

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in financial statements, are recognized as income or as expenses in the year in which they arise.

**(iv) Forward Contracts**

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

**(L) Employee Benefits**

All employee benefits payable wholly within 12 months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

**Post Retirement Benefits**

The Company operates the following post-employment schemes:

- (a) defined benefit plan - gratuity
- (b) defined contribution plan - provident fund

Defined benefit plan - Gratuity obligation

Post-employment benefits (benefits which are payable on completion of employment) are measured on a discounted basis by the Projected Unit Credit Method on the basis of actuarial valuation annually.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less fair value of plan assets.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

Defined contribution plan

Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective fund are due. There are no other obligations other than the contribution payable to the respective fund.

**(M) Leases**

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Infosys's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the company has concluded that no changes are required to lease period relating to the existing lease contracts. Refer note no 11.1

**(a) As Company is the lessee**

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

**(b) Company is the lessor**

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

**(N) Taxation**

Income tax expense comprises of current tax expense and the net change in the deferred tax asset or liability during the year.

- (a) Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.
- (b) Deferred Tax: Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are off set if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

- (c) Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the Profit and Loss Statement and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the sufficient period.

**(O) Segment Reporting**

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

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The operating segments have been identified on the basis of nature of product/services.

The board of directors of the Company has appointed the Managing Director as the chief operating decision maker (CODM) who is assessing the financial performance and position of the Company, and makes strategic decisions.

**(P) Earning per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events, if any, such as bonus issue, bonus elements in a rights issue to existing shareholders, shares split and reverse share split (consolidation of shares).

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

**(Q) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made.

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

Contingent liabilities are disclosed in the case of:

- a) a present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- b) a present obligation arising from the past events, when no reliable estimate is possible;
- c) a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

**(R) Financial Instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

**I. Financial Assets**

**A. Initial recognition and measurement :**

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of the financial asset [other than financial assets at fair value through profit or loss (FVTPL)] are added to the fair value of the financial assets. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset. Transaction costs of financial assets carried at FVTPL are expensed in the Statement of Profit and Loss.

**B. Subsequent measurement:**

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

- (i) Debt instruments at amortised cost

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

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

- (ii) Debt instruments included within the Fair Value Through Profit or Loss (FVTPL) category are measured at fair value with all changes recognised in the Statement of Profit and Loss.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

- (iii) Equity instruments: All equity instruments within the scope of Ind-AS 109 are measured at fair value. Equity instruments which are classified as held for trading are measured at FVTPL. For all other equity instruments, the Company decides to measure the same either at Fair Value Through Other Comprehensive Income (FVTOCI) or FVTPL. The Company makes such selection on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments measured at FVTOCI, all fair value changes on the instrument, excluding dividends, are recognised in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such instruments.

- iv) Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

**C. De-recognition:**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

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

**D. Impairment of financial assets:**

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on trade receivables and other advances. The Company follows 'simplified approach' for recognition of impairment loss on these financial assets. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Allowance for credit losses on receivables and unbilled revenue

The company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The company considered current and anticipated future economic conditions relating to industries the company deals with and the countries where it operates. In calculating expected credit loss, the company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID -19.

**II. Financial Liabilities**

**A. Initial recognition and measurement:**

Financial liabilities are classified at initial recognition as :



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

- (i) financial liabilities at fair value through profit or loss,
- (ii) loans and borrowings, payables, net of directly attributable transaction costs or
- (iii) derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

**B. Subsequent measurement :**

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

- (i) **Borrowings:** Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently 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. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished and the consideration paid is recognised in the Statement of Profit and Loss as other gains / (losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender has agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

- (ii) **Trade and other payables:** These amounts represent liabilities for goods and services provided to the Company prior to the end of financial period which are unpaid. The amounts are unsecured and are usually paid within twelve months of recognition. Trade and other payables are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.
- (iii) **Derivative financial instruments:** The Company uses derivative financial instruments, such as foreign exchange forward contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

**Hedge accounting :**

The Company designates certain hedging instruments which include derivatives, embedded derivatives and non derivatives in respect of foreign currency risk, as either fair value hedges, cash flow hedges or hedges of net investments in foreign operations. At the inception of the hedge relationship, the Company documents the relationship between the hedging instruments and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.





NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

**C. De-recognition**

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

**D. Offsetting of financial instruments**

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

**Significant accounting judgements, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**Judgements**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

- (a) Operating lease commitments – Company as lessor;
- (b) Assessment of functional currency;
- (c) Evaluation of recoverability of deferred tax assets

**Estimates and assumptions**

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

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

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues and Investment in subsidiaries. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts . The company has



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these condensed financial statements.

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year :

- a) Useful lives of property, plant and equipment, investment property and intangible assets;
- b) Fair value measurements of financial instruments ;
- c) Impairment of non-financial assets;
- d) Taxes;
- e) Defined benefit plans (gratuity benefits);
- f) Provisions;
- g) Valuation of inventories;
- h) Contingencies



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

|  | ₹ In lakhs    |                |                  |                      |                   |                  |           |                        |          |           |  |
|--|---------------|----------------|------------------|----------------------|-------------------|------------------|-----------|------------------------|----------|-----------|--|
|  | Freehold land | Leasehold Land | Factory Building | Non Factory Building | Plant & Equipment | Office Equipment | Computers | Furniture and fixtures | Vehicles | Total     |  |
| <b>Cost or valuation</b>                 |               |                |                  |                      |                   |                  |           |                        |          |           |  |
| <b>At 1 April 2018</b>                   | 6.19          | 2,861.57       | 1,636.59         | 1,945.96             | 3,492.40          | 126.67           | 88.02     | 404.33                 | 545.67   | 11,107.40 |  |
| Additions                                | -             | 22.16          | 135.48           | 1,592.93             | 390.86            | 6.65             | 5.16      | 15.15                  | 111.11   | 2,279.50  |  |
| Other adjustments                        | -             | -              | -                | -                    | -                 | -                | -         | -                      | (54.10)  | (54.10)   |  |
| Re-classification to Investment Property | -             | -              | -                | (566.67)             | -                 | -                | -         | -                      | -        | (566.67)  |  |
| <b>At 31 March 2019</b>                  | 6.19          | 2,883.73       | 1,772.07         | 2,972.22             | 3,883.26          | 133.32           | 93.18     | 419.48                 | 602.68   | 12,766.13 |  |
| Additions                                | -             | -              | 76.95            | 100.82               | 419.44            | 12.17            | 5.40      | 114.20                 | 65.64    | 794.62    |  |
| Other adjustments                        | -             | -              | -                | -                    | (7.00)            | -                | -         | -                      | (11.46)  | (18.46)   |  |
| Re-classification to Investment Property | -             | -              | -                | -                    | -                 | -                | -         | -                      | -        | -         |  |
| <b>At 31 March 2020</b>                  | 6.19          | 2,883.73       | 1,849.02         | 3,073.04             | 4,295.70          | 145.49           | 98.58     | 533.68                 | 656.86   | 13,542.29 |  |
| <b>Depreciation</b>                      |               |                |                  |                      |                   |                  |           |                        |          |           |  |
| <b>At 1 April 2018</b>                   | -             | 398.50         | 390.44           | 215.04               | 842.96            | 95.30            | 79.62     | 191.24                 | 287.10   | 2,500.20  |  |
| Re-classification to Investment Property | -             | -              | -                | (49.70)              | -                 | -                | -         | -                      | -        | (49.70)   |  |
| Charge for the year                      | -             | 36.45          | 51.06            | 39.25                | 140.35            | 10.29            | 5.11      | 40.31                  | 53.04    | 375.86    |  |
| Other adjustments                        | -             | -              | -                | -                    | -                 | -                | -         | -                      | (42.44)  | (42.44)   |  |
| <b>At 31 March 2019</b>                  | -             | 434.95         | 441.50           | 204.59               | 983.31            | 105.59           | 84.73     | 231.55                 | 297.70   | 2,783.92  |  |
| Re-classification to Investment Property | -             | -              | -                | -                    | -                 | -                | -         | -                      | -        | -         |  |
| Charge for the year                      | -             | 36.59          | 55.21            | 48.54                | 150.77            | 10.01            | 6.03      | 38.60                  | 55.35    | 401.10    |  |
| Other adjustments                        | -             | -              | -                | -                    | (0.17)            | -                | -         | -                      | (9.82)   | (9.99)    |  |
| <b>At 31 March 2020</b>                  | -             | 471.54         | 496.71           | 253.13               | 1,133.91          | 115.60           | 90.76     | 270.15                 | 343.23   | 3,175.03  |  |
| Net Block                                |               |                |                  |                      |                   |                  |           |                        |          |           |  |
| <b>At 31 March 2019</b>                  | 6.19          | 2,448.78       | 1,330.57         | 2,767.63             | 2,899.95          | 27.73            | 8.45      | 187.93                 | 304.98   | 9,982.21  |  |
| <b>At 31 March 2020</b>                  | 6.19          | 2,412.19       | 1,352.31         | 2,819.91             | 3,161.79          | 29.89            | 7.82      | 263.53                 | 313.63   | 10,367.26 |  |
| Capital work-in-progress                 |               |                |                  |                      |                   |                  |           |                        |          |           |  |
| <b>At 31 March 2019</b>                  | -             | -              | -                | 1,105.05             | -                 | -                | -         | -                      | -        | 1,105.05  |  |
| <b>At 31 March 2020</b>                  | -             | -              | -                | 1,723.76             | -                 | -                | -         | -                      | -        | 1,723.76  |  |

Notes:-

3.1 Factory Building includes those constructed on leasehold land:

|                  | Gross Block | Depreciation For the year | Accumulated Depreciation | Net Block |
|------------------|-------------|---------------------------|--------------------------|-----------|
| At 31 March 2019 | 1,672.24    | 47.81                     | 404.52                   | 1,267.72  |
| At 31 March 2020 | 1,749.19    | 51.96                     | 456.47                   | 1,292.72  |

3.2 Non Factory Building includes those constructed on leasehold land:

|                  | Gross Block | Depreciation For the year | Accumulated Depreciation | Net Block |
|------------------|-------------|---------------------------|--------------------------|-----------|
| At 31 March 2019 | 411.06      | 2.55                      | 11.49                    | 399.57    |
| At 31 March 2020 | 411.06      | 7.27                      | 18.76                    | 392.30    |

3.3 Non Factory Building Re-classified as investment properties as per Ind AS 40

|                  | Gross Block | Depreciation For the year | Accumulated Depreciation | Net Block |
|------------------|-------------|---------------------------|--------------------------|-----------|
| At 31 March 2020 | -           | -                         | -                        | -         |

3.4 Capital expenditure on research & development

- a) Addition to fixed assets includes capital assets of ₹ Nil lakhs (31 March 2018 : ₹ Nil)
- b) Gross block includes fixed assets in research & development (R&D) unit
  - Furniture ₹ 4.08 lakhs (31 March 2019 : ₹ 4.08 lakhs)
  - Lab Equipment's ₹ 93.24 lakhs (31 March 2019 : ₹ 93.24 lakhs)
  - Computer ₹ 00.55 lakh (31 March 2019 : ₹ 00.55 lakh)
  - Air Conditioner ₹ 1.13 lakhs (31 March 2019 : ₹ 1.13 lakhs)

3.5 The Board currently estimates that there are no components which have significantly different lives from the underlying primary assets



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

| 4. Investment Property  | As at 31.03.2020<br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|---|--------------------------------|--------------------------------|
| <b>I. Gross Carrying Amount</b>   |                                |                                |
| Balance at the beginning of the year  | 1,145.30                       | 578.63                         |
| Additions   | -                              | 566.67                         |
| Deletions   | -                              | -                              |
| Balance at the end of the year  | <u>1,145.30</u>                | <u>1,145.30</u>                |
| <b>II. Accumulated Depreciation and Impairment</b>  |                                |                                |
| Balance at the beginning of the year  | 118.56                         | 50.75                          |
| Depreciation for the year   | 18.11                          | 18.11                          |
| Accumulated depreciation on Addition/deletions  | -                              | 49.70                          |
| Balance at the end of the year  | <u>136.67</u>                  | <u>118.56</u>                  |
| <b>III. Net Carrying Amount at end of the year</b>  |                                |                                |
|   | <u>1,008.63</u>                | 1,026.74                       |
| <b>IV. Fair value of investment property at the end of the year</b>                               |                                |                                |
|   | <u>1,920.46</u>                | <u>1,920.46</u>                |
| <b>4.1 Information regarding income and expenditure of Investment Property</b>                    |                                |                                |
|   | 2019-2020<br>₹ in lakhs        | 2018-2019<br>₹ in lakhs        |
| Rental income derived from investment properties  | 216.47                         | 200.39                         |
| Direct operating expenses (including repairs and maintenance) generating rental income            | 10.26                          | 10.26                          |
| Direct operating expenses (including repairs and maintenance) that did not generate rental income | -                              | -                              |
| Profit arising from investment properties before depreciation and indirect expenses               | <u>206.21</u>                  | 190.13                         |
| Less – Depreciation   | 18.11                          | 18.11                          |
| Profit arising from investment properties before indirect expenses                                | <u>188.10</u>                  | <u>172.02</u>                  |

**4.2 Fair value of the Company's investment properties**

The fair value of the Company's investment properties as at 31 March 2018 was arrived at on the basis of a valuation carried out by independent registered valuers not related to the Company. The Company has adopted policy of revaluing investment property generally every three years unless there are any significant changes in the circumstances requiring earlier revaluation. Accordingly, the Company has continued with the same valuation for the year ended 31 March 2019 and 31 March 2020.

**4.3 a) Details of the Company's Investment properties and information about their Fair value hierarchy**

| Valuation as at | Fair value measurement |            |
|-----------------|------------------------|------------|
|                 | 31.03.2020             | 31.03.2019 |
|                 | <u>1,920.46</u>        | 1,920.46   |



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| b) Reconciliation of fair value | <b>2019-2020</b><br>₹ in lakhs | 2018-2019<br>₹ in lakhs |
|---------------------------------|--------------------------------|-------------------------|
| Opening balance                 | <b>1,920.46</b>                | 960.23                  |
| Fair value difference           | -                              | -                       |
| Purchases/Reclassification      | -                              | 960.23                  |
| Closing balance                 | <b>1,920.46</b>                | <b>1,920.46</b>         |

**c) Description of valuation techniques used and key inputs to valuation on investment properties**

The investment properties have been valued at Fair Market Value. It is the value of the property at which it can be sold in open market at a particular time free from forced value or sentimental value. Prevailing market value is a result of demand/ supply /merits /demerits of properties and various locational, social, economical, political factors and circumstances. Prevailing market value can be estimated through market survey, through dependable data/ sale instances, local estate developers/ brokers, real estate portal enquiries and verbal enquiries in neighbourhood area.

**5.1 Right-Of-Use Assets**

Effective April 1, 2019, the Company adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company’s incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of ‘Right of Use’ asset of ₹ 145.05 Lakhs, and a lease liability of ₹ 145.05 Lakhs. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments

The following is the summary of practical expedients elected on initial application:

- a) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
- b) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
- c) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- d) Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 11.39%



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

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

**Category of ROU Assets : Building**

|  | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|--|---------------------------------------|--------------------------------|
| <b>I. Gross Carrying Amount</b>                    |                                       |                                |
| Balance at the beginning of the year               | -                                     | -                              |
| Reclassified on account of adoption of Ind AS 116  | <b>145.05</b>                         | -                              |
| Additions  | -                                     | -                              |
| Deletions  | -                                     | -                              |
| Balance at the end of the year                     | <b>145.05</b>                         | -                              |
| <b>II. Accumulated Depreciation and Impairment</b> |                                       |                                |
| Balance at the beginning of the year               | -                                     | -                              |
| Depreciation for the year                          | <b>52.56</b>                          | -                              |
| Accumulated depreciation on deletions              | -                                     | -                              |
| Balance at the end of the year                     | <b>52.56</b>                          | -                              |
| <b>III. Net Carrying Amount at end of the year</b> | <b>92.49</b>                          | -                              |

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the interim condensed statement of Profit and Loss.

**5.2 Other Intangible Assets**

|  | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|--|---------------------------------------|--------------------------------|
| <b>I. Gross Carrying Amount</b>                    |                                       |                                |
| Balance at the beginning of the year               | <b>7.11</b>                           | 7.11                           |
| Additions  | -                                     | -                              |
| Deletions  | -                                     | -                              |
| Balance at the end of the year                     | <b>7.11</b>                           | 7.11                           |
| <b>II. Accumulated Depreciation and Impairment</b> |                                       |                                |
| Balance at the beginning of the year               | <b>7.11</b>                           | 7.11                           |
| Depreciation for the year                          | -                                     | -                              |
| Accumulated depreciation on deletions              | -                                     | -                              |
| Balance at the end of the year                     | <b>7.11</b>                           | 7.11                           |
| <b>III. Net Carrying Amount at end of the year</b> | -                                     | -                              |



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## 6 Financial Assets

## 6.1 Non-current Investments (fully paid up)

| Investments in equity instruments  | As at 31.03.2020<br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|--|--------------------------------|--------------------------------|
| <b>Unquoted</b>  |                                |                                |
| 1,795 (31 March 2019 : 1,795) fully paid equity shares of ₹ 10 each of Bharuch Enviro Infrastructure Limited         | 0.19                           | 0.19                           |
| 975 (31 March 2019 : 975) Fully paid equity shares of ₹ 100 each of The Marol Co operative Industrial Estate Limited | 0.98                           | 0.98                           |
| 33,018 (31 March 2019 : 33,018) Fully Paid Equity Shares of AED 1,000 each of Panol Industries RMC FZE, UAE          | 5,185.62                       | 5,185.62                       |
|  | <b>5,186.79</b>                | 5,186.79                       |
| <b>Aggregate amount of Unquoted Investments - gross</b>  | <b>5,186.79</b>                | 5,186.79                       |
| <b>Aggregate amount of impairment in value of investments</b>  | -                              | -                              |
| <b>Aggregate amount of Unquoted Investments - net</b>  | <b>5,186.79</b>                | 5,186.79                       |
| <b>Quoted</b>  |                                |                                |
| 6,200 (31 March 2019 : 6,200) fully paid equity shares of face value of ₹ 10 each of DCB Bank Limited                | 5.89                           | 12.67                          |
|  | <b>5.89</b>                    | 12.67                          |
| <b>Aggregate amount of Quoted Investments - gross</b>  | <b>5.89</b>                    | 12.67                          |
| <b>Aggregate amount of impairment in value of investments</b>  | -                              | -                              |
| <b>Aggregate amount of Quoted Investments - net</b>  | <b>5.89</b>                    | 12.67                          |
| <b>6.2 Trade Receivables</b>   |                                |                                |
| <b>Current</b>   |                                |                                |
| Unsecured, Considered good   | 19,143.57                      | 26,439.55                      |
| Considered doubtful  | 13.89                          | 13.89                          |
|  | <b>19,157.46</b>               | 26,453.44                      |
| Less: Allowance for doubtful debts   | 13.89                          | 13.89                          |
|  | <b>19,143.57</b>               | 26,439.55                      |
| Less: Impairment under expected credit loss  | 50.87                          | 70.54                          |
|  | <b>19,092.70</b>               | 26,369.01                      |



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

The entity has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follow

| Age of receivables          | As at 31.3.2020                     |                                |                           |                                   |
|-----------------------------|-------------------------------------|--------------------------------|---------------------------|-----------------------------------|
|                             | Gross Carrying Amount<br>₹ in lakhs | Expected Credit Loss Rate<br>% | Credit Loss<br>₹ in lakhs | Net Carrying Amount<br>₹ in lakhs |
| 0-180 days past due         | 251.91                              | 5.09%                          | 12.82                     | 239.09                            |
| 180-365 days past due       | 23.20                               | 10.31%                         | 2.39                      | 20.81                             |
| More than 365 days past due | 276.60                              | 12.89%                         | 35.65                     | 240.94                            |
| <b>Total</b>                | <b>551.70</b>                       | <b>9.22%</b>                   | <b>50.87</b>              | <b>500.83</b>                     |

| Age of receivables          | As at 31.3.2019                     |                                |                           |                                   |
|-----------------------------|-------------------------------------|--------------------------------|---------------------------|-----------------------------------|
|                             | Gross Carrying Amount<br>₹ in lakhs | Expected Credit Loss Rate<br>% | Credit Loss<br>₹ in lakhs | Net Carrying Amount<br>₹ in lakhs |
| 0-180 days past due         | 192.35                              | 5.09%                          | 9.79                      | 182.56                            |
| 180-365 days past due       | 164.50                              | 10.31%                         | 16.96                     | 147.54                            |
| More than 365 days past due | 339.72                              | 12.89%                         | 43.79                     | 295.93                            |
| <b>Total</b>                | <b>696.57</b>                       | <b>10.13%</b>                  | <b>70.54</b>              | <b>626.03</b>                     |

| Movement in the expected credit loss allowance  | Year ended<br>31.3.2020<br>₹ in lakhs | Year ended<br>31.3.2019<br>₹ in lakhs |
|---|---------------------------------------|---------------------------------------|
| Balance at the beginning of the year  | 70.54                                 | 52.81                                 |
| Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses | (19.67)                               | 17.73                                 |
| Balance at the end of the year  | 50.87                                 | 70.54                                 |

## 6.3 Loans and advances

## Current

Other Loans

Unsecured, considered good

|  |              |               |
|--|--------------|---------------|
|  | 46.12        | 109.73        |
|  | <b>46.12</b> | <b>109.73</b> |





**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>6.4 Cash and Cash Equivalents</b>  | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|---|---------------------------------------|--------------------------------|
| <b>Balances with banks</b>  |                                       |                                |
| On Current accounts   | <b>3,006.40</b>                       | 333.42                         |
| <b>Cash Balances</b>  |                                       |                                |
| Cash on hand  | <b>2.84</b>                           | 4.76                           |
|   | <b>3,009.24</b>                       | 338.18                         |
| <br>  |                                       |                                |
| <b>6.5 Other bank balances</b>  |                                       |                                |
| Deposit accounts with more than 3 months but less than 12 months maturity     | <b>325.00</b>                         | 160.85                         |
| Unpaid dividend accounts  | <b>27.04</b>                          | 23.39                          |
|   | <b>352.04</b>                         | 184.24                         |
| <br>  |                                       |                                |
| <b>6.6 Other Financial Assets</b>   |                                       |                                |
| <b>Non-current</b>  |                                       |                                |
| Bank deposits with more than 12 months maturity                               | <b>35.14</b>                          | 15.57                          |
| Security Deposits   | <b>35.08</b>                          | 33.95                          |
|   | <b>70.22</b>                          | 49.52                          |
| <b>Current</b>  |                                       |                                |
| Security Deposits   | <b>162.27</b>                         | 229.20                         |
| Derivative Asset  | <b>256.62</b>                         | -                              |
| Receivable against expenses incurred on behalf of subsidiary (Refer note 36 ) | <b>11.55</b>                          | 82.30                          |
| Other Financial Assets  | <b>1.91</b>                           | 8.49                           |
|   | <b>432.35</b>                         | 319.99                         |
|   | <b>502.57</b>                         | 369.51                         |
| <br>  |                                       |                                |
| <b>7 Inventories</b>  |                                       |                                |
| Raw Material  | <b>17,862.50</b>                      | 28,685.25                      |
| Finished Goods  | <b>1,060.16</b>                       | 1,545.53                       |
| Traded Goods  | <b>233.25</b>                         | 719.48                         |
| Packing Material  | <b>91.82</b>                          | 120.19                         |
|   | <b>19,247.73</b>                      | 31,070.45                      |



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>8 Other Assets</b>  | <b>As at 31.03.2020</b> | As at 31.03.2019 |
|--|-------------------------|------------------|
|  | <b>₹ in lakhs</b>       | ₹ in lakhs       |
| <b>Non-current</b>   |                         |                  |
| Capital Advances   | <b>61.27</b>            | 47.81            |
| Others including duties and taxes receivable (other than Cenvat & GST Balance) | -                       | -                |
|  | <b>61.27</b>            | 47.81            |
| <b>Current</b>   |                         |                  |
| Cenvat/GST balances  | <b>625.54</b>           | 1,648.93         |
| Advances to vendors  | <b>268.92</b>           | 397.94           |
| Others including duties and taxes receivable (other than Cenvat/GST balances)  | <b>128.59</b>           | 257.69           |
|  | <b>1,023.05</b>         | 2,304.56         |

**9 Equity Share Capital**

**Authorised shares**

12,77,50,000 (31 March 2019 : 12,77,50,000, equity shares of ₹ 2 each) **2,555.00** 2,555.00

**Issued shares**

6,04,93,598 (31 March 2019 : 6,04,93,598 equity shares of ₹ 2 each) **1,209.87** 1,209.87

**Subscribed and fully paid-up shares**

6,04,93,598 (31 March 2019 : 6,04,93,598 equity shares of ₹ 2 each) **1,209.87** 1,209.87

| <b>a) Reconciliation of shares</b> | <b>As at 31.03.2020</b> |                   | As at 31.03.2019 |            |
|------------------------------------|-------------------------|-------------------|------------------|------------|
|                                    | <b>Nos.</b>             | <b>₹ in lakhs</b> | Nos.             | ₹ in lakhs |
| At the beginning of the year       | <b>6,04,93,598</b>      | <b>1209.87</b>    | 6,04,93,598      | 1209.87    |
| Issued during the year             | -                       | -                 | -                | -          |
| At the end of the year             | <b>6,04,93,598</b>      | <b>1,209.87</b>   | 6,04,93,598      | 1,209.87   |

**b) Rights, preferences and restrictions attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share, however the holders of global depository receipts (GDR's) do not have any voting rights in respect of shares represented by the GDR's till the shares are held by the custodian bank. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive assets in proportion to the number of equity shares held by the shareholders.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## c) Details of shareholders holding more than 5% of equity shares

|  | As at 31.03.2020 |                        | As at 31.03.2019 |                        |
|--|------------------|------------------------|------------------|------------------------|
|  | No of Shares     | % holding in the class | No of Shares     | % holding in the class |
| Equity Shares of ₹ 2 each fully paid up  |                  |                        |                  |                        |
| Ms. Shelina Arif Rayani  | 41,90,462        | 6.93%                  | 41,82,412        | 6.91%                  |
| Arif Amirali Rayani  | 31,23,706        | 5.16%                  | 17,80,029        | 2.94%                  |
| Ittefaq Ice and Cold Storage Private Limited   | 37,60,308        | 6.22%                  | 25,05,016        | 4.14%                  |
| Shares held by Custodian as against which global depository receipts have been issued (Citi Bank N.A.) | 1,47,17,587      | 24.33%                 | 1,65,92,587      | 27.43%                 |

## 10. Other Equity

|  | As at 31.03.2020<br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|--|--------------------------------|--------------------------------|
| <b>Investment Allowance Reserve</b>  |                                |                                |
| Balance at the beginning & at the end of the year  | 0.24                           | 0.24                           |
|  | <b>0.24</b>                    | <b>0.24</b>                    |
| <b>Capital Redemption Reserves</b>   |                                |                                |
| Balance at the beginning of the year   | -                              | -                              |
| Less:- Utilized for Bonus Issue  | -                              | -                              |
| Balance at the end of the year   | -                              | -                              |
| <b>Securities Premium Account</b>  |                                |                                |
| Balance at the beginning of the year   | 9,018.48                       | 9,018.48                       |
| Less:- Utilized for Bonus Issue  | -                              | -                              |
| Balance at the end of the year   | 9,018.48                       | 9,018.48                       |
| <b>General reserve</b>   |                                |                                |
| Balance at the beginning of the year   | 1,157.99                       | 1,157.99                       |
| Add: Transfer from surplus in the Statement of Profit and Loss   | -                              | -                              |
| Balance at the end of the year   | 1,157.99                       | 1,157.99                       |
| <b>Surplus in the Statement of Profit and Loss</b>   |                                |                                |
| Balance at the beginning of the year   | 25,917.83                      | 22,997.49                      |
| Add: Profit / (Loss) for the year  | 1,822.60                       | 3,800.54                       |
| Add/Less: Other comprehensive income arising from re-measurement of defined benefit obligation net of income tax | 1.98                           | (10.43)                        |



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>10. Other Equity</b>   | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|---|---------------------------------------|--------------------------------|
| Add/Less: Equity instruments through other comprehensive income | <b>(6.78)</b>                         | 2.65                           |
| Add/Less: Income tax related to above                           | <b>1.31</b>                           | 2.72                           |
|   | <b>27,736.94</b>                      | 26,792.97                      |
| Less: Appropriations  |                                       |                                |
| Dividend Paid   | <b>725.92</b>                         | 725.92                         |
| Tax on Dividend Paid  | <b>149.22</b>                         | 149.22                         |
| Total Appropriations  | <b>875.14</b>                         | 875.14                         |
| Net Retained earning  | <b>26,861.80</b>                      | 25,917.83                      |
| <b>Total other equity</b>                                       | <b>37,038.51</b>                      | 36,094.54                      |

Notes:

- Investment Allowance Reserve : Investment Allowance Reserve is a statutory reserve and can be utilise for further issue of capital.
- Capital Redemption Reserves : CRR is a statutory reserve created at the time of buy back of shares and utilized in Financial Year 2017-2018 for bonus issue of equity shares.
- Securities Premium : Premium collected on issue of securities are accumulated as part of securities premium. Utilisation of such reserve is restricted by The Companies Act, 2013.
- General Reserve : General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.
- Retained Earning : This represents profits remaining after all appropriations. This is free reserve and can be used for distribution of profits.

**11 Financial Liabilities**

| <b>11.1 Lease Liability</b> | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|-----------------------------|---------------------------------------|--------------------------------|
| <b>Non Current</b>          |                                       |                                |
| Non Current lease liability | <b>48.92</b>                          | -                              |
|                             | <b>48.92</b>                          | -                              |
| <b>Current</b>              |                                       |                                |
| Current lease liability     | <b>48.67</b>                          | -                              |
|                             | <b>48.67</b>                          | -                              |



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>11.1 Lease Liability</b>   | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|---|---------------------------------------|--------------------------------|
| The following is the movement in lease liabilities during the year ended March 31, 2020 : |                                       |                                |
| <b>Particulars</b>  |                                       |                                |
| Balance at the beginning  | -                                     | -                              |
| Additions   | <b>145.05</b>                         | -                              |
| Finance cost accrued during the period  | <b>13.60</b>                          | -                              |
| Deletions   | -                                     | -                              |
| Payment of lease liabilities  | <b>60.45</b>                          | -                              |
| Translation Difference  | -                                     | -                              |
| Balance at the end  | <b>98.20</b>                          | -                              |

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2020 on an undiscounted basis:

|                      |               |   |
|----------------------|---------------|---|
| <b>Particulars</b>   |               |   |
| Less than one year   | <b>57.35</b>  | - |
| One to five years    | <b>52.88</b>  | - |
| More than five years | -             | - |
| <b>Total</b>         | <b>110.23</b> | - |

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

**11.2 Short-term Borrowings (Secured)**

**Current**

|                         |              |           |
|-------------------------|--------------|-----------|
| Cash Credits from banks | <b>72.01</b> | 10,467.63 |
|-------------------------|--------------|-----------|

Secured by ;

- i) hypothecation of inventories, receivables and other current assets and
- ii) first pari-passu charge by way of equitable mortgage by deposit of title deeds of the Company's certain immovable properties at Ankleshwar, Daman, Marol industrial estate.

The cash credit is repayable on demand and carried an interest rate of Current Year 8.25% to 14.05% p.a. (Previous Year 9.55% to 14.05% p.a.)

|              |           |
|--------------|-----------|
| <b>72.01</b> | 10,467.63 |
|--------------|-----------|



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**11.3 Trade payables**

**Current**

Trade payables

Micro and Small Enterprises

Other than Micro and Small Enterprises

(Refer Note 32 for details of dues to micro and small enterprises)

| <b>As at 31.03.2020</b> | <b>As at 31.03.2019</b> |
|-------------------------|-------------------------|
| <b>₹ in lakhs</b>       | <b>₹ in lakhs</b>       |
| -                       | -                       |
| <b>22,029.20</b>        | 27,919.55               |
| <b>22,029.20</b>        | 27,919.55               |

**11.4 Other Financial Liabilities**

**Current**

**Financial liabilities at fair value through profit or loss (FVTPL)**

Derivatives liabilities carried at fair value

**Other Financial liabilities at amortised cost**

Unpaid dividends

Security deposit

Income tax deducted at source

Duties and taxes

Creditors for capital goods

|               |          |
|---------------|----------|
| -             | 174.13   |
| <b>27.04</b>  | 23.39    |
| <b>150.26</b> | 150.23   |
| <b>20.00</b>  | 50.90    |
| <b>312.00</b> | 1,015.97 |
| <b>31.85</b>  | 60.81    |
| <b>541.15</b> | 1,475.43 |

**12. Provisions**

**Non Current**

Provision for gratuity (Refer Note 34)

|              |       |
|--------------|-------|
| <b>87.95</b> | 73.12 |
| <b>87.95</b> | 73.12 |

**Current**

Provision for gratuity (Refer Note 34)

Provision for CSR

|               |       |
|---------------|-------|
| <b>18.43</b>  | 16.87 |
| -             | -     |
| <b>18.43</b>  | 16.87 |
| <b>106.38</b> | 89.99 |



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>13 Deferred Tax Liability (Net)</b>                | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|---|---------------------------------------|--------------------------------|
| Deferred Tax Liability                                | <b>823.91</b>                         | 963.19                         |
| Deferred Tax Assets                                   | <b>76.87</b>                          | 61.55                          |
| <b>Net Deferred Tax Liability</b>                     | <b>747.04</b>                         | 901.64                         |
| <b>Deferred Tax Assets</b>                            |                                       |                                |
| Deductible temporary differences                      |                                       |                                |
| Provision for doubtful debts and advances             | <b>4.81</b>                           | 4.81                           |
| Provision for ECL                                     | <b>12.80</b>                          | 24.65                          |
| Finance Lease   | <b>34.89</b>                          | -                              |
| Defined benefit obligation                            | <b>22.71</b>                          | 31.45                          |
| Others  | <b>1.66</b>                           | 0.64                           |
|   | <b>76.87</b>                          | 61.55                          |
| <b>Deferred Tax Liability</b>                         |                                       |                                |
| Taxable temporary differences                         |                                       |                                |
| Property, plant and equipment and investment property | <b>787.33</b>                         | 962.27                         |
| Right of Use  | <b>36.58</b>                          | -                              |
| Other financial liabilities                           | -                                     | 0.93                           |
|   | <b>823.91</b>                         | 963.20                         |
| <b>14 Other Liabilities</b>                           |                                       |                                |
| <b>Current</b>  |                                       |                                |
| Advances from customers                               | <b>151.86</b>                         | 71.80                          |
| Other liabilities                                     | <b>32.71</b>                          | 44.11                          |
|   | <b>184.57</b>                         | 115.91                         |
| <b>15 Current tax assets and liabilities</b>          |                                       |                                |
| Current tax assets                                    |                                       |                                |
| Advance Tax (Gross)                                   | <b>7,560.46</b>                       | 6,931.30                       |
|   | <b>7,560.46</b>                       | 6,931.30                       |
| Current tax liabilities                               |                                       |                                |
| Income tax payable (Gross)                            | <b>7,253.68</b>                       | 6,763.68                       |
| Current tax assets/(liabilities)                      | <b>306.78</b>                         | 167.62                         |



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>16 Revenue from Operations</b>                           | <b>2019-2020</b><br>₹ in lakhs | 2018-2019<br>₹ in lakhs |
|---|--------------------------------|-------------------------|
| <b>Sale of products</b>                                     |                                |                         |
| Finished products   | <b>79,969.98</b>               | 1,04,145.83             |
| Traded products   | <b>1,375.79</b>                | 3,664.66                |
|   | <b>81,345.77</b>               | 1,07,810.49             |
| <b>17 Other Income</b>                                      |                                |                         |
| Interest income   | <b>30.76</b>                   | 22.34                   |
| Dividend income - Long-term investments                     | <b>0.06</b>                    | 0.08                    |
| Gain on Foreign Currency Transactions and Translation (net) | <b>70.37</b>                   | -                       |
| Profit on sale of property, plant and equipment's (net)     | <b>0.79</b>                    | 1.48                    |
| Rent received   | <b>227.87</b>                  | 209.53                  |
| Miscellaneous income  | <b>21.85</b>                   | 20.18                   |
|   | <b>351.70</b>                  | 253.61                  |
| <b>18 Cost of Materials Consumed</b>                        |                                |                         |
| Raw material consumed                                       |                                |                         |
| Inventory at the beginning of the year                      | <b>28,685.25</b>               | 37,144.85               |
| Add : Purchases   | <b>56,175.65</b>               | 78,516.42               |
|   | <b>84,860.90</b>               | 1,15,661.27             |
| Less : Inventory at the end of the year                     | <b>17,862.50</b>               | 28,685.25               |
| Cost of raw material consumed                               | <b>66,998.40</b>               | 86,976.02               |
| Packing material consumed                                   |                                |                         |
| Inventory at the beginning of the year                      | <b>120.19</b>                  | 143.03                  |
| Add : Purchases   | <b>2,387.41</b>                | 2,369.82                |
|   | <b>2,507.60</b>                | 2,512.85                |
| Less : Inventory at the end of the year                     | <b>91.82</b>                   | 120.19                  |
| Cost of packing material consumed                           | <b>2,415.78</b>                | 2,392.66                |
| <b>Total material consumed</b>                              | <b>69,414.18</b>               | 89,368.68               |
| <b>Details of raw material consumed</b>                     |                                |                         |
| Base Oil  | <b>52,861.77</b>               | 75,685.63               |
| Others  | <b>14,136.63</b>               | 11,290.39               |
|   | <b>66,998.40</b>               | 86,976.02               |
| <b>Details of inventory</b>                                 |                                |                         |
| Base oil & Wax  | <b>17,862.50</b>               | 28,685.25               |
| Packing material  | <b>91.82</b>                   | 120.19                  |
|   | <b>17,954.32</b>               | 28,805.44               |





## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## Imported and indigenous raw materials consumed

|            | % of total<br>consumption<br>31 March 2020 | ₹ In lakhs<br>31 March 2020 | % of total<br>consumption<br>31 March 2019 | ₹ In lakhs<br>31 March 2019 |
|------------|--|-----------------------------|--|-----------------------------|
| Imported   | 77%  | 51,298.27                   | 85%  | 73,980.82                   |
| Indigenous | 23%  | 15,700.13                   | 15%  | 12,995.20                   |
|            | 100%                                       | 66,998.40                   | 100%                                       | 86,976.02                   |

|   | 2019-2020<br>₹ in lakhs | 2018-2019<br>₹ in lakhs |
|---|-------------------------|-------------------------|
| <b>19 Purchase of Traded Goods</b>                          |                         |                         |
| Waxes   | 736.63                  | 2,103.78                |
|   | <b>736.63</b>           | <b>2,103.78</b>         |
| <b>20 (Increase) / Decrease in Inventories</b>              |                         |                         |
| <b>Inventories at the end of the year</b>                   |                         |                         |
| Finished Goods  | 1,060.16                | 1,545.53                |
| Traded Goods  | 233.25                  | 719.48                  |
|   | <b>1,293.41</b>         | <b>2,265.01</b>         |
| <b>Inventories at the beginning of the year</b>             |                         |                         |
| Finished Goods  | 1,545.53                | 624.17                  |
| Traded Goods  | 719.48                  | 1,550.05                |
|   | <b>2,265.01</b>         | <b>2,174.22</b>         |
|   | <b>971.60</b>           | <b>(90.79)</b>          |
| <b>21 Employee Benefits Expense</b>                         |                         |                         |
| Salaries, Wages and Bonus                                   | 853.90                  | 781.78                  |
| Contribution to employees' provident and other funds        | 35.56                   | 30.17                   |
| Gratuity expense  | 22.91                   | 18.47                   |
| Staff Welfare Expenses                                      | 10.27                   | 9.57                    |
|   | <b>922.64</b>           | <b>839.99</b>           |
| <b>22 Finance costs</b>                                     |                         |                         |
| Interest  | 1,121.06                | 1,668.94                |
| Bank charges  | 213.55                  | 287.06                  |
|   | <b>1,334.61</b>         | <b>1,956.00</b>         |
| <b>23 Depreciation / Amortisation (Refer Note 3 and 4 )</b> |                         |                         |
| Depreciation on property, plant and equipment               | 401.11                  | 375.85                  |
| Depreciation on investment property                         | 18.11                   | 18.11                   |
| Amortisation of lease assets                                | 52.56                   | -                       |
|   | <b>471.78</b>           | <b>393.96</b>           |



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>24 Other Expenses</b>                       | <b>2019-2020</b><br>₹ in lakhs | 2018-2019<br>₹ in lakhs |
|--|--------------------------------|-------------------------|
| Power and fuel                                 | <b>104.18</b>                  | 102.18                  |
| Water charges                                  | <b>4.88</b>                    | 8.75                    |
| Repairs and maintenance :                      |                                |                         |
| Buildings                                      | <b>41.12</b>                   | 52.57                   |
| Machinery                                      | <b>154.88</b>                  | 92.42                   |
| Others   | <b>57.73</b>                   | 62.80                   |
| Insurance                                      | <b>145.99</b>                  | 152.93                  |
| Rent   | <b>38.60</b>                   | 116.81                  |
| Rates and taxes                                | <b>39.33</b>                   | 26.27                   |
| Communication costs                            | <b>40.39</b>                   | 39.70                   |
| Legal and professional fees                    | <b>81.92</b>                   | 131.07                  |
| Payment to auditor (Refer details below)       | <b>17.75</b>                   | 16.75                   |
| Director sitting fees                          | <b>6.30</b>                    | 6.65                    |
| Clearing and forwarding expenses               | <b>1,864.31</b>                | 2,333.44                |
| Freight outwards                               | <b>1,570.37</b>                | 1,983.45                |
| Travelling and conveyance                      | <b>247.25</b>                  | 331.58                  |
| Advertising and sales promotion                | <b>136.40</b>                  | 161.57                  |
| Brokerage and commission                       | <b>260.66</b>                  | 337.11                  |
| Security charges                               | <b>52.01</b>                   | 49.66                   |
| Bad debts and sundry balances written off      | <b>254.49</b>                  | 34.48                   |
| CSR expense and donation (Refer note 25 )      | <b>30.46</b>                   | 37.49                   |
| Premium on forward exchange contract amortized | <b>237.74</b>                  | 205.80                  |
| Exchange loss (net)                            | -                              | 1,020.47                |
| Miscellaneous expenses                         | <b>299.97</b>                  | 422.14                  |
|  | <b>5,686.73</b>                | 7,726.09                |
| <b>Payment to auditor (excluding GST)</b>      |                                |                         |
| <b>As auditor:</b>                             |                                |                         |
| Statutory audit and limited review fees        | <b>16.00</b>                   | 15.00                   |
| Tax audit fees                                 | <b>1.75</b>                    | 1.75                    |
|  | <b>17.75</b>                   | 16.75                   |

- 25.** The Company has spent ₹ 27.30 lakhs (Previous year ₹ 32.90 lakhs) towards Corporate Social Responsibility expenditure (including capital expenditure ₹ Nil, Previous year ₹ Nil) and debited the same to the Statement of Profit and Loss as against ₹ 135.30 lakhs (Previous year ₹ 117.97 lakhs) computed as per the provisions of section 135(5) of the Companies Act, 2013.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

|  | <b>2019-2020</b><br>₹ in lakhs | 2018-2019<br>₹ in lakhs |
|--|--------------------------------|-------------------------|
| Amount to be spent during the year   | <b>135.30</b>                  | 117.97                  |
| Amount spent during the year   | <b>27.30</b>                   | 32.90                   |
| <b>26. Expenses on Scientific Research</b>   |                                |                         |
| The Company has incurred total expenditure of ₹ 35.14 lakhs ( previous year ₹ 33.01 lakhs) on account of Research & Development expenses the break up of which is as follows : |                                |                         |
| <b>(a) Revenue Expenditure</b>   |                                |                         |
| Employment Cost  | <b>33.86</b>                   | 32.35                   |
| Laboratory Charges   | <b>1.28</b>                    | 0.66                    |
| <b>TOTAL</b>   | <b>35.14</b>                   | 33.01                   |
| <b>(b) The Gross Block of Property, Plant and Equipment in Note 3 includes the following assets purchased for Research &amp; Development:</b>                                  |                                |                         |
| Furniture & Fixture  | <b>4.08</b>                    | 4.08                    |
| Laboratory Equipment   | <b>93.24</b>                   | 93.24                   |
| Computer & Accessories   | <b>0.55</b>                    | 0.55                    |
| Air Conditioner  | <b>1.13</b>                    | 1.13                    |
|  | <b>99.00</b>                   | 99.00                   |
| <b>27. Value of imports calculated on CIF basis (accrual)</b>  |                                |                         |
| Raw materials (Includes Goods in transit)  | <b>38,872.57</b>               | 62,785.53               |
| Traded goods   | <b>425.76</b>                  | 1,208.16                |
|  | <b>39,298.33</b>               | 63,993.69               |
| <b>28. Expenditure in foreign currency</b>   |                                |                         |
| Brokerage & Commission   | <b>38.04</b>                   | 81.66                   |
| Bank Interest  | <b>559.30</b>                  | 495.68                  |
| Bank Charges   | <b>22.98</b>                   | 19.63                   |
| Travelling Expenses  | <b>22.74</b>                   | 49.10                   |
| Others   | <b>8.02</b>                    | 2.12                    |
|  | <b>651.08</b>                  | 648.19                  |



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**29. Earnings in foreign exchange**

Exports at F.O.B Value

| <b>2019-2020</b><br>₹ in lakhs | 2018-2019<br>₹ in lakhs |
|--------------------------------|-------------------------|
| <b>28,317.47</b>               | 36,403.13               |
| <b>28,317.47</b>               | 36,403.13               |

**30. Contingent Liabilities**

- i) Custom Matter disputed The Hon'ble High Court of Judicature, Mumbai
- ii) Excise Matter disputed Central Excise, Customs and Sales Tax and Commissioner (Appeals) Daman & Surat.
- iii) Excise Matter disputed Central Excise, Customs and Sales Tax and Hon'ble CESTAT, Ahmedabad.
- iv) Bank Guarantees
- v) Corporate Guarantees

| <b>2019-2020</b><br>₹ in lakhs | 2018-2019<br>₹ in lakhs |
|--------------------------------|-------------------------|
| <b>126.70</b>                  | 126.70                  |
| <b>40.47</b>                   | 40.47                   |
| <b>27.97</b>                   | 27.97                   |
| <b>5,058.54</b>                | 6,043.78                |
| <b>6,784.73</b>                | 6,225.42                |
| <b>12,038.41</b>               | 12,464.34               |

The management does not expect these claims to succeed. Accordingly no provision for contingent liability has been recognised in the financial statements.

**31. Capital and other commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)

|              |       |
|--------------|-------|
| <b>11.23</b> | 32.49 |
|--------------|-------|

**32. Details of dues to micro and small enterprises as defined under the MSMED Act 2006 \***

- a. The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year
  - Principal amount due to micro and small enterprises
  - Interest due on above
- b. The amount of interest paid by the buyer in terms of section 16 of the Micro and Small enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.
- c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro and Small Enterprise Development Act, 2006.
- d. The amount of interest accrued and remaining unpaid at the end of each accounting year;
- e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro and Small Enterprises Development Act, 2006.

| <b>31<sup>st</sup> March 2020</b><br>₹ in lakhs | 31 <sup>st</sup> March 2019<br>₹ in lakhs |
|---|---|
| -   | -   |
| -   | -   |
| -   | -   |
| -   | -   |
| -   | -   |
| -   | -   |
| -   | -   |

\*The company has initiated the process of identification of suppliers registered under Micro and Small Enterprise Development Act, 2006, by obtaining confirmations from all suppliers. Information has been collated only to the extent of information received as at the balance sheet date.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**33. Details of loans given, investments made and guarantee given covered u/s 186 (4) of the Companies Act, 2013**

| Name of the company  | Balance as at           |                         |
|--|-------------------------|-------------------------|
|  | 31-Mar-20<br>₹ In lakhs | 31-Mar-19<br>₹ In lakhs |
| Panol Industries RMC FZE, UAE (Bank Guarantee US \$ 65 lakhs PY US \$ 85 lakhs)      | <b>4,900.08</b>         | 5,879.56                |
| Panol Industries RMC FZE, UAE (Corporate Guarantee US \$ 90 lakhs PY US \$ 90 lakhs) | <b>6,784.73</b>         | 6,225.42                |

**34. Employee Benefits:**

**i) Defined Contribution Plan:**

Company's contribution to Provident Fund ₹ 31.80 lakhs (Previous year ₹ 26.14 lakhs).

The company also contributes to the following:

- Employee State Insurance Contribution Fund : ₹ 3.76 lakhs (Previous year ₹ 3.98 lakhs)

**ii) Defined Benefit Plan:**

The following table sets out the funded status of the Gratuity Plan and the amounts recognised in the Company's financial statements:

|  | ₹ In lakhs                           |                                      |
|--|--------------------------------------|--------------------------------------|
|  | As at<br>31 <sup>st</sup> March 2020 | As at<br>31 <sup>st</sup> March 2019 |
| (a) Change in the obligation benefits:   |                                      |                                      |
| Projected benefit obligation at the beginning of the year                            | <b>171.39</b>                        | 145.79                               |
| Service Cost   | <b>16.88</b>                         | 13.67                                |
| Interest cost  | <b>10.97</b>                         | 9.43                                 |
| Actuarial (Gains) / Losses on Obligations - Due to Change in Financial Assumptions   | <b>10.69</b>                         | 1.67                                 |
| Actuarial (Gains) / Losses on Obligations - Due to Change in Demographic Assumptions | <b>(0.14)</b>                        | (4.47)                               |
| Actuarial (Gains) / Losses on Obligations - Due to Experience                        | <b>(12.70)</b>                       | 14.69                                |
| Past Service Cost  | -                                    | -                                    |
| Benefits paid  | <b>(4.55)</b>                        | (9.39)                               |
| Projected benefit obligation at the end of the year                                  | <b>192.54</b>                        | 171.39                               |



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

|  | ₹ In lakhs                           |                                      |
|--|--------------------------------------|--------------------------------------|
|  | As at<br>31 <sup>st</sup> March 2020 | As at<br>31 <sup>st</sup> March 2019 |
| (b) Change in the plan assets:   |                                      |                                      |
| Fair value of the plan assets at the beginning of the year                     | <b>81.40</b>                         | 75.29                                |
| Expected return on plan assets   | <b>4.76</b>                          | 6.11                                 |
| Employer's contribution  | -                                    | -                                    |
| Benefits paid  | -                                    | -                                    |
| Return on plan assets, excluding interest income                               | -                                    | -                                    |
| Fair value of the plan assets at the end of the year                           | <b>86.16</b>                         | 81.40                                |
| Funded status [Surplus / (Deficit)]  | <b>(106.38)</b>                      | (89.99)                              |
| (c) Net Gratuity and other cost:   |                                      |                                      |
| Service cost   | <b>16.88</b>                         | 13.67                                |
| Past service cost and loss/(gain) on curtailments                              | -                                    | -                                    |
| Interest on defined benefit obligation   | <b>6.03</b>                          | 4.80                                 |
| Interest income  | -                                    | -                                    |
| Net gratuity cost  | <b>22.91</b>                         | 18.47                                |
| (d) Amounts recognised in the statement of other comprehensive income:         |                                      |                                      |
| Actuarial gain/(loss)  | <b>(2.14)</b>                        | 11.90                                |
| Return on plan assets, excluding interest income                               | <b>0.16</b>                          | (1.47)                               |
| Net income / (expense) for the period recognised in other comprehensive income | -                                    | -                                    |
|  | <b>(1.98)</b>                        | 10.43                                |
| (e) Category of Assets:  |                                      |                                      |
| Policy of Insurance  | <b>100%</b>                          | 100%                                 |
|  | <b>100%</b>                          | 100%                                 |
| (f) Assumptions used in accounting for the Gratuity Plan:                      | %                                    | %                                    |
| Discount rate  | <b>6.55%</b>                         | 7.40%                                |
| Expected rate of return on plan assets   | <b>6.55%</b>                         | 7.40%                                |
| Age of Retirement  | <b>60</b>                            | 60                                   |
| Annual increase in salary cost   | <b>6%</b>                            | 6%                                   |



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

|  | ₹ In lakhs                           |                                      |
|--|--------------------------------------|--------------------------------------|
|  | As at<br>31 <sup>st</sup> March 2020 | As at<br>31 <sup>st</sup> March 2019 |
| (g) Sensitivity Analysis :                   |                                      |                                      |
| <b><u>Discount rate Sensitivity</u></b>      |                                      |                                      |
| Increase by 0.5%                             | <b>186.10</b>                        | 165.94                               |
| % Change                                     | <b>-3.35%</b>                        | -3.17%                               |
| Decrease by 0.5%                             | <b>199.47</b>                        | 177.21                               |
| % Change                                     | <b>3.60%</b>                         | 3.40%                                |
| <b><u>Salary growth rate Sensitivity</u></b> |                                      |                                      |
| Increase by 0.5%                             | <b>197.07</b>                        | 175.86                               |
| % Change                                     | <b>2.35%</b>                         | 2.61%                                |
| Decrease by 0.5%                             | <b>188.00</b>                        | 167.50                               |
| % Change                                     | <b>-2.36%</b>                        | -2.26%                               |
| <b><u>Withdrawal rate Sensitivity</u></b>    |                                      |                                      |
| Withdrawal rate X 110%                       | <b>193.17</b>                        | 172.30                               |
| % Change                                     | <b>0.33%</b>                         | 0.53%                                |
| Withdrawal rate X 90%                        | <b>191.90</b>                        | 170.36                               |
| % Change                                     | <b>-0.33%</b>                        | -0.59%                               |

**35. Segment Information****A. Factors used to identify the entity's reportable segments, including the basis of organisation**

For management purposes, as the Company is in the business of manufacturing and trading of specialty petroleum products, the Company has considered petroleum products as the only business segment for disclosure in this context of Indian Accounting Standard 108.

The Managing Director (MD) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segment. The MD reviews revenue and gross profit as the performance indicator for the operating segment. However, the Company's finance (including finance cost and finance income) and income taxes are managed on a company as a whole basis and are not allocated to any segment.

**Geographical segment of the organisation**

For the purpose of geographical segment the sales are divided into two segments - within India and outside India. The accounting policies of the segments are the same as those described in Note 2 (O)



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

**B. Information about reportable segment**

The following table shows the distribution of the Company's reportable segment by geographical market, regardless of where the goods were produced:

| Particulars  | 2019-2020    |               |           | 2018-2019    |               |             |
|--|--------------|---------------|-----------|--------------|---------------|-------------|
|  | Within India | Outside India | Total     | Within India | Outside India | Total       |
| ₹ in lakhs   |              |               |           |              |               |             |
| <b>Revenue</b>   |              |               |           |              |               |             |
| Sales to external customers                                      | 51,998.12    | 29,347.65     | 81,345.77 | 70,331.80    | 37,478.69     | 1,07,810.49 |
| <b>Other segment information</b>                                 |              |               |           |              |               |             |
| <b>Segment Assets</b>  | 56,413.83    | 5,305.71      | 61,719.54 | 70,223.44    | 7,883.50      | 78,106.94   |
| Capital Expenditure:   |              |               |           |              |               |             |
| Additions to tangible & intangible fixed assets (Including CWIP) | 794.62       | -             | 794.62    | 2,279.50     | -             | 2,279.50    |

**36. Details of related party transactions in accordance with Ind AS 24 'Related Party Disclosures'****(a) Names of related parties with whom transactions have taken place during the year****Key Management Personnel**

Amirali E Rayani  
Amin A Rayani  
Samir Rayani  
Hussein Rayani

**Relatives of key management personnel**

Akbarali Rayani (Brother of Mr. Amirali E Rayani)  
Vazirali Rayani (Brother of Mr. Amirali E Rayani)  
Salimali Rayani (Brother of Mr. Amirali E Rayani)  
Arif Rayani (Brother of Mr. Amin Rayani)  
Nilima Kheraj (Sister of Mr. Samir Rayani)  
Munira Rayani (Wife of Mr. Hussein Rayani)

**Subsidiary ( Wholly owned )**

Panol Industries RMC FZE, UAE

**(b) Transactions with Related Parties**

| Transaction with Key Managerial Personnel and relatives of Key Managerial Personnel | 2019-2020<br>₹ In lakhs | 2018-2019<br>₹ In lakhs |
|---|-------------------------|-------------------------|
| <b>Remuneration paid to Key Managerial Personnel</b>                                |                         |                         |
| Amirali E Rayani  | 36.00                   | 36.00                   |
| Amin A Rayani   | 34.20                   | 34.20                   |
| Samir Rayani  | 33.00                   | 33.00                   |





**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>Transaction with Key Managerial Personnel and relatives of Key Managerial Personnel</b> | <b>2019-2020<br/>₹ In lakhs</b> | <b>2018-2019<br/>₹ In lakhs</b> |
|--|---------------------------------|---------------------------------|
| Hussein Rayani   | <b>33.00</b>                    | 33.00                           |
| <b>Remuneration paid to Relative of Key Managerial Personnel</b>                           |                                 |                                 |
| Akbarali Rayani  | <b>5.40</b>                     | 5.40                            |
| Vazirali Rayani  | <b>5.40</b>                     | 5.40                            |
| Salimali Rayani  | <b>5.40</b>                     | 5.40                            |
| Arif Rayani  | <b>12.00</b>                    | 12.00                           |
| Nilima Kheraj  | <b>5.40</b>                     | 5.40                            |
| Munira Rayani  | <b>5.40</b>                     | 5.40                            |
| <b>Payment of Rent</b>   |                                 |                                 |
| <b>Rent paid to Key Managerial Personnel</b>   |                                 |                                 |
| Amin A Rayani  | <b>5.46</b>                     | 5.46                            |
| Samir Rayani   | <b>6.66</b>                     | 6.66                            |
| <b>Rent paid to Relative of Key Managerial Personnel</b>                                   |                                 |                                 |
| Arif Rayani  | <b>3.10</b>                     | 3.10                            |
| <b>Transaction with Subsidiary</b>   |                                 |                                 |
| Bank Guarantee Given (US \$ 65 Lakhs PY US \$ 85 Lakhs)                                    | <b>4,900.08</b>                 | 5,879.56                        |
| Corporate Guarantee Given (US \$ 90 Lakhs PY US \$ 90 Lakhs)                               | <b>6,784.73</b>                 | 6,225.42                        |
| Reimbursement of expenses incurred on behalf of subsidiary                                 | <b>44.44</b>                    | 54.27                           |
| <b>Balances at the end of the year with wholly owned subsidiary</b>                        |                                 |                                 |
| Receivable against expenses incurred on behalf   | <b>11.55</b>                    | 82.30                           |

**37. Leases**

**Operating Lease: company as lessee**

The Company has entered into arrangements for taking on leave and license basis certain office premises and warehouses. The specified disclosure in respect of these agreements is given below :

|  |   |       |
|--|---|-------|
| <b>Lease payments recognized in the profit and loss statement for the year</b> | - | 68.01 |
|--|---|-------|

**Notes:**

- (i) There is no escalation clause in the lease agreement
- (ii) There are no restrictions imposed by lease arrangements
- (iii) There are no subleases



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## 38. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations :

|   | 2019-2020<br>₹ In lakhs | 2018-2019<br>₹ In lakhs |
|---|-------------------------|-------------------------|
| Profit after tax attributable to equity shareholders              | 1,822.60                | 3,800.54                |
| <b>Net profit for calculation of basic and diluted EPS</b>        | <b>1,822.60</b>         | <b>3,800.54</b>         |
|   | No. of shares           | No. of shares           |
| Weighted average number of equity shares in calculating basic EPS | 6,04,93,598             | 6,04,93,598             |
| Basic Earnings per share  | 3.01                    | 6.28                    |
| Diluted Earnings per share  | 3.01                    | 6.28                    |

## 39. Tax expense

## (a) Amounts recognised in the statement of profit and loss

|   | 2019-2020<br>₹ In lakhs | 2018-2019<br>₹ In lakhs |
|---|-------------------------|-------------------------|
| Current tax expense   |                         |                         |
| Current year  | 490.00                  | 1,873.00                |
| Changes in estimates relating to prior years                      | -                       | (64.18)                 |
|   | <b>490.00</b>           | <b>1,808.82</b>         |
| Deferred tax expense  |                         |                         |
| Origination and reversal of temporary differences                 | (153.30)                | 157.03                  |
| Change in tax rate  | -                       | -                       |
|   | <b>(153.30)</b>         | <b>157.03</b>           |
| <b>Tax expense recognised in the statement of profit and loss</b> | <b>336.70</b>           | <b>1,965.85</b>         |

## (b) Amounts recognised in other comprehensive income

|  | 2019-2020     |                              |               | 2018-2019     |                              |               |
|--|---------------|------------------------------|---------------|---------------|------------------------------|---------------|
|  | Before<br>Tax | Tax<br>(expense)/<br>benefit | Net of<br>Tax | Before<br>Tax | Tax<br>(expense)/<br>benefit | Net of<br>Tax |
| Items that will not be reclassified to profit or loss:   |               |                              |               |               |                              |               |
| a) Re-measurements of the defined benefit plans          | 1.98          | (0.40)                       | 1.58          | (10.43)       | 3.64                         | (6.79)        |
| b) Equity instruments through Other Comprehensive Income | (6.78)        | 1.71                         | (5.07)        | 2.65          | (0.93)                       | 1.72          |
| <b>Total</b>   | <b>(4.80)</b> | <b>1.31</b>                  | <b>(3.49)</b> | <b>(7.78)</b> | <b>2.72</b>                  | <b>(5.06)</b> |



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

| <b>(c) Reconciliation of effective tax rate</b>                       | <b>Year ended<br/>31.3.2020<br/>₹ In lakhs</b> | Year ended<br>31.3.2019<br>₹ In lakhs |
|---|--|---------------------------------------|
| Profit before tax   | <b>2,159.30</b>                                | 5,766.39                              |
| Statutory income tax rate   | <b>25.17</b>                                   | 34.944                                |
| Tax using the Company's domestic tax rate                             | <b>543.45</b>                                  | 2,015.01                              |
| Increase due to change in tax rate                                    | -  | -                                     |
| <b>Tax effect of:</b>   |  |                                       |
| Non-deductible tax expenses / disallowances under Income Tax Act      | <b>7.67</b>                                    | 13.10                                 |
| Tax-exempt income and deductions under Chapter VI A of Income Tax Act | <b>(3.95)</b>                                  | (5.49)                                |
| Tax benefit u/s 35 (2AB) of Income Tax Act                            | -  | (5.78)                                |
| Temporary difference recognised in deferred taxes                     | <b>(60.37)</b>                                 | (142.61)                              |
| Tax payable at special rates  |  |                                       |
| Others  | <b>0.03</b>                                    | (1.23)                                |
| Amounts recognised in other comprehensive income                      | <b>3.17</b>                                    | -                                     |
|   | <b>490.00</b>                                  | 1,873.00                              |

**(d) Movement in deferred tax balances**

| Particulars   | ₹ In lakhs                 |                                    |                      |                             |                       |                              |
|---|----------------------------|------------------------------------|----------------------|-----------------------------|-----------------------|------------------------------|
|   | Net<br>balance<br>1.4.2019 | Recognised<br>in profit or<br>loss | Recognised<br>in OCI | Net<br>balance<br>31.3.2020 | Deferred<br>tax asset | Deferred<br>tax<br>liability |
| Property, plant and equipment and intangible assets | 962.27                     | (174.94)                           | -                    | 787.33                      | -                     | 787.33                       |
| Investment  | 0.93                       | -                                  | 0.78                 | 0.78                        | 0.78                  | -                            |
| Employee Retirement Benefits                        | 31.45                      | (8.34)                             | (0.40)               | 22.71                       | 22.71                 | -                            |
| Provision for doubtful debts and advances           | 4.81                       | -                                  | -                    | 4.81                        | 4.81                  | -                            |
| Provision for ECL                                   | 24.65                      | (11.85)                            | -                    | 12.80                       | 12.80                 | -                            |
| Prepaid expenses                                    | 0.64                       | 0.24                               | -                    | 0.88                        | 0.88                  | -                            |
| Deffer tax on lease                                 | -                          | 34.89                              | -                    | 34.89                       | 34.89                 | -                            |
| Deffer tax on ROU                                   | -                          | 36.58                              | -                    | 36.58                       | -                     | 36.58                        |
| <b>Tax assets / (liabilities)</b>                   | <b>1,024.75</b>            | <b>(123.42)</b>                    | <b>0.38</b>          | <b>900.78</b>               | <b>76.87</b>          | <b>823.91</b>                |



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| Particulars   | ₹ In lakhs                 |                                    |                      |                             |                       |                              |
|---|----------------------------|------------------------------------|----------------------|-----------------------------|-----------------------|------------------------------|
|   | Net<br>balance<br>1.4.2018 | Recognised<br>in profit or<br>loss | Recognised<br>in OCI | Net<br>balance<br>31.3.2019 | Deferred<br>tax asset | Deferred<br>tax<br>liability |
| Property, plant and equipment and intangible assets | 792.00                     | 170.27                             | -                    | 962.27                      | -                     | 962.27                       |
| Investment  | -                          | -                                  | 0.93                 | 0.93                        | -                     | 0.93                         |
| Employee Retirement Benefits                        | 21.38                      | 6.43                               | 3.64                 | 31.45                       | 31.45                 | -                            |
| Provision for doubtful debts and advances           | 4.81                       | -                                  | -                    | 4.81                        | 4.81                  | -                            |
| Provision for ECL                                   | 18.28                      | 6.37                               | -                    | 24.65                       | 24.65                 | -                            |
| Prepaid expenses                                    | 0.19                       | 0.45                               | -                    | 0.64                        | 0.64                  | -                            |
| <b>Tax assets / (liabilities)</b>                   | <b>836.66</b>              | <b>183.52</b>                      | <b>4.57</b>          | <b>1,024.75</b>             | <b>61.55</b>          | <b>963.20</b>                |

**40. Financial Instruments : Accounting classifications and fair value measurements**

**(i) Accounting classifications**

The fair values of the financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The carrying amounts of trade receivables, cash and cash equivalents, bank balances, short term deposits, trade payables, payables for acquisition of property, plant and equipment, short term loans from banks, financial institutions and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

**(ii) Fair value measurements**

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table presents carrying value and fair value of financial instruments by categories and also fair value hierarchy of assets and liabilities measured at fair value :



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

As at 31<sup>st</sup> March, 2020

|  | Classification   |                 |             |                  |
|--|------------------|-----------------|-------------|------------------|
|  | Carrying Value   | FVTPL           | FVTOCI      | Amortised Cost   |
| <b>Financial assets</b>                |                  |                 |             |                  |
| <b>Investments</b>                     |                  |                 |             |                  |
| Investment in equity shares (unquoted) | 5,186.79         | 5,186.79        | -           | -                |
| Investment in equity shares (quoted)   | 5.89             | -               | 5.89        | -                |
| Others non current financial assets    | 70.22            | 35.08           | -           | 35.14            |
| Trade receivables                      | 19,092.70        | -               | -           | 19,092.70        |
| <b>Loans and advances</b>              |                  |                 |             |                  |
| Loans to employees                     | 45.40            | 45.40           | -           | -                |
| Others                                 | 0.72             | -               | -           | 0.72             |
| <b>Other financial assets</b>          |                  |                 |             |                  |
| Derivative instruments                 | 256.62           | 256.62          | -           | -                |
| Others                                 | 175.73           | 162.27          | -           | 13.46            |
| Cash and cash equivalents              | 3,009.24         | -               | -           | 3,009.24         |
| Bank balances                          | 352.04           | -               | -           | 352.04           |
|  | <b>28,195.35</b> | <b>5,686.16</b> | <b>5.89</b> | <b>22,503.30</b> |

As at 31<sup>st</sup> March, 2020

|                                | Classification   |               |          |                  |
|--------------------------------|------------------|---------------|----------|------------------|
|                                | Carrying Value   | FVTPL         | FVTOCI   | Amortised Cost   |
| <b>Financial liabilities</b>   |                  |               |          |                  |
| Borrowings                     |                  |               |          |                  |
| Short term loans from banks    | 72.01            | -             | -        | 72.01            |
| Trade payables and acceptances | 22,029.20        | -             | -        | 22,029.20        |
| Other financial liabilities    | 541.15           | 150.26        | -        | 390.89           |
| Derivative instruments         | -                | -             | -        | -                |
|                                | <b>22,642.36</b> | <b>150.26</b> | <b>-</b> | <b>22,492.10</b> |

As at 31<sup>st</sup> March, 2019

|  | Classification |          |        |                |
|--|----------------|----------|--------|----------------|
|  | Carrying Value | FVTPL    | FVTOCI | Amortised Cost |
| <b>Financial assets</b>                |                |          |        |                |
| <b>Investments</b>                     |                |          |        |                |
| Investment in equity shares (unquoted) | 5,186.79       | 5,186.79 | -      | -              |
| Investment in equity shares (quoted)   | 12.67          | -        | 12.67  | -              |
| Others non current financial assets    | 49.52          | 33.95    | -      | 15.57          |
| Trade receivables                      | 26,369.01      | -        | -      | 26,369.01      |



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

As at 31<sup>st</sup> March, 2019

|                                | Classification   |                 |              | Amortised Cost   |
|--------------------------------|------------------|-----------------|--------------|------------------|
|                                | Carrying Value   | FVTPL           | FVTOCI       |                  |
| Loans and advances             |                  |                 |              |                  |
| Loans to employees             | 46.37            | 46.37           | -            | -                |
| Others                         | 63.36            | -               | -            | 63.36            |
| Other financial assets         |                  |                 |              |                  |
| Derivative instruments         | -                | -               | -            | -                |
| Others                         | 319.99           | 229.20          | -            | 90.79            |
| Cash and cash equivalents      | 338.18           | -               | -            | 338.18           |
| Bank balances                  | 184.24           | -               | -            | 184.24           |
|                                | <b>32,570.13</b> | <b>5,496.31</b> | <b>12.67</b> | <b>27,061.15</b> |
| <b>Financial liabilities</b>   |                  |                 |              |                  |
| Borrowings                     |                  |                 |              |                  |
| Short term loans from banks    | 10,467.63        | -               | -            | 10,467.63        |
| Trade payables and acceptances | 27,919.55        | -               | -            | 27,919.55        |
| Other financial liabilities    | 1,301.30         | 150.23          | -            | 1,151.07         |
| Derivative instruments         | 174.13           | 174.13          | -            | -                |
|                                | <b>39,862.61</b> | <b>324.36</b>   | <b>-</b>     | <b>39,538.25</b> |

₹ In lakhs

As at 31<sup>st</sup> March, 2020As at 31<sup>st</sup> March, 2019

|  | Fair Value  |               |                 | Fair Value |         |          |
|--|-------------|---------------|-----------------|------------|---------|----------|
|  | Level 1     | Level 2       | Level 3         | Level 1    | Level 2 | Level 3  |
|  |             |               |                 |            |         |          |
| <b>Financial assets</b>                |             |               |                 |            |         |          |
| <b>Investments</b>                     |             |               |                 |            |         |          |
| Investment in equity shares (unquoted) | -           | -             | 5,186.79        | -          | -       | 5,186.79 |
| Investment in equity shares (quoted)   | 5.89        | -             | -               | 12.67      | -       | -        |
| Others non current financial assets    | -           | -             | 35.08           | -          | -       | 33.95    |
| Loans and advances                     |             |               |                 |            |         |          |
| Loans to employees                     | -           | -             | 45.40           | -          | -       | 46.37    |
| Other financial assets                 | -           | -             | 162.27          | -          | -       | 229.20   |
| Derivative instruments                 | -           | 256.62        | -               | -          | -       | -        |
|  | <b>5.89</b> | <b>256.62</b> | <b>5,429.54</b> | 12.67      | -       | 5,496.31 |



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

₹ In lakhs

|                                | As at 31 <sup>st</sup> March, 2020 |         |         | As at 31 <sup>st</sup> March, 2019 |         |         |
|--------------------------------|------------------------------------|---------|---------|------------------------------------|---------|---------|
|                                | Fair Value                         |         |         | Fair Value                         |         |         |
|                                | Level 1                            | Level 2 | Level 3 | Level 1                            | Level 2 | Level 3 |
| <b>Financial liabilities</b>   |                                    |         |         |                                    |         |         |
| Borrowings                     | -                                  | -       | -       | -                                  | -       | -       |
| Short term loans from banks    | -                                  | -       | -       | -                                  | -       | -       |
| Trade payables and acceptances |                                    |         |         |                                    |         |         |
| Other financial liabilities    | -                                  | -       | -       | -                                  | -       | -       |
| Derivative instruments         | -                                  | -       | -       | -                                  | 174.13  | -       |
| Others                         | -                                  | -       | 150.26  | -                                  | -       | 150.23  |
|                                | -                                  | -       | 150.26  | -                                  | 174.13  | 150.23  |

During the reporting period ending 31<sup>st</sup> March, 2020 and 31<sup>st</sup> March, 2019, there were no transfers between Level 1 and Level 2 fair value measurements and no transfer into and out of Level 3 fair value measurements.

**(iii) Description of significant observable inputs to valuation:**

The following table shows the valuation techniques used to determine fair value :

| Type                                    | Valuation technique  |
|---|--|
| Investments in equity shares (unquoted) | Book value   |
| Investments in equity shares (quoted)   | Fair Value   |
| Loan to employees                       | Based on prevailing market interest rate                         |
| Derivative instruments                  | Fair valued based on prevailing market rate at each closing date |
| Short term loans from banks             | Based on quotes from banks and financial institutions            |

**41. Financial risk management****Risk management framework**

The Company has identified financial risks and categorised them in three parts viz. (i) Credit Risk, (ii) Liquidity Risk and (iii) Market Risk. Details regarding sources of risk in each such category and how Company manages the risk is explained in following notes:

**(i) Credit risk**

Credit risk refers to the possibility of a customer and other counterparties not meeting their obligations and terms and conditions which would result into financial losses. Such risk arises mainly from trade receivables and investments. Credit risk is managed through internal credit control mechanism such as credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

**Trade receivables**

As per the credit policy of the Company, generally no credit are given exceeding the accepted credit norms. The Company deals with large corporate houses and State Electricity Boards after considering their credit standing. The credit policy with respect to other customers is strictly monitored by the Company at periodic intervals. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers. In addition, for amounts recoverable on exports, the Company has adequate insurance to mitigate overseas customer and country risk.

The Company uses an allowance matrix to measure the expected credit losses of trade receivables (which are considered good). The following table provides information about the exposure to credit risk and loss allowance (including expected credit loss provision) for trade receivables:

₹ In lakhs

| Ageing                      | As at 31 <sup>st</sup> March, 2020 |                           |              |                     |
|-----------------------------|------------------------------------|---------------------------|--------------|---------------------|
|                             | Gross Carrying Amount              | Expected Credit Loss Rate | Credit Loss  | Net Carrying Amount |
| 0-180 days past due         | 251.91                             | 5.09%                     | 12.82        | 239.09              |
| 180-365 days past due       | 23.20                              | 10.31%                    | 2.39         | 20.81               |
| More than 365 days past due | 276.60                             | 12.89%                    | 35.65        | 240.94              |
|                             | <b>551.70</b>                      | <b>9.22%</b>              | <b>50.87</b> | <b>500.83</b>       |

₹ In lakhs

| Ageing                      | As at 31 <sup>st</sup> March, 2019 |                           |              |                     |
|-----------------------------|------------------------------------|---------------------------|--------------|---------------------|
|                             | Gross Carrying Amount              | Expected Credit Loss Rate | Credit Loss  | Net Carrying Amount |
| 0-180 days past due         | 192.35                             | 5.09%                     | 9.79         | 182.56              |
| 180-365 days past due       | 164.50                             | 10.31%                    | 16.96        | 147.54              |
| More than 365 days past due | 339.72                             | 12.89%                    | 43.79        | 295.93              |
|                             | <b>696.57</b>                      | <b>10.13%</b>             | <b>70.54</b> | <b>626.03</b>       |

Note - Expected credit loss is worked out on the trade receivable for which no specific provision is made.

**Cash and cash equivalents**

The Company held cash and cash equivalents of ₹ 3,009.24 lakhs at 31.3.2020 (31.3.2019: ₹ 338.19 lakhs). The cash and cash equivalents are held with banks with good credit ratings. Also, the Company invests its surplus funds in bank fixed deposits, which carry no / low mark to market risks for short duration and therefore, does not expose the Company to credit risk.

**Investments**

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counterparties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.





**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**Derivatives**

The forward contracts were entered into with banks having an investment grade rating and exposure to counterparties is closely monitored and kept within the approved limits.

**(ii) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations on due date. The Company has a strong focus on effective management of its liquidity to ensure that all business and financial commitments are met on time. This is ensured through proper financial planning with detailed annual business plans, discussed at appropriate levels within the organisation. Annual business plans are divided into quarterly plans and put up to management for detailed discussion and an analysis of the nature and quality of the assumptions, parameters etc. Daily and monthly cash flows are prepared, followed and monitored at senior levels to prevent undue loss of interest and utilise cash in an effective manner. Cash management services are availed to avoid any loss of interest on collections. In addition, the Company has adequate borrowing limits with reputed banks in place duly approved.

**a) Financing arrangements**

The Company has an adequate fund and non-fund based limits lines with various banks. The Company's diversified source of funds and strong operating cash flow enables it to maintain requisite capital structure discipline. The financing products include working capital loans, buyer's credit loan, supplier's credit loan etc.

**b) Maturities of financial liabilities**

The amounts disclosed in the table are the contractual undiscounted cash flows within one year

|   | <b>As at 31.3.2020</b> | <b>As at 31.3.2019</b> |
|---|------------------------|------------------------|
| Short term loans from banks                                     | <b>72.01</b>           | 10,467.63              |
| Trade payables  | <b>22,029.20</b>       | 27,919.55              |
| Other financial liabilities (other than derivative liabilities) | <b>541.15</b>          | 1,301.30               |
| Derivative liabilities  | -                      | 174.13                 |
|   | <b>22,642.36</b>       | 39,862.61              |

**(iii) Market Risk**

The risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market price. Market risk further comprises of (a) Currency risk , (b) Interest rate risk and (c) Commodity risk.

**a) Currency Risk**

The Company is exposed to currency risk mainly on account of its import payables and export receivables in foreign currency. The major exposures of the Company are in U.S. dollars. The Company hedges its import foreign exchange exposure partly through exports and depending upon the market situations partly through forward foreign currency covers. The Company has a policy in place for hedging its foreign currency exposure. The Company does not use derivative financial instruments for trading or speculative purposes.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

|   | 31-Mar-20<br>\$ In lakhs | 31-Mar-20<br>₹ In lakhs | 31-Mar-19<br>\$ In lakhs | 31-Mar-19<br>₹ In lakhs |
|---|--------------------------|-------------------------|--------------------------|-------------------------|
| <b>Financial assets</b>                           |                          |                         |                          |                         |
| Trade Receivables                                 | 70.23                    | 5,294.16                | 112.78                   | 7,801.20                |
| Cash and cash equivalents                         | 29.82                    | 2,248.18                | 2.61                     | 180.47                  |
| Other financial assets                            | -                        | -                       | -                        | -                       |
| Net exposure for assets - A                       | <u>100.05</u>            | <u>7,542.34</u>         | <u>115.39</u>            | <u>7,981.67</u>         |
| <b>Financial liabilities</b>                      |                          |                         |                          |                         |
| Trade Payables                                    | 228.94                   | 17,259.11               | 373.31                   | 25,822.32               |
| Other financial liabilities                       | 2.25                     | 169.87                  | 0.66                     | 45.89                   |
| Less: Foreign currency forward exchange contracts | 67.25                    | 5,069.91                | 100.27                   | 6,936.04                |
| Net exposure for liabilities - B                  | <u>163.94</u>            | <u>12,359.07</u>        | <u>273.70</u>            | <u>18,932.17</u>        |
| Net exposure (A-B)                                | <u>(63.89)</u>           | <u>(4,816.73)</u>       | <u>(158.31)</u>          | <u>(10,950.50)</u>      |

The following exchange rates have been applied at the end of the respective years

|          | 31/03/2020   | 31-03-2019   |
|----------|--------------|--------------|
| USD Rate | <u>75.39</u> | <u>69.17</u> |

**Sensitivity analysis**

The table below shows sensitivity of open forex exposure to USD / INR movement. We have considered 1% (+/-) change in USD / INR movement, increase indicates appreciation in USD / INR whereas decrease indicates depreciation in USD / INR. The indicative 1% movement is directional and does not reflect management forecast on currency movement.

Impact on profit or loss due to % increase / (decrease) in currency

| Particulars  | 2019-2020 |            | 2018-2019 |            |
|--------------|-----------|------------|-----------|------------|
|              | Increase  | (Decrease) | Increase  | (Decrease) |
| Movement (%) | 1%        | 1%         | 1%        | 1%         |
| USD          | (47.84)   | 47.84      | (109.51)  | 109.51     |

**b) Interest rate risk**

The Company is not exposed to significant interest rate risk during the respective reporting periods. Short term loans are taken on fixed interest rates.

**(i) Interest Rate Risk Exposure**

The Exposure of the borrowing to interest rate changes at the end of the reporting period are included in the table below. As at the end of the reporting period the following weighted average interest rate on the borrowings.



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| Particulars             | 2019-2020                      |                    |                  | 2018-2019                      |                    |                  |
|-------------------------|--------------------------------|--------------------|------------------|--------------------------------|--------------------|------------------|
|                         | Weighted average Interest rate | Balance ₹ in Lakhs | % of Total Loans | Weighted average Interest rate | Balance ₹ in Lakhs | % of Total Loans |
| Cash Credits from banks | 10.82                          | 72.01              | 100.00           | 10.57                          | 10,467.63          | 100              |

The percentage of total loans shows the proportion of loans that are currently at weighted average in relation to the total amount of borrowings.

**(ii) Sensitivity**

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rate. In interest rate risk note we have considered impact on profit after tax.

| Particulars                 | 2019-2020 |            | 2018-2019 |            |
|-----------------------------|-----------|------------|-----------|------------|
|                             | Increase  | (Decrease) | Increase  | (Decrease) |
| Movement by 100 basis point | 0.54      | (0.54)     | 68.12     | (68.12)    |

**c) Commodity Risk**

**Raw Material Risk**

Timely availability and also non-availability of good quality base oils from across the globe could negate the qualitative and quantitative production of the various products of the Company. Volatility in prices of crude oil and base oil is another major risk for this segment. The Company procures base oils from various suppliers scattered in different parts of the world. The Company tries to enter into long term supply contracts with regular suppliers and at times buys the base oils on spot basis.

**Capital management**

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

**i) Debt Equity Ratio**

The Company monitors capital using debt equity ratio. The Company's debt to equity ratios are as follows:

|                                    | Year ended 31.3.2020<br>₹ In lakhs | Year ended 31.3.2019<br>₹ In lakhs |
|------------------------------------|------------------------------------|------------------------------------|
| Total borrowings (Refer note 11)   | 72.01                              | 10,467.63                          |
| Total equity (Refer note 9 and 10) | 38,248.38                          | 37,304.41                          |
| Debt to Equity ratio               | 0.19%                              | 28.06%                             |



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**ii) Dividends**

|                                | Year ended 31.3.2020 |            | Year ended 31.3.2019 |            |
|--------------------------------|----------------------|------------|----------------------|------------|
|                                | Rate Per Share       | ₹ In lakhs | Rate Per Share       | ₹ In lakhs |
| Dividends paid during the year | 1.2                  | 725.92     | 1.2                  | 725.92     |

**42. Previous year figures**

The company has reclassified previous year figures to conform to this year’s classification.

Signature to Notes 1 to 42 of the financial statements

**As per our report of even date attached**

**For Bhuta Shah & Co LLP**

Chartered Accountants  
Firm Registration No. 101474W/W100100

**CA. Harsh Bhuta**

Partner  
Membership No : 137888  
UDIN: 20137888AAAAAQ5035

**Place: Mumbai**

**Date : 12 June 2020**

**For and on behalf of the board of directors of  
Panama Petrochem Limited**

**Amirali E. Rayani**

Chairman  
DIN:00002616

**Pramod Maheshwari**

CFO

**Place: Mumbai**

**Date : 12 June 2020**

**Amin A. Rayani**

Managing Director & CEO  
DIN:00002652

**Gayatri Sharma**

Company Secretary & Compliance Officer



**INDEPENDENT AUDITOR’S REPORT**

**To the Members of Panama Petrochem Limited**

**Report on the Audit of the Consolidated Financial Statements**

**Opinion**

We have audited the accompanying consolidated financial statements of **Panama Petrochem Limited (“the Company”)** and its subsidiary company i.e. **Panol Industries RMC FZE** (the Company and its subsidiary together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity, with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (“Ind AS”) and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, the consolidated profit, consolidated other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

**Basis for Opinion**

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

**Emphasis of Matter**

World Health Organisation (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared lockdown on March 23, 2020 and the Company temporarily suspended the operations in all its manufacturing units in compliance with the lockdown instructions issued by the Central and State Governments. COVID-19 has impacted the normal business operations of the Company by way of interruption in production, product supply, unavailability of personnel, closure/lock down of production facilities etc. during the lock-down period. The Management believes that no adjustments are required in the financial statements as it does not impact the current financial year, however, in view of the various preventive measures taken (such as complete lock-down restrictions by the Government of India, travel restrictions etc.) and highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent upon circumstances as they evolve.

Our opinion is not modified in respect of above matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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   | Auditor's Response   |
|---------|--|--|
| 1       | <p><b>Inventory Existence:</b></p> <p>The Group recognized inventory of ₹ 25,392.84 lakhs as at 31 March 2020. Inventory held at various locations across India, outside India.</p> <p>Within Each Location, inventory is stored in warehouses, tanks, containers and tanks attached to the Bonded Custom Warehouse.</p> <p>This is a key audit matter because of the</p> <ul style="list-style-type: none"> <li>• Significance of the inventory balance to the statement of financial position and</li> <li>• Complexity involved in determining inventory quantities on hand due to the number, conversion from Ltr. to Kgs., location, diversity of inventory storage locations, inventory lying with the third parties, etc.</li> </ul>  | <p>Due to various restrictions imposed currently as part of measures to combat COVID-19 outbreak, we have not attended inventory counts at any locations, which we selected based on financial significance and risk.</p> <p>For locations selected, we performed the following procedures at each site:</p> <ul style="list-style-type: none"> <li>• Observed a sample of managements inventory count procedures to assess compliance with Group Policy and</li> <li>• We have also evaluated a selection of controls over inventory existence across the Group. Also Obtained confirmation for inventory held with third parties.</li> </ul>   |
| 2       | <p><b>Trade Receivables:</b></p> <p>Trade receivables comprise a significant portion of the Current assets of the Group and serve as security for a majority of the Group short-term debt, the receivables provision has been made based on Expected Credit Loss method. The Group considered current and anticipated future economic conditions relating to industries the Group deals with and the countries where it operates. In calculating expected credit loss, the Group has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID -19. Accordingly, the estimation of the allowance for trade receivables is a significant judgment area and is therefore considered a key audit matter.</p> | <p>We assessed the validity of material long outstanding receivables by obtaining third-party confirmations of amounts Receivables. We also considered payments received subsequent to year-end, insurance held for Overseas trade receivables, past payment history and unusual patterns to identify potentially impaired balances. The assessment of the appropriateness of the allowance for trade receivables comprised a variety of audit procedures across the Group including:</p> <ul style="list-style-type: none"> <li>• Assessing the appropriateness and reasonableness of the assumptions applied in the managements' assessment of the receivables allowance;</li> <li>• Consideration of the creditworthiness of significant trade receivables over 90 days;</li> <li>• Consideration and concurrence of the agreed payment terms;</li> <li>• Verification of receipts from trade receivables subsequent to year-end;</li> <li>• Inspection of credit insurance policies; and</li> <li>• Considered the completeness and accuracy of the disclosures. To address the risk of management bias, we evaluated the results of our procedures against audit procedures on other key balances to assess whether or not there was an indication of bias. We were satisfied that the Group's trade receivables are fairly valued and adequately provided. We further considered whether the provisions were misstated and concluded that they were appropriate in all material respects, and disclosures related to trade receivable in the consolidated financial statements are appropriate.</li> </ul> |



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

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

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

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

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

**Management's Responsibility for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 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 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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



**Other Matters**

- a) We did not audit the financial statements of the subsidiary i.e. **Panol Industries RMC FZE**, whose financial statements reflect total assets of ₹ 18,861.72 lakhs as at 31 March 2020, total revenue of ₹ 18,969.68 lakhs and net profit after tax of ₹ 1,055.15 lakhs for the year ended 31 March 2020 as considered in the consolidated Ind AS financial statements. These financial statements of the subsidiary have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditor.
- b) Subsidiary is located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in its respective country and which have been reviewed and audited by the other auditor as applicable, under generally accepted auditing standards applicable in its respective country. The Company's Management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in its country to the accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's Management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the Management of the Company and audited by us.

Our opinion is not modified in respect of this matter.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements, including, inter-alia financial statement of the subsidiary duly audited by the component auditor;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated 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), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2020 taken on record by the Board of Directors of the Company, none of the directors of the Company is disqualified as on March 31, 2020 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of the Company, for reasons stated therein. Internal control over financial reporting is not applicable to the subsidiary, which is incorporated outside India.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended :



In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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 consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group.
  - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts, including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Bhuta Shah & Co LLP**  
Chartered Accountants  
Firm Registration No. 101474W / W100100

**Harsh Bhuta**  
Partner  
Membership No. 137888  
UDIN: 20137888AAAAAR5080

**Mumbai; 12 June, 2020**



**ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT  
ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Panama Petrochem Limited** of even date)

**Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of **Panama Petrochem Limited** (hereinafter referred to as “Company”) as of that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company, 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, 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 was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

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



management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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 and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Bhuta Shah & Co LLP**

Chartered Accountants

Firm Registration No. 101474W / W100100

**Harsh Bhuta**

Partner

Membership No. 137888

UDIN: 20137888AAAAAR5080

**Mumbai; 12 June, 2020**



## CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2020

| Particulars   | Notes | As at<br>31 March 2020<br>₹ In lakhs | As at<br>31 March 2019<br>₹ In lakhs |
|---|-------|--------------------------------------|--------------------------------------|
| <b>Assets</b>   |       |                                      |                                      |
| <b>1. Non-current assets</b>  |       |                                      |                                      |
| (a) Property, Plant and Equipment   | 3     | 16,151.71                            | 14,599.45                            |
| (b) Capital work-in-progress  | 3     | 1,723.76                             | 1,105.05                             |
| (c) Investment property   | 4     | 1,008.63                             | 1,026.74                             |
| (d) Right -of-use assets  | 5.1   | 92.49                                | -                                    |
| (e) Intangible Assets   | 5.2   | -                                    | -                                    |
| (f) Financial Assets  |       |                                      |                                      |
| (i) Investments   | 6.1   | 7.06                                 | 13.84                                |
| (ii) Others   | 6.6   | 70.22                                | 49.52                                |
| (g) Other non-current assets  | 8     | 61.27                                | 911.37                               |
| <b>Total Non Current Assets</b>   |       | <b>19,115.14</b>                     | <b>17,705.97</b>                     |
| <b>2. Current assets</b>  |       |                                      |                                      |
| (a) Inventories   | 7     | 25,392.84                            | 38,359.61                            |
| (b) Financial Assets  |       |                                      |                                      |
| (i) Trade Receivables   | 6.2   | 25,106.47                            | 31,389.97                            |
| (ii) Cash and cash equivalents  | 6.4   | 3,045.30                             | 724.58                               |
| (iii) Bank Balances other than (ii) above   | 6.5   | 1,043.14                             | 846.33                               |
| (iv) Loans  | 6.3   | 46.12                                | 109.73                               |
| (v) Others  | 6.6   | 425.46                               | 245.85                               |
| (c) Current Tax Assets (Net)  | 15    | 306.78                               | 167.62                               |
| (d) Other Current Assets  | 8     | 1,209.62                             | 2,370.41                             |
| <b>Total Current Assets</b>   |       | <b>56,575.73</b>                     | <b>74,214.10</b>                     |
| <b>Total Assets</b>   |       | <b>75,690.87</b>                     | <b>91,920.07</b>                     |
| <b>Equity and Liabilities</b>   |       |                                      |                                      |
| <b>Equity</b>   |       |                                      |                                      |
| (a) Equity Share Capital  | 9     | 1,209.87                             | 1,209.87                             |
| (b) Other Equity  | 10    | 42,092.34                            | 40,166.98                            |
| <b>Total Equity</b>   |       | <b>43,302.21</b>                     | <b>41,376.85</b>                     |
| <b>Liabilities</b>  |       |                                      |                                      |
| <b>1. Non-current Liabilities</b>   |       |                                      |                                      |
| Financial liabilities   |       |                                      |                                      |
| (a) Lease liabilities   | 11.1  | 48.92                                | -                                    |
| (b) Other Non-current Liabilities   |       | -                                    | -                                    |
| Provisions  | 12    | 87.95                                | 73.12                                |
| Deferred Tax Liabilities (Net)  | 13    | 747.04                               | 901.64                               |
| <b>Total Non -current Liabilities</b>   |       | <b>883.91</b>                        | <b>974.76</b>                        |
| <b>2. Current Liabilities</b>   |       |                                      |                                      |
| (a) Financial Liabilities   |       |                                      |                                      |
| (i) Lease liabilities   | 11.1  | 48.67                                | -                                    |
| (ii) Borrowings   | 11.2  | 4,969.17                             | 15,989.52                            |
| (iii) Trade Payables  | 11.3  | -                                    | -                                    |
| Total outstanding dues of micro enterprises and small enterprises                           |       | 25,718.69                            | 31,520.10                            |
| Total outstanding dues of creditors other than micro enterprises and small enterprises      |       | 541.15                               | 1,475.43                             |
| (iv) Other Financial Liabilities  | 11.4  | -                                    | -                                    |
| (b) Provisions  | 12    | 18.43                                | 16.87                                |
| (c) Current Tax Liabilities (Net)   | 15    | -                                    | -                                    |
| (d) Other Current Liabilities   | 14    | 208.64                               | 566.54                               |
| <b>Total Current Liabilities</b>  |       | <b>31,504.75</b>                     | <b>49,568.46</b>                     |
| <b>Total Equity and Liabilities</b>   |       | <b>75,690.87</b>                     | <b>91,920.07</b>                     |
| <b>Significant Accounting Policies</b>  | 2     |                                      |                                      |
| <b>The accompanying notes are an integral part of the consolidated financial statements</b> |       |                                      |                                      |

As per our report of even date

For Bhuta Shah & Co LLP  
Chartered Accountants  
Firm Registration No. 101474W/W100100

For and on behalf of the board of directors of  
Panama Petrochem Limited

CA. Harsh Bhuta  
Partner  
Membership No : 137888  
UDIN: 20137888AAAAAR5080

Amirali E. Rayani  
Chairman  
DIN:00002616

Amin A. Rayani  
Managing Director & CEO  
DIN:00002652

Pramod Maheshwari  
CFO  
Place: Mumbai  
Date : 12 June 2020

Gayatri Sharma  
Company Secretary & Compliance Officer

Place: Mumbai  
Date : 12 June 2020



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2020

|  | Notes | Year ended<br>31 March 2020<br>₹ In lakhs | Year ended<br>31 March 2019<br>₹ In lakhs |
|--|-------|---|---|
| <b>Income</b>  |       |   |   |
| Revenue from operations  | 16    | 100,275.39                                | 126,932.57                                |
| Other income   | 17    | 359.57                                    | 272.13                                    |
| <b>Total Income</b>  |       | <b>100,634.96</b>                         | <b>127,204.70</b>                         |
| <b>Expenditure</b>   |       |   |   |
| Cost of material consumed  | 18    | 80,902.90                                 | 95,808.41                                 |
| Purchase of traded goods   | 19    | 736.63                                    | 13,334.01                                 |
| Change in inventories of traded goods and finished goods                                     | 20    | 4,490.42                                  | (2,338.37)                                |
| Employee benefits expense  | 21    | 995.52                                    | 887.68                                    |
| Finance costs  | 22    | 1,744.27                                  | 2,516.87                                  |
| Depreciation and Amortisation expense  | 23    | 725.24                                    | 592.37                                    |
| Other expenses   | 24    | 7,825.53                                  | 9,249.51                                  |
| <b>Total Expenses</b>  |       | <b>97,420.51</b>                          | <b>120,050.48</b>                         |
| <b>Profit for the year before tax</b>  |       | <b>3,214.45</b>                           | <b>7,154.22</b>                           |
| <b>Tax expenses</b>  |       |   |   |
| Current tax  | 39    | 490.00                                    | 1,873.00                                  |
| Deferred tax   | 39    | (153.30)                                  | 157.03                                    |
| Short/(excess) provision of tax relating to earlier years                                    |       | -   | (64.18)                                   |
| <b>Total tax expenses</b>  |       | <b>336.70</b>                             | <b>1,965.85</b>                           |
| <b>Profit for the year from continuing operations</b>  |       | <b>2,877.75</b>                           | <b>5,188.37</b>                           |
| <b>Other Comprehensive Income</b>  |       |   |   |
| A) Items that will not be reclassified subsequently to profit or loss                        |       |   |   |
| (i) Re-measurement gains/(losses) on defined benefit plans                                   |       | 1.98                                      | (10.43)                                   |
| (ii) Equity instruments through other comprehensive income                                   |       | (6.78)                                    | 2.65                                      |
| (iii) Income tax related to above  |       | 1.31                                      | 2.72                                      |
| <b>Other Comprehensive Income</b>  |       | <b>(3.49)</b>                             | <b>(5.06)</b>                             |
| <b>Total Comprehensive Income</b>  |       | <b>2,874.26</b>                           | <b>5,183.31</b>                           |
| Basic and Diluted earnings per share in ₹ (face value of ₹ 2 each) (Refer Note 38)           |       | 4.76                                      | 8.58                                      |
| <b>Significant Accounting Policies</b>   |       |   |   |
| <b>The accompanying notes are an integral part of the consolidated financial statements.</b> |       |   |   |

As per our report of even date

**For Bhuta Shah & Co LLP**  
Chartered Accountants  
Firm Registration No. 101474W/W100100

**CA. Harsh Bhuta**  
Partner  
Membership No : 137888  
UDIN: 20137888AAAAAR5080

**Place: Mumbai**  
**Date : 12 June 2020**

**For and on behalf of the board of directors of  
Panama Petrochem Limited**

**Amirali E. Rayani**  
Chairman  
DIN:00002616

**Pramod Maheshwari**  
CFO  
**Place: Mumbai**  
**Date : 12 June 2020**

**Amin A. Rayani**  
Managing Director & CEO  
DIN:00002652

**Gayatri Sharma**  
Company Secretary & Compliance Officer



## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

|   | 31 March 2020<br>₹ In lakhs | 31 March 2019<br>₹ In lakhs |
|---|-----------------------------|-----------------------------|
| <b>Cash Flows from operating activities</b>   |                             |                             |
| Profit before tax   | 3,214.45                    | 7,154.22                    |
| Adjustments for -   |                             |                             |
| Depreciation on property, plant and equipment and investment property                     | 725.24                      | 592.37                      |
| Finance costs   | 1,744.27                    | 2,516.87                    |
| (Profit)/loss on sale of property, plant and equipment (net)                              | (0.79)                      | (1.48)                      |
| Foreign currency translation reserve  | (73.76)                     | (83.64)                     |
| Unrealized foreign exchange loss/(gain)   | 222.84                      | (745.99)                    |
| Interest income   | (49.15)                     | (40.86)                     |
| Dividend income   | (0.06)                      | (0.08)                      |
| Lease rental  | (227.87)                    | (209.53)                    |
| Bad debts, provision for doubtful debts   | (19.67)                     | 17.73                       |
| <b>Operating profit before working capital changes</b>                                    | <b>5,535.50</b>             | 9,199.61                    |
| (Increase)/decrease in Trade Receivables  | 6,765.54                    | (3,640.55)                  |
| (Increase)/decrease in Inventories  | 12,966.77                   | 6,143.30                    |
| (Increase)/decrease in Loans and advances and other assets                                | (117.13)                    | (128.44)                    |
| (Increase)/decrease in other current assets   | 1,144.13                    | 3,005.83                    |
| Increase/(decrease) in Trade Payables   | (6,635.22)                  | (20,648.79)                 |
| Increase/(decrease) in other financial liabilities and provisions                         | (1,150.91)                  | 286.13                      |
| Cash generated from/(used in) operations  | 18,508.68                   | (5,782.90)                  |
| Direct taxes paid (Net of refunds)  | (629.16)                    | (2,047.71)                  |
| <b>Net cash flow from/(used in) operating activity (A)</b>                                | <b>17,879.52</b>            | (7,830.61)                  |
| <b>Cash flows from investing activities</b>   |                             |                             |
| Additions to property, plant and equipment and investment property                        | (2,012.87)                  | (2,325.83)                  |
| Sales of property, plant and equipment  | 9.26                        | 13.14                       |
| Reclassified on account of adoption of Ind AS 116   | (145.05)                    | -                           |
| Redemption/maturity of bank deposits (having original maturity of more than three months) | (212.73)                    | (92.94)                     |
| Interest received   | 59.23                       | 35.78                       |
| Rent received   | 227.87                      | 209.53                      |
| Dividend received   | 0.06                        | 0.08                        |
| <b>Net cash flow from/(used in) investing activities (B)</b>                              | <b>(2,074.23)</b>           | (2,160.24)                  |
| <b>Cash flows from financing activities</b>   |                             |                             |
| Proceeds/ (Repayment) from/of short-term borrowing (net)                                  | (11,020.35)                 | 11,476.84                   |
| Interest paid   | (1,737.69)                  | (2,476.83)                  |
| Dividend paid   | (722.27)                    | (726.23)                    |
| Dividend tax paid   | (149.22)                    | (149.22)                    |
| <b>Net cash flow from/(used in) financing activities (C)</b>                              | <b>(13,629.53)</b>          | 8,124.56                    |



|   | <b>31 March 2020</b><br>₹ In lakhs | 31 March 2019<br>₹ In lakhs |
|---|------------------------------------|-----------------------------|
| Net increase/(decrease) in cash and cash equivalents (A+B+C)  | <b>2,175.76</b>                    | (1,866.29)                  |
| Effect of exchange differences on cash & cash equivalents held in foreign currency  | <b>148.61</b>                      | (80.32)                     |
| Cash and cash equivalents at the beginning of the year  | <b>747.97</b>                      | 2,694.58                    |
| <b>Cash and cash equivalents at the end of the year</b>   | <b>3,072.34</b>                    | 747.97                      |
| <b>Components of Cash and Cash Equivalents</b>  |                                    |                             |
| Cash on hand  | <b>25.90</b>                       | 11.91                       |
| With banks  |                                    |                             |
| - on current accounts   | <b>3,019.40</b>                    | 712.67                      |
| - on deposit accounts   | <b>1,016.10</b>                    | 822.94                      |
| - on unpaid dividend accounts *   | <b>27.04</b>                       | 23.39                       |
| <b>Total</b>  | <b>4,088.44</b>                    | 1,570.91                    |
| <b>Less: Deposit accounts with more than 3 months but less than 12 months maturity</b>  | <b>1,016.10</b>                    | 822.94                      |
| <b>Total Cash and Cash Equivalents (refer note 6.4 and 6.5)</b>   | <b>3,072.34</b>                    | 747.97                      |
| * The company can utilize these balances only towards the settlement of the respective unpaid dividend.   |                                    |                             |
| Note :  |                                    |                             |
| The Consolidated Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind As 7 specified under section 133 of the Companies Act, 2013. |                                    |                             |
| Previous year's figures have been regrouped / rearranged wherever necessary to make them comparable with those of current year.                                   |                                    |                             |

**As per our report of even date attached**

**For Bhuta Shah & Co LLP**

Chartered Accountants  
Firm Registration No. 101474W/W100100

**CA. Harsh Bhuta**

Partner  
Membership No : 137888  
UDIN: 20137888AAAAAR5080

**Place: Mumbai**

**Date : 12 June 2020**

**For and on behalf of the board of directors of  
Panama Petrochem Limited**

**Amirali E. Rayani**

Chairman  
DIN:00002616

**Pramod Maheshwari**

CFO

**Place: Mumbai**

**Date : 12 June 2020**

**Amin A. Rayani**

Managing Director & CEO  
DIN:00002652

**Gayatri Sharma**

Company Secretary & Compliance Officer



**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020****Equity Share Capital**

|                             | ₹ In lakhs |
|-----------------------------|------------|
| Balance as at 1 April 2018  | 1,209.87   |
| Balance as at 31 March 2019 | 1,209.87   |
| Balance as at 31 March 2020 | 1,209.87   |

**Other Equity**

|  | Reserves and Surplus         |                            |                 |                                      | Retained earnings | Total            |
|--|------------------------------|----------------------------|-----------------|--------------------------------------|-------------------|------------------|
|  | Investment Allowance Reserve | Securities Premium Account | General reserve | Foreign currency translation reserve |                   |                  |
| <b>Balance as at 1 April 2018</b>            | 0.24                         | 9,018.48                   | 1,157.99        | 632.06                               | 25,133.68         | 35,942.45        |
| Profit for the year                          | -                            | -                          | -               | -                                    | 5,188.37          | 5,188.37         |
| Other comprehensive income                   | -                            | -                          | -               | -                                    | (5.06)            | (5.06)           |
| Foreign Currency Translation during the year | -                            | -                          | -               | (83.64)                              | -                 | (83.64)          |
| Bonus shares issued                          | -                            | -                          | -               | -                                    | -                 | -                |
| Total Comprehensive income for the year      | <b>0.24</b>                  | <b>9,018.48</b>            | <b>1,157.99</b> | <b>548.42</b>                        | <b>30,316.99</b>  | <b>41,042.12</b> |
| Dividend for 2017-2018                       | -                            | -                          | -               | -                                    | 725.92            | 725.92           |
| Dividend tax on Dividend for 2017-2018       | -                            | -                          | -               | -                                    | 149.22            | 149.22           |
| <b>Balance as at 31 March 2019</b>           | <b>0.24</b>                  | <b>9,018.48</b>            | <b>1,157.99</b> | <b>548.42</b>                        | <b>29,441.85</b>  | <b>40,166.98</b> |
| Profit for the year                          | -                            | -                          | -               | -                                    | 2,877.75          | 2,877.75         |
| Other comprehensive income                   | -                            | -                          | -               | -                                    | (3.49)            | (3.49)           |
| Foreign Currency Translation during the year | -                            | -                          | -               | (73.76)                              | -                 | (73.76)          |
| Bonus shares issued                          | -                            | -                          | -               | -                                    | -                 | -                |
|  | -                            | -                          | -               | (73.76)                              | 2,874.26          | 2,800.50         |
| Dividend for 2018-2019                       | -                            | -                          | -               | -                                    | 725.92            | 725.92           |
| Dividend tax on Dividend for 2018-2019'      | -                            | -                          | -               | -                                    | 149.22            | 149.22           |
| <b>Balance as at 31 March 2020</b>           | <b>0.24</b>                  | <b>9,018.48</b>            | <b>1,157.99</b> | <b>474.66</b>                        | <b>31,440.97</b>  | <b>42,092.34</b> |

**Notes :**

|                                      |  |
|--------------------------------------|--|
| Investment Allowance Reserve         | : This reserve represents Govt grants received against investments.  |
| Capital Redemption Reserves          | : This reserve is a statutory reserve created at the time of buy back of shares and utilized in financial year 2017-2018 for bonus issue of equity shares. |
| Securities Premium                   | : Premium collected on issue of securities are accumulated as part of securities premium.  |
| General Reserve                      | : General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.                                      |
| Retained Earning                     | : This represents profits remaining after all appropriations. This is free reserve and can be used for distribution of profits.                            |
| Foreign currency translation reserve | : This represents exchange differences arising on the translation of non-monetary assets at the date of the reclassification                               |

**As per our report of even date**

**For Bhuta Shah & Co LLP**  
Chartered Accountants  
Firm Registration No. 101474W/W100100

**CA. Harsh Bhuta**  
Partner  
Membership No : 137888  
UDIN: 20137888AAAAAR5080

**Place: Mumbai**  
**Date : 12 June 2020**

**For and on behalf of the board of directors of Panama Petrochem Limited**

**Amirali E. Rayani**  
Chairman  
DIN:00002616

**Pramod Maheshwari**  
CFO  
**Place: Mumbai**  
**Date : 12 June 2020**

**Amin A. Rayani**  
Managing Director & CEO  
DIN:00002652

**Gayatri Sharma**  
Company Secretary & Compliance Officer

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020****1. Corporate Group Information**

Panama Petrochem Limited is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Panama Petrochem Limited and its subsidiary (collectively referred as "the group"). The Group's principal operations are located in India and it has operation in United Arab Emirates. The Group is engaged in the manufacture of specialty petroleum products for diverse user industries like printing, textiles, rubber, pharmaceuticals, cosmetics, power and other industrial oil. The equity shares of the Company are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Global Depository Receipts (GDRs) of the Company are listed on the Luxembourg stock exchange.

**2. Significant Accounting Policies:****(A) Basis of Preparation of Financial Statements**

- (i) **Compliance with Ind AS:** These consolidated financial statements of the Group have been prepared to comply, in all material aspects, with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Companies Act, 2013. The consolidated financial statements upto the year ended 31<sup>st</sup> March 2017 were prepared in accordance with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

Effective 1<sup>st</sup> April, 2017, the Company has adopted Ind AS and adoption was carried out in accordance with Ind AS 101 first time adoption of accounting standards, with 1<sup>st</sup> April, 2016 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These consolidated financial statements were approved by the Company's Board of Directors and authorised for issue on 12<sup>th</sup> June 2020.

- (ii) **Classification of assets and liabilities :** All assets and liabilities have been classified as current or non-current based on the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Deferred tax assets and liabilities are classified as non-current on net basis.
- (iii) **Historical cost convention :** The financial statements have been prepared on going concern basis under the historical cost convention except:
- (a) certain financial instruments (including derivative instruments) and
  - (b) defined benefit plans

Which are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

- (iv) **Functional and presentation currency :** The Group's functional and presentation currency is Indian Rupee (₹). All amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs ( ₹ lacs), except otherwise indicated.
- (v) **Fair value measurement :** The Group measures certain financial assets and financial liabilities including derivatives and defined benefit plans at fair value.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability take place either

- (a) in the principal market for the asset or liability or
- (b) in the absence of a principal market, in the most advantageous market for the asset or liability.

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

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

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group's 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.

**(vi) Principles of consolidation**

- 1) The consolidated financial statements include the financial statements of Panama Petrochem Limited, the parent company (hereinafter referred to as "the Company") and its subsidiary (collectively referred to as the "Group").

"The consolidated financial statements have been prepared on the following basis:"

- i. The financial statements of the parent company and the subsidiary have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealized profits in full. Unrealized losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the Group. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post acquisition increase in the relevant reserves of the subsidiaries.
- ii. The excess of the cost of acquisition of investments in the subsidiaries over the acquired portion of equity in the subsidiaries is recognized in the financial statements as 'goodwill'. The excess of acquired portion of equity in subsidiaries over the cost of acquisition of investments in the subsidiaries is recognized in the financial statements as 'capital reserve'.
- iii. Minority interest in the net assets of consolidated subsidiaries consists of:
  - "(a) the amount of equity attributable to minorities at the date on which investment in subsidiary is made; and"
  - "(b) the minorities share of movements in equity since the date the parent and subsidiary relationship came into existence."



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

- iv. The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.
- v. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances to the extent possible.

**2) The subsidiary company considered in the consolidated financial statements are:**

| <b>Name of the Subsidiary</b> | <b>Country of incorporation</b> | <b>Extent of holding (%)</b> | <b>Reporting currency</b> | <b>Effective date of becoming subsidiary</b> |
|-------------------------------|---------------------------------|------------------------------|---------------------------|--|
| Panol Industries RMC FZE      | United Arab Emirates (U.A.E.)   | 100                          | AED                       | 1 January 2013                               |

**(B) Property, Plant and Equipment**

- (i) Freehold land is carried at historical cost and all other property, plant and equipment are shown at cost (net of adjustable taxes) less accumulated depreciation and accumulated impairment losses. The cost of an asset comprises of its purchase price, non refundable / adjustable purchase taxes and any cost directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by the management, the initial estimate of any decommissioning obligation, if any and for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. The cost also includes trial run cost and other operating expenses such as freight, installation charges etc. The projects under construction are carried at costs comprising of costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and attributable borrowing costs.
- (ii) Lease arrangements for land are identified as finance lease, in case such arrangements result in transfer of the related risks and rewards to the Group classifies land lease arrangement with a term in excess of 99 years as a finance lease.
- (iii) Stores and spares which meet the definition of property, plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalised as property, plant and equipment.
- (iv) When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives.
- (v) An Item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset or significant part) is included in the Statement of Profit and Loss when the asset is derecognised.
- (vi) In line with the provisions of Schedule II to the Companies Act, 2013, the Group depreciates significant components of the main asset (which have different useful lives as compared to the main asset) based on the individual useful life of those components. Useful life for such components of property, plant and equipment has been assessed based on the historical experience and internal technical inputs.
- (vii) Depreciation on property, plant and equipment is provided as per written down value method based on useful life prescribed under Schedule II to the Companies Act, 2013. The Group has assessed the estimated useful lives of its property, plant and equipment and has adopted the useful lives and residual value as prescribed in Schedule II.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

The property, plant and equipment acquired under finance lease are depreciated over the period of lease. Depreciation on stores and spares specific to an item or property, plant and equipment is based on life of the related property, plant and equipment. In other cases, the stores and spares are depreciated over their estimated useful life based on the technical assessment.

- (viii) The residual values and useful lives of property, plant and equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.
- (ix) Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. These are stated at cost to date relating to items or project in progress, incurred during construction / preoperative period. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current Assets".

**(C) Investment Property**

Investment properties are properties held to earn rentals and / or for capital appreciation (including property under construction for such purpose). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with the requirements of Ind AS 16 for cost model.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property is included in the Statement of Profit and Loss in the period in which the property is derecognised.

Depreciation on investment property is provided as per written down value method based on estimated useful life which is considered at 60 years based on internal assessment.

**(D) Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets namely computer software is amortized at the rate of 33.33 % on a straight line basis over the estimated useful economic life.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Profit and Loss Statement when the asset is derecognized.

**(E) Borrowing Costs**

Borrowing costs are charged to Statement of Profit and Loss except to the extent attributable to acquisition / construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**(F) Impairment of Non-financial Assets**

At each balance sheet date, an assessment is made of whether there is any indication of impairment.

If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

**(G) Non-current Assets held for sale**

Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the assets is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

**(H) Inventories**

Inventories are valued as follows:

|                                     |   |
|-------------------------------------|---|
| Raw materials                       | Lower of cost or net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First In First Out (FIFO) basis. Cost of raw materials comprises of cost of purchase (net of discount) and other cost in bringing the inventory to their present location and condition excluding Cenvat credit / Countervailing duty. Customs duty on stock lying in bonded warehouse is included in cost. |
| Work-in-progress and Finished goods | Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty. Cost is determined on a First In First Out (FIFO) basis.   |

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**(I) Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

**(i) Sale of Goods:**

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. The Group collects goods & service tax/sales taxes and value added taxes (GST/VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Group. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

**(ii) Interest income:**

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is included under the head "other income" in the Statement of Profit and Loss.

**(iii) Dividend income:**

Revenue is recognized when the shareholders' right to receive payment is established by the reporting date. Dividend income is included under the head "other income" in the Statement of Profit and Loss.

**(iv) Rental Income:**

Revenue is recognised on the basis of income arising from operating lease of investment properties is accounted for on a straight-line basis over the lease unless the payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases and is included in the head "other income" in the Statement of Profit and Loss.

**(v) Others:**

Revenue is recognised in respect of export incentives, insurance / other claims etc., when it is reasonably certain that the ultimate collection will be made.

**(J) Expenditure on Research and Development**

Revenue expenditure on Research and Development is charged to Statement of Profit and Loss under the appropriate heads of expenses. Expenditure relating to property, plant and equipment are capitalised under respective heads.

**(K) Foreign Currency Transactions**

**(i) Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**(ii) Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

**(iii) Exchange Differences**

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of Group at rates different from those at which they were initially recorded during the year, or reported in financial statements, are recognized as income or as expenses in the year in which they arise.

**(iv) Forward Contracts**

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

**(L) Employee Benefits**

All employee benefits payable wholly within 12 months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

**Post Retirement Benefits**

The Group operates the following post-employment schemes:

- (a) defined benefit plan - gratuity
- (b) defined contribution plan - provident fund

Defined benefit plan - Gratuity obligation

Post-employment benefits (benefits which are payable on completion of employment) are measured on a discounted basis by the Projected Unit Credit Method on the basis of actuarial valuation annually.

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less fair value of plan assets.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

**Defined contribution plan**

Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective fund are due. There are no other obligations other than the contribution payable to the respective fund.





CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

**(M) Leases**

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Infosys's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the company has concluded that no changes are required to lease period relating to the existing lease contracts. Refer note no 11.1

**(a) Group is the lessee**

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**(b) Group is the lessor**

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

**(N) Taxation**

Income tax expense comprises of current tax expense and the net change in the deferred tax asset or liability during the year.

- (a) Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.
- (b) Deferred Tax: Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are off set if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

- (c) Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the Profit and Loss Statement and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the sufficient period.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**(O) Segment Reporting**

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

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The operating segments have been identified on the basis of nature of product/services.

The board of directors of the Company has appointed the Managing Director as the chief operating decision maker (CODM) who is assessing the financial performance and position of the Company, and makes strategic decisions.

**(P) Earning per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events, if any, such as bonus issue, bonus elements in a rights issue to existing shareholders, shares split and reverse share split (consolidation of shares).

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

**(Q) Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made.

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates

Contingent liabilities are disclosed in the case of:

- a) a present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- b) a present obligation arising from the past events, when no reliable estimate is possible;
- c) a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**(R) Financial Instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

**I. Financial Assets**

**A. Initial recognition and measurement :**

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of the financial asset [other than financial assets at fair value through profit or loss (FVTPL)] are added to the fair value of the financial assets. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset. Transaction costs of financial assets carried at FVTPL are expensed in the Statement of Profit and Loss.

**B. Subsequent measurement:**

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

(i) Debt instruments at amortised cost

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

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

(ii) Debt instruments included within the Fair Value Through Profit or Loss (FVTPL) category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

(iii) Equity instruments: All equity instruments within the scope of Ind-AS 109 are measured at fair value. Equity instruments which are classified as held for trading are measured at FVTPL. For all other equity instruments, the Company decides to measure the same either at Fair Value Through Other Comprehensive Income (FVTOCI) or FVTPL. The Company makes such selection on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments measured at FVTOCI, all fair value changes on the instrument, excluding dividends, are recognised in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such instruments.

iv) Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**C. De-recognition:**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Group's balance sheet) when:

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

**D. Impairment of financial assets:**

In accordance with Ind-AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on trade receivables and other advances. The Group follows 'simplified approach' for recognition of impairment loss on these financial assets. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Allowance for credit losses on receivables and unbilled revenue

The company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The company considered current and anticipated future economic conditions relating to industries the company deals with and the countries where it operates. In calculating expected credit loss, the company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID -19.

**II. Financial Liabilities**

**A. Initial recognition and measurement:**

Financial liabilities are classified at initial recognition as :

- (i) financial liabilities at fair value through profit or loss,
- (ii) loans and borrowings, payables, net of directly attributable transaction costs or
- (iii) derivatives designated as hedging instruments in an effective hedge, as appropriate.

The Group's financial liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

**B. Subsequent measurement :**

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

- (i) **Borrowings:** Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs)



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished and the consideration paid is recognised in the Statement of Profit and Loss as other gains / (losses).

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender has agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

- (ii) **Trade and other payables:** These amounts represent liabilities for goods and services provided to the Group prior to the end of financial period which are unpaid. The amounts are unsecured and are usually paid within twelve months of recognition. Trade and other payables are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.
- (iii) **Derivative financial instruments:** The Group uses derivative financial instruments, such as foreign exchange forward contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

**Hedge accounting :**

The Group designates certain hedging instruments which include derivatives, embedded derivatives and non derivatives in respect of foreign currency risk, as either fair value hedges, cash flow hedges or hedges of net investments in foreign operations. At the inception of the hedge relationship, the Group documents the relationship between the hedging instruments and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

**C. De-recognition**

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

**D. Offsetting of financial instruments**

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



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**Significant accounting judgements, estimates and assumptions**

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**Judgements**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

- (a) Operating lease commitments – Group as lessor;
- (b) Assessment of functional currency;
- (c) Evaluation of recoverability of deferred tax assets

**Estimates and assumptions**

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

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

The company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues and Investment in subsidiaries. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts . The company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these condensed financial statements.

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year :

- a) Useful lives of property, plant and equipment, investment property and intangible assets;
- b) Fair value measurements of financial instruments ;
- c) Impairment of non-financial assets;
- d) Taxes;
- e) Defined benefit plans (gratuity benefits);
- f) Provisions;
- g) Valuation of inventories;
- h) Contingencies



CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

| 03. Tangible assets                      | ₹ In lakhs    |                 |                  |                      |                   |                  |               |                        |               |                  |
|--|---------------|-----------------|------------------|----------------------|-------------------|------------------|---------------|------------------------|---------------|------------------|
|  | Freehold land | Leasehold Land  | Factory Building | Non Factory Building | Plant & Equipment | Office Equipment | Computers     | Furniture and fixtures | Vehicles      | Total            |
| <b>Cost or valuation</b>                 |               |                 |                  |                      |                   |                  |               |                        |               |                  |
| <b>At 1 April 2018</b>                   | 6.19          | 2,861.57        | 3,247.22         | 1,945.96             | 6,603.11          | 135.53           | 88.58         | 407.86                 | 613.14        | 15,909.16        |
| Additions                                | -             | 22.16           | 188.93           | 1,592.93             | 930.92            | 6.83             | 5.16          | 15.15                  | 111.11        | 2,873.19         |
| Other adjustments                        | -             | -               | -                | -                    | -                 | -                | -             | -                      | (54.10)       | (54.10)          |
| Re-classification to Investment Property | -             | -               | -                | (566.67)             | -                 | -                | -             | -                      | -             | (566.67)         |
| <b>At 31 March 2019</b>                  | <b>6.19</b>   | <b>2,883.73</b> | <b>3,436.15</b>  | <b>2,972.22</b>      | <b>7,534.03</b>   | <b>142.36</b>    | <b>93.74</b>  | <b>423.01</b>          | <b>670.15</b> | <b>18,161.58</b> |
| Additions                                | -             | -               | 138.62           | 1,338.03             | 517.97            | 33.00            | 7.52          | 114.52                 | 65.64         | 2,215.30         |
| Other adjustments                        | -             | -               | -                | -                    | (7.00)            | -                | -             | -                      | (11.46)       | (18.46)          |
| Re-classification to Investment Property | -             | -               | -                | -                    | -                 | -                | -             | -                      | -             | -                |
| <b>At 31 March 2020</b>                  | <b>6.19</b>   | <b>2,883.73</b> | <b>3,574.77</b>  | <b>4,310.25</b>      | <b>8,045.00</b>   | <b>175.36</b>    | <b>101.26</b> | <b>537.53</b>          | <b>724.33</b> | <b>20,358.42</b> |
| <b>Depreciation</b>                      |               |                 |                  |                      |                   |                  |               |                        |               |                  |
| <b>At 1 April 2018</b>                   | -             | 398.50          | 569.00           | 215.04               | 1,224.70          | 98.25            | 80.05         | 192.28                 | 302.20        | 3,080.02         |
| Re-classification to Investment Property | -             | -               | -                | (49.70)              | -                 | -                | -             | -                      | -             | (49.70)          |
| Charge for the year                      | -             | 36.45           | 107.61           | 39.25                | 271.18            | 12.13            | 5.23          | 40.68                  | 61.72         | 574.25           |
| Other adjustments                        | -             | -               | -                | -                    | -                 | -                | -             | -                      | (42.44)       | (42.44)          |
| <b>At 31 March 2019</b>                  | <b>-</b>      | <b>434.95</b>   | <b>676.61</b>    | <b>204.59</b>        | <b>1,495.88</b>   | <b>110.38</b>    | <b>85.28</b>  | <b>232.96</b>          | <b>321.48</b> | <b>3,562.13</b>  |
| Re-classification to Investment Property | -             | -               | -                | -                    | -                 | -                | -             | -                      | -             | -                |
| Charge for the year                      | -             | 36.59           | 118.48           | 60.13                | 315.44            | 13.80            | 6.40          | 39.02                  | 64.71         | 654.57           |
| Other adjustments                        | -             | -               | -                | -                    | (0.17)            | -                | -             | -                      | (9.82)        | (9.99)           |
| <b>At 31 March 2020</b>                  | <b>-</b>      | <b>471.54</b>   | <b>795.09</b>    | <b>264.72</b>        | <b>1,811.15</b>   | <b>124.18</b>    | <b>91.68</b>  | <b>271.98</b>          | <b>376.37</b> | <b>4,206.71</b>  |
| <b>Net Block</b>                         |               |                 |                  |                      |                   |                  |               |                        |               |                  |
| <b>At 31 March 2019</b>                  | <b>6.19</b>   | <b>2,448.78</b> | <b>2,759.54</b>  | <b>2,767.63</b>      | <b>6,038.15</b>   | <b>31.98</b>     | <b>8.46</b>   | <b>190.05</b>          | <b>348.67</b> | <b>14,599.45</b> |
| <b>At 31 March 2020</b>                  | <b>6.19</b>   | <b>2,412.19</b> | <b>2,779.68</b>  | <b>4,045.53</b>      | <b>6,233.85</b>   | <b>51.18</b>     | <b>9.58</b>   | <b>265.55</b>          | <b>347.96</b> | <b>16,151.71</b> |
| <b>Capital work-in-progress</b>          |               |                 |                  |                      |                   |                  |               |                        |               |                  |
| <b>At 31 March 2019</b>                  | -             | -               | -                | <b>1,105.05</b>      | -                 | -                | -             | -                      | -             | <b>1,105.05</b>  |
| <b>At 31 March 2020</b>                  | -             | -               | -                | <b>1,723.76</b>      | -                 | -                | -             | -                      | -             | <b>1,723.76</b>  |

Notes:-

|   | Gross Block | Depreciation | For theyear | Accumulated Depreciation | Net Block |
|---|-------------|--------------|-------------|--------------------------|-----------|
| <b>3.1 Factory Building includes those constructed on leasehold land:</b>               |             |              |             |                          |           |
| At 31 March 2019  | 3,336.32    | 104.35       | 583.07      | 2,648.90                 |           |
| At 31 March 2020  | 3,474.94    | 115.23       | 691.58      | 2,668.13                 |           |
| <b>3.2 Non Factory Building includes those constructed on leasehold land:</b>           |             |              |             |                          |           |
| At 31 March 2019  | 99.43       | 2.33         | 11.27       | 88.16                    |           |
| At 31 March 2020  | 99.43       | 2.33         | 13.60       | 85.83                    |           |
| <b>3.3 Non Factory Building Re-classified as investment properties as per Ind AS 40</b> |             |              |             |                          |           |
| At 31 March 2020  | -           | -            | -           | -                        | -         |
| <b>3.4 Capital expenditure on research &amp; development</b>                            |             |              |             |                          |           |

- a) Addition to fixed assets includes capital assets of ₹ Nil (31 March 2019 : ₹ Nil)
- b) Gross block includes fixed assets in research & development (R&D) unit Furniture ₹ 4.08 lakhs (31 March 2019 : ₹ 4.08 lakhs)
- Lab Equipment's ₹ 93.24 lakhs (31 March 2019 : ₹ 93.24 lakhs)
- Computer ₹ 00.55 lakh (31 March 2019 : ₹ 00.55 lakh)
- Air Conditioner ₹ 1.13 lakhs (31 March 2019 : ₹ 1.13 lakhs)

3.5 The Board currently estimates that there are no components which have significantly different lives from the underlying primary assets





## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

| 4. Investment Property  | As at 31.03.2020<br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|---|--------------------------------|--------------------------------|
| <b>I. Gross Carrying Amount</b>   |                                |                                |
| Balance at the beginning of the year  | 1,145.30                       | 578.63                         |
| Additions   | -                              | 566.67                         |
| Deletions   | -                              | -                              |
| Balance at the end of the year  | <u>1,145.30</u>                | <u>1,145.30</u>                |
| <b>II. Accumulated Depreciation and Impairment</b>  |                                |                                |
| Balance at the beginning of the year  | 118.56                         | 50.75                          |
| Depreciation for the year   | 18.11                          | 18.11                          |
| Accumulated depreciation on Addition/deletions  | -                              | 49.70                          |
| Balance at the end of the year  | <u>136.67</u>                  | <u>118.56</u>                  |
| <b>III. Net Carrying Amount at end of the year</b>  | <u>1,008.63</u>                | <u>1,026.74</u>                |
| <b>IV. Fair value of investment property at the end of the year</b>                               | <u>1,920.46</u>                | <u>1,920.46</u>                |
| <b>4.1 Information regarding income and expenditure of Investment Property</b>                    |                                |                                |
|   | 2019-2020<br>₹ in lakhs        | 2018-2019<br>₹ in lakhs        |
| Rental income derived from investment properties  | 216.47                         | 200.39                         |
| Direct operating expenses (including repairs and maintenance) generating rental income            | 10.26                          | 10.26                          |
| Direct operating expenses (including repairs and maintenance) that did not generate rental income | -                              | -                              |
| Profit arising from investment properties before depreciation and indirect expenses               | <u>206.21</u>                  | <u>190.13</u>                  |
| Less – Depreciation   | 18.11                          | 18.11                          |
| Profit arising from investment properties before indirect expenses                                | <u>188.10</u>                  | <u>172.02</u>                  |

**4.2 Fair value of the Company's investment properties**

The fair value of the Company's investment properties as at 31 March 2018 was arrived at on the basis of a valuation carried out by independent registered valuers not related to the Company. The Company has adopted policy of revaluing investment property generally every three years unless there are any significant changes in the circumstances requiring earlier revaluation. Accordingly, the Company has continued with the same valuation for the year ended 31 March 2019 and year ended 31 March 2020.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**4.3 a)** Details of the Company's Investment properties and information about their Fair value hierarchy

| Valuation as at | Fair value measurement |            |
|-----------------|------------------------|------------|
|                 | 31.03.2020             | 31.03.2019 |
|                 | 1,920.46               | 1,920.46   |

**b) Reconciliation of fair value**

|                            | 2019-2020<br>₹ in lakhs | 2018-2019<br>₹ in lakhs |
|----------------------------|-------------------------|-------------------------|
| Opening balance            | <b>1,920.46</b>         | 960.23                  |
| Fair value difference      | -                       | -                       |
| Purchases/Reclassification | -                       | 960.23                  |
| Closing balance            | <b>1,920.46</b>         | 1,920.46                |

**c)** Description of valuation techniques used and key inputs to valuation on investment properties

The investment properties have been valued at Fair Market Value. It is the value of the property at which it can be sold in open market at a particular time free from forced value or sentimental value. Prevailing market value is a result of demand/ supply /merits /demerits of properties and various locational, social, economical, political factors and circumstances. Prevailing market value can be estimated through market survey, through dependable data/ sale instances, local estate developers/ brokers, real estate portal enquiries and verbal enquiries in neighbourhood area.

**5.1 Right-Of-Use Assets**

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 145.05 Lakhs, and a lease liability of ₹ 145.05 Lakhs. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments

The following is the summary of practical expedients elected on initial application:

- a) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
- b) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
- c) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- d) Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 11.39%  
Following are the changes in the carrying value of right of use assets for the year ended March 31, 2020:

**Category of ROU Assets : Building**

|  | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|--|---------------------------------------|--------------------------------|
| <b>I. Gross Carrying Amount</b>                    |                                       |                                |
| Balance at the beginning of the year               | -                                     | -                              |
| Reclassified on account of adoption of Ind AS 116  | <b>145.05</b>                         | -                              |
| Additions  | -                                     | -                              |
| Deletions  | -                                     | -                              |
| Balance at the end of the year                     | <b>145.05</b>                         | -                              |
| <b>II. Accumulated Depreciation and Impairment</b> |                                       |                                |
| Balance at the beginning of the year               | -                                     | -                              |
| Depreciation for the year                          | <b>52.56</b>                          | -                              |
| Accumulated depreciation on deletions              | -                                     | -                              |
| Balance at the end of the year                     | <b>52.56</b>                          | -                              |
| <b>III. Net Carrying Amount at end of the year</b> |                                       |                                |
|  | <b>92.49</b>                          | -                              |

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the interim condensed statement of Profit and Loss.

**5.2 Other Intangible Assets**

**I. Gross Carrying Amount**

|                                      |             |      |
|--------------------------------------|-------------|------|
| Balance at the beginning of the year | <b>7.11</b> | 7.11 |
| Additions                            | -           | -    |
| Deletions                            | -           | -    |
| Balance at the end of the year       | <b>7.11</b> | 7.11 |

**II. Accumulated Depreciation and Impairment**

|                                       |             |      |
|---------------------------------------|-------------|------|
| Balance at the beginning of the year  | <b>7.11</b> | 7.11 |
| Depreciation for the year             | -           | -    |
| Accumulated depreciation on deletions | -           | -    |
| Balance at the end of the year        | <b>7.11</b> | 7.11 |

**III. Net Carrying Amount at end of the year**

|  |   |   |
|--|---|---|
|  | - | - |
|--|---|---|



## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## 6 Financial Assets

## 6.1 Non-current Investments (fully paid up)

|  | As at 31.03.2020<br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|--|--------------------------------|--------------------------------|
| Investments in equity instruments  |                                |                                |
| <b>Unquoted</b>  |                                |                                |
| 1,795 (31 March 2019 : 1,795) fully paid equity shares of ₹ 10 each of Bharuch Enviro Infrastructure Limited         | 0.19                           | 0.19                           |
| 975 (31 March 2019 : 975) Fully paid equity shares of ₹ 100 each of The Marol Co operative Industrial Estate Limited | 0.98                           | 0.98                           |
|  | <b>1.17</b>                    | <b>1.17</b>                    |
| <b>aggregate amount of Unquoted Investments - gross</b>  | <b>1.17</b>                    | 1.17                           |
| <b>aggregate amount of impairment in value of investments</b>  | -                              | -                              |
| <b>aggregate amount of Unquoted Investments - net</b>  | <b>1.17</b>                    | <b>1.17</b>                    |
| <b>Quoted</b>  |                                |                                |
| 6,200 (31 March 2019 : 6,200) fully paid equity shares of face value of ₹ 10 each of DCB Bank Limited                | 5.89                           | 12.67                          |
|  | <b>5.89</b>                    | 12.67                          |
| <b>aggregate amount of Quoted Investments - gross</b>  | <b>5.89</b>                    | 12.67                          |
| <b>aggregate amount of impairment in value of investments</b>  | -                              | -                              |
| <b>aggregate amount of Quoted Investments - net</b>  | <b>5.89</b>                    | 12.67                          |

## 6.2 Trade Receivables

|   |                  |           |
|---|------------------|-----------|
| <b>Current</b>                              |                  |           |
| Unsecured, Considered good                  | 25,157.34        | 31,460.51 |
| Considered doubtful                         | 13.89            | 13.89     |
|   | <b>25,171.23</b> | 31,474.40 |
| Less: Allowance for doubtful debts          | 13.89            | 13.89     |
|   | <b>25,157.34</b> | 31,460.51 |
| Less: Impairment under expected credit loss | 50.87            | 70.54     |
|   | <b>25,106.47</b> | 31,389.97 |

The holding Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follow



## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## Age of receivables

|                             | As at 31.3.2020       |                           |              |                     |
|-----------------------------|-----------------------|---------------------------|--------------|---------------------|
|                             | Gross Carrying Amount | Expected Credit Loss Rate | Credit Loss  | Net Carrying Amount |
|                             | ₹ in lakhs            | %                         | ₹ in lakhs   | ₹ in lakhs          |
| 0-180 days past due         | 251.91                | 5.09%                     | 12.82        | 239.09              |
| 180-365 days past due       | 23.20                 | 10.31%                    | 2.39         | 20.81               |
| More than 365 days past due | 276.60                | 12.89%                    | 35.65        | 240.94              |
| <b>Total</b>                | <b>551.70</b>         | <b>9.22%</b>              | <b>50.87</b> | <b>500.83</b>       |

## Age of receivables

|                             | As at 31.3.2019       |                           |              |                     |
|-----------------------------|-----------------------|---------------------------|--------------|---------------------|
|                             | Gross Carrying Amount | Expected Credit Loss Rate | Credit Loss  | Net Carrying Amount |
|                             | ₹ in lakhs            | %                         | ₹ in lakhs   | ₹ in lakhs          |
| 0-180 days past due         | 192.35                | 5.09%                     | 9.79         | 182.56              |
| 180-365 days past due       | 164.50                | 10.31%                    | 16.96        | 147.54              |
| More than 365 days past due | 339.72                | 12.89%                    | 43.79        | 295.93              |
| <b>Total</b>                | <b>696.57</b>         | <b>10.13%</b>             | <b>70.54</b> | <b>626.03</b>       |

## Movement in the expected credit loss allowance

|   | Year ended<br>31.3.2020<br>₹ in lakhs | Year ended<br>31.3.2019<br>₹ in lakhs |
|---|---------------------------------------|---------------------------------------|
| Balance at the beginning of the year  | 70.54                                 | 52.81                                 |
| Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses | (19.67)                               | 17.73                                 |
| Balance at the end of the year  | 50.87                                 | 70.54                                 |

## 6.3 Loans and advances

## Current

Other Loans

Unsecured, considered good

|  | As at 31.03.2020<br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|--|--------------------------------|--------------------------------|
|  | 46.12                          | 109.73                         |
|  | <b>46.12</b>                   | <b>109.73</b>                  |



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>6.4 Cash and Cash Equivalents</b>                                      | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|---|---------------------------------------|--------------------------------|
| <b>Balances with banks</b>  |                                       |                                |
| On Current accounts   | <b>3,019.40</b>                       | 712.67                         |
| <b>Cash Balances</b>  |                                       |                                |
| Cash on hand  | <b>25.90</b>                          | 11.91                          |
|   | <b>3,045.30</b>                       | 724.58                         |
| <b>6.5 Other bank balances</b>  |                                       |                                |
| Deposit accounts with more than 3 months but less than 12 months maturity | <b>1,016.10</b>                       | 822.94                         |
| Unpaid dividend accounts  | <b>27.04</b>                          | 23.39                          |
|   | <b>1,043.14</b>                       | 846.33                         |
| <b>6.6 Other Financial Assets</b>   |                                       |                                |
| <b>Non-current</b>  |                                       |                                |
| Bank deposits with more than 12 months maturity                           | <b>35.14</b>                          | 15.57                          |
| Security Deposits   | <b>35.08</b>                          | 33.95                          |
|   | <b>70.22</b>                          | 49.52                          |
| <b>Current</b>  |                                       |                                |
| Security Deposits   | <b>162.27</b>                         | 229.20                         |
| Derivative Asset  | <b>256.62</b>                         | -                              |
| Other Financial Assets  | <b>6.57</b>                           | 16.65                          |
|   | <b>425.46</b>                         | 245.85                         |
|   | <b>495.68</b>                         | 295.37                         |
| <b>7 Inventories</b>  |                                       |                                |
| Raw Material  | <b>20,238.80</b>                      | 28,685.25                      |
| Finished Goods  | <b>4,824.21</b>                       | 1,545.53                       |
| Traded Goods  | <b>233.25</b>                         | 8,002.35                       |
| Packing Material  | <b>96.58</b>                          | 126.48                         |
|   | <b>25,392.84</b>                      | 38,359.61                      |



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>8 Other Assets</b>  | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|--|---------------------------------------|--------------------------------|
| <b>Non-current</b>   |                                       |                                |
| Capital Advances   | <b>61.27</b>                          | 911.37                         |
| Others including duties and taxes receivable (other than Cenvat & GST Balance) | -                                     | -                              |
|  | <b>61.27</b>                          | 911.37                         |
| <b>Current</b>   |                                       |                                |
| Cenvat/GST balances  | <b>625.54</b>                         | 1,648.93                       |
| Advances to vendors  | <b>408.45</b>                         | 398.85                         |
| Others including duties and taxes receivable (other than Cenvat/GST balances)  | <b>175.63</b>                         | 322.63                         |
|  | <b>1,209.62</b>                       | 2,370.41                       |

**9 Equity Share Capital**

**Authorised shares**

12,77,50,000 (31 March 2019 : 12,77,50,000 equity shares of ₹ 2 each)  
equity shares of ₹ 2 each)

**2,555.00**      2,555.00

**Issued shares**

6,04,93,598 (31 March 2019 : 6,04,93,598 equity shares of ₹ 2 each)

**1,209.87**      1,209.87

**Subscribed and fully paid-up shares**

6,04,93,598 (31 March 2019 : 6,04,93,598 equity shares of ₹ 2 each)

**1,209.87**      1,209.87

| <b>a) Reconciliation of shares</b> | <b>As at 31.03.2020</b> |                   | As at 31.03.2019 |            |
|------------------------------------|-------------------------|-------------------|------------------|------------|
|                                    | <b>Nos.</b>             | <b>₹ in lakhs</b> | Nos.             | ₹ in lakhs |
| At the beginning of the year       | <b>60,493,598</b>       | <b>1,209.87</b>   | 60,493,598       | 1209.87    |
| Issued during the year             | -                       | -                 | -                | -          |
| At the end of the year             | <b>60,493,598</b>       | <b>1,209.87</b>   | 60,493,598       | 1,209.87   |

**b) Rights, preferences and restrictions attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share, however the holders of global depository receipts (GDR's) do not have any voting rights in respect of shares represented by the GDR's till the shares are held by the custodian bank. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive assets in proportion to the number of equity shares held by the shareholders.



## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## c) Details of shareholders holding more than 5% of equity shares

|  | As at 31.03.2020 |                        | As at 31.03.2019 |                        |
|--|------------------|------------------------|------------------|------------------------|
|  | No of Shares     | % holding in the class | No of Shares     | % holding in the class |
| Equity Shares of ₹ 2 each fully paid up  |                  |                        |                  |                        |
| Ms. Shelina Arif Rayani  | 4,190,462        | 6.93%                  | 4,182,412        | 6.91%                  |
| Arif Amirali Rayani  | 3,123,706        | 5.16%                  | 1,780,029        | 2.94%                  |
| Ittefaq Ice and Cold Storage Private Limited   | 3,760,308        | 6.22%                  | 2,505,016        | 4.14%                  |
| Shares held by Custodian as against which global depository receipts have been issued (Citi Bank N.A.) | 14,717,587       | 24.33%                 | 16,592,587       | 27.43%                 |

## 10. Other Equity

|  | As at 31.03.2020<br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|--|--------------------------------|--------------------------------|
| <b>Investment Allowance Reserve</b>                            |                                |                                |
| Balance at the beginning & at the end of the year              | 0.24                           | 0.24                           |
|  | <b>0.24</b>                    | <b>0.24</b>                    |
| <b>Capital Redemption Reserves</b>                             |                                |                                |
| Balance at the beginning of the year                           | -                              | -                              |
| Less:- Utilized for Bonus Issue                                | -                              | -                              |
| Balance at the end of the year                                 | -                              | -                              |
| <b>Securities Premium Account</b>                              |                                |                                |
| Balance at the beginning of the year                           | 9,018.48                       | 9,018.48                       |
| Less:- Utilized for Bonus Issue                                | -                              | -                              |
| Balance at the end of the year                                 | <b>9,018.48</b>                | <b>9,018.48</b>                |
| <b>General reserve</b>   |                                |                                |
| Balance at the beginning of the year                           | 1,157.99                       | 1,157.99                       |
| Add: Transfer from surplus in the Statement of Profit and Loss | -                              | -                              |
| Balance at the end of the year                                 | <b>1,157.99</b>                | <b>1,157.99</b>                |
| <b>Foreign currency translation reserve</b>                    |                                |                                |
| Balance at the beginning of the year                           | 548.42                         | 632.06                         |
| Foreign currency translation during the year                   | (73.76)                        | (83.64)                        |
|  | <b>474.66</b>                  | <b>548.42</b>                  |





**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>10. Other Equity</b>  | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|--|---------------------------------------|--------------------------------|
| <b>Surplus in the Statement of Profit and Loss</b>   |                                       |                                |
| Balance at the beginning of the year   | <b>29,441.85</b>                      | 25,133.68                      |
| Add: Profit / (Loss) for the year  | <b>2,877.75</b>                       | 5,188.37                       |
| Add/Less: Other comprehensive income arising from re-measurement of defined benefit obligation net of income tax | <b>1.98</b>                           | (10.43)                        |
| Add/Less: Equity instruments through other comprehensive income  | <b>(6.78)</b>                         | 2.65                           |
| Add/Less: Income tax related to above  | <b>1.31</b>                           | 2.72                           |
|  | <b>32,316.11</b>                      | 30,316.99                      |
| Less: Appropriations   |                                       |                                |
| Dividend Paid  | <b>725.92</b>                         | 725.92                         |
| Tax on Dividend Paid   | <b>149.22</b>                         | 149.22                         |
| Total Appropriations   | <b>875.14</b>                         | 875.14                         |
| Net Retained earning   | <b>31,440.97</b>                      | 29,441.85                      |
| <b>Total other equity</b>  | <b>42,092.34</b>                      | 40,166.98                      |

Notes:

|                              |   |
|------------------------------|---|
| Investment Allowance Reserve | : Investment Allowance Reserve is a statutory reserve and can be utilise for further issue of capital.  |
| Capital Redemption Reserves  | : CRR is a statutory reserve created at the time of buy back of shares and utilized in Financial Year 2017-2018 for bonus issue of equity shares.               |
| Securities Premium           | : Premium collected on issue of securities are accumulated as part of securities premium. Utilisation of such reserve is restricted by The Companies Act, 2013. |
| General Reserve              | : General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.   |
| Retained Earning             | : This represents profits remaining after all appropriations. This is free reserve and can be used for distribution of profits.                                 |



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**11 Financial Liabilities**

**11.1 Lease Liability**

|                         | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|-------------------------|---------------------------------------|--------------------------------|
| <b>Non Current</b>      |                                       |                                |
| Current lease liability | <b>48.92</b>                          | -                              |
|                         | <b>48.92</b>                          | -                              |
| <b>Current</b>          |                                       |                                |
| Current lease liability | <b>48.67</b>                          | -                              |
|                         | <b>48.67</b>                          | -                              |

The following is the movement in lease liabilities during the year ended March 31, 2020 :

**Particulars**

|  |               |   |
|--|---------------|---|
| Balance at the beginning               | -             | - |
| Additions                              | <b>145.05</b> | - |
| Finance cost accrued during the period | <b>13.60</b>  | - |
| Deletions                              | -             | - |
| Payment of lease liabilities           | <b>60.45</b>  | - |
| Translation Difference                 | -             | - |
| Balance at the end                     | <b>98.20</b>  | - |

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2020 on an undiscounted basis:

**Particulars**

|                      |               |   |
|----------------------|---------------|---|
| Less than one year   | <b>57.35</b>  | - |
| One to five years    | <b>52.88</b>  | - |
| More than five years | -             | - |
| Total                | <b>110.23</b> | - |

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>11.2 Short-term Borrowings (Secured)</b>   | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|---|---------------------------------------|--------------------------------|
| Cash Credits from banks   | <b>4,969.17</b>                       | 15,989.52                      |
| Secured by ;  |                                       |                                |
| i) hypothecation of inventories, receivables and other current assets and   |                                       |                                |
| ii) first pari-passu charge by way of equitable mortgage by deposit of title deeds of the Company's certain immovable properties at Ankleshwar, Daman, Marol industrial estate. |                                       |                                |
| The cash credit is repayable on demand and carried an interest rate of Current Year 3.56% to 14.05% p.a. ( Previous Year 4.50% to 14.05% p.a.)                                  | <b>4,969.17</b>                       | 15,989.52                      |
| <b>11.3 Trade payables</b>  |                                       |                                |
| <b>Current</b>  |                                       |                                |
| Trade payables  |                                       |                                |
| Micro and Small Enterprises   | -                                     | -                              |
| Other than Micro and Small Enterprises  | <b>25,718.69</b>                      | 31,520.10                      |
| (Refer Note 32 for details of dues to micro and small enterprises)  | <b>25,718.69</b>                      | 31,520.10                      |
| <b>11.4 Other Financial Liabilities</b>   |                                       |                                |
| <b>Current</b>  |                                       |                                |
| <b>Financial liabilities at fair value through profit or loss (FVTPL)</b>   |                                       |                                |
| Derivatives liabilities carried at fair value   | -                                     | 174.13                         |
| <b>Other Financial liabilities at amortised cost</b>  |                                       |                                |
| Unpaid dividends  | <b>27.04</b>                          | 23.39                          |
| Security deposit  | <b>150.26</b>                         | 150.23                         |
| Income tax deducted at source   | <b>20.00</b>                          | 50.90                          |
| Duties and taxes  | <b>312.00</b>                         | 1,015.97                       |
| Creditors for capital goods   | <b>31.85</b>                          | 60.81                          |
|   | <b>541.15</b>                         | 1,475.43                       |



## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

| 12. Provisions  | As at 31.03.2020<br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|---|--------------------------------|--------------------------------|
| <b>Non Current</b>                                    |                                |                                |
| Provision for gratuity (Refer Note 34)                | 87.95                          | 73.12                          |
|   | <b>87.95</b>                   | 73.12                          |
| <b>Current</b>  |                                |                                |
| Provision for gratuity (Refer Note 34)                | 18.43                          | 16.87                          |
| Provision for CSR                                     | -                              | -                              |
|   | <b>18.43</b>                   | 16.87                          |
|   | <b>106.38</b>                  | 89.99                          |
| <b>13 Deferred Tax Liability (Net)</b>                |                                |                                |
| Deferred Tax Liability                                | 823.91                         | 963.19                         |
| Deferred Tax Assets                                   | 76.87                          | 61.55                          |
| <b>Net Deferred Tax Liability</b>                     | <b>747.04</b>                  | 901.64                         |
| <b>Deferred Tax Assets</b>                            |                                |                                |
| Deductible temporary differences                      |                                |                                |
| Provision for doubtful debts and advances             | 4.81                           | 4.81                           |
| Provision for ECL                                     | 12.80                          | 24.65                          |
| Finance Lease   | 34.89                          | -                              |
| Defined benefit obligation                            | 22.71                          | 31.45                          |
| Others  | 1.66                           | 0.64                           |
|   | <b>76.87</b>                   | 61.55                          |
| <b>Deferred Tax Liability</b>                         |                                |                                |
| Taxable temporary differences                         |                                |                                |
| Property, plant and equipment and investment property | 787.33                         | 962.27                         |
| Right of Use  | 36.58                          |                                |
| Other financial liabilities                           | -                              | 0.93                           |
|   | <b>823.91</b>                  | 963.20                         |



## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

| <b>14 Other Liabilities</b>  | <b>As at 31.03.2020</b><br>₹ in lakhs | As at 31.03.2019<br>₹ in lakhs |
|--|---------------------------------------|--------------------------------|
| <b>Current</b>   |                                       |                                |
| Advances from customers  | <b>175.93</b>                         | 522.43                         |
| Other liabilities  | <b>32.71</b>                          | 44.11                          |
|  | <b>208.64</b>                         | 566.54                         |
| <b>15 Current tax assets and liabilities</b>   |                                       |                                |
| Current tax assets   |                                       |                                |
| Advance Tax (Gross)  | <b>7,560.46</b>                       | 6,931.30                       |
|  | <b>7,560.46</b>                       | 6,931.30                       |
| Current tax liabilities  |                                       |                                |
| Income tax payable (Gross)   | <b>7,253.68</b>                       | 6,763.68                       |
| Current tax assets/(liabilities)   | <b>306.78</b>                         | 167.62                         |
| <b>16. Revenue from Operations</b>   | <b>2019-2020</b><br>₹ in lakhs        | 2018-2019<br>₹ in lakhs        |
| <b>Sale of products</b>  |                                       |                                |
| Finished products  | <b>98,899.60</b>                      | 1,13,050.68                    |
| Traded products  | <b>1,375.79</b>                       | 13,881.89                      |
|  | <b>1,00,275.39</b>                    | 1,26,932.57                    |
| <b>Sale of goods includes excise duty collected from customers of ₹ Nil (Previous year Nil).</b> |                                       |                                |
| <b>17. Other Income</b>  |                                       |                                |
| Interest income  | <b>49.15</b>                          | 40.86                          |
| Dividend income - Long-term investments  | <b>0.06</b>                           | 0.08                           |
| Gain on Foreign Currency Transactions and Translation (net)                                      | <b>38.18</b>                          | -                              |
| Profit on sale of property, plant and equipment's (net)  | <b>0.79</b>                           | 1.48                           |
| Rent received  | <b>227.87</b>                         | 209.53                         |
| Miscellaneous income   | <b>43.52</b>                          | 20.18                          |
|  | <b>359.57</b>                         | 272.13                         |



## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

| 18. Cost of Materials Consumed                        | 2019-2020<br>₹ in lakhs                    | 2018-2019<br>₹ in lakhs         |  |                             |
|---|--|---------------------------------|--|-----------------------------|
| <b>Raw material consumed</b>                          |  |                                 |  |                             |
| Inventory at the beginning of the year                | 28,685.25                                  | 37,144.85                       |  |                             |
| Add : Purchases                                       | 69,934.39                                  | 84,927.71                       |  |                             |
|   | <b>98,619.64</b>                           | 1,22,072.56                     |  |                             |
| Less : Inventory at the end of the year               | 20,238.80                                  | 28,685.25                       |  |                             |
| Cost of raw material consumed                         | <b>78,380.84</b>                           | 93,387.31                       |  |                             |
| <b>Packing material consumed</b>                      |  |                                 |  |                             |
| Inventory at the beginning of the year                | 126.48                                     | 148.72                          |  |                             |
| Add : Purchases                                       | 2,492.16                                   | 2,398.86                        |  |                             |
|   | <b>2,618.64</b>                            | 2,547.58                        |  |                             |
| Less : Inventory at the end of the year               | 96.58                                      | 126.48                          |  |                             |
| Cost of packing material consumed                     | <b>2,522.06</b>                            | 2,421.10                        |  |                             |
| <b>Total material consumed</b>                        | <b>80,902.90</b>                           | 95,808.41                       |  |                             |
| <b>Details of raw material consumed</b>               |  |                                 |  |                             |
| Base Oil  | 64,244.21                                  | 82,096.92                       |  |                             |
| Others  | 14,136.63                                  | 11,290.39                       |  |                             |
|   | <b>78,380.84</b>                           | 93,387.31                       |  |                             |
| <b>Details of inventory</b>                           |  |                                 |  |                             |
| Base oil & Wax  | 20,238.80                                  | 28,685.25                       |  |                             |
| Packing material                                      | 96.58                                      | 126.48                          |  |                             |
|   | <b>20,335.38</b>                           | 28,811.73                       |  |                             |
| <b>Imported and indigenous raw materials consumed</b> |  |                                 |  |                             |
|   | % of total<br>consumption<br>31 March 2020 | ₹ In lakhs<br>31 March 2020     | % of total<br>consumption<br>31 March 2019 | ₹ In lakhs<br>31 March 2019 |
| Imported  | 80%  | 62,680.71                       | 86%  | 80,392.11                   |
| Indigenous  | 20%  | 15,700.13                       | 14%  | 12,995.20                   |
|   | <b>100%</b>                                | <b>78,380.84</b>                | <b>100%</b>                                | <b>93,387.31</b>            |
| <b>19. Purchase of Traded Goods</b>                   | <b>2019-2020<br/>₹ in lakhs</b>            | <b>2018-2019<br/>₹ in lakhs</b> |  |                             |
| Base oils   | -  | 11,230.23                       |  |                             |
| Waxes & Others  | 736.63                                     | 2,103.78                        |  |                             |
|   | <b>736.63</b>                              | 13,334.01                       |  |                             |



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>20. (Increase) / Decrease in Inventories</b>              | <b>2019-2020</b><br>₹ in lakhs | 2018-2019<br>₹ in lakhs |
|--|--------------------------------|-------------------------|
| <b>Inventories at the end of the year</b>                    |                                |                         |
| Finished Goods   | <b>1,060.16</b>                | 1,545.53                |
| Traded Goods   | <b>3,997.30</b>                | 8,002.35                |
|  | <b>5,057.46</b>                | 9,547.88                |
| <b>Inventories at the beginning of the year</b>              |                                |                         |
| Finished Goods   | <b>1,545.53</b>                | 624.17                  |
| Traded Goods   | <b>8,002.35</b>                | 6,585.34                |
|  | <b>9,547.88</b>                | 7,209.51                |
|  | <b>4,490.42</b>                | (2,338.37)              |
| <b>21. Employee Benefits Expense</b>                         |                                |                         |
| Salaries, Wages and Bonus                                    | <b>853.90</b>                  | 823.43                  |
| Contribution to employees' provident and other funds         | <b>35.56</b>                   | 30.17                   |
| Gratuity expense   | <b>22.91</b>                   | 18.47                   |
| Staff Welfare Expenses                                       | <b>83.15</b>                   | 15.61                   |
|  | <b>995.52</b>                  | 887.68                  |
| <b>22. Finance costs</b>                                     |                                |                         |
| Interest   | <b>1,530.72</b>                | 2,074.83                |
| Bank charges   | <b>213.55</b>                  | 442.04                  |
|  | <b>1,744.27</b>                | 2,516.87                |
| <b>23. Depreciation / Amortisation (Refer Note 3 and 4 )</b> |                                |                         |
| Depreciation on property, plant and equipment                | <b>654.57</b>                  | 574.26                  |
| Depreciation on investment property                          | <b>18.11</b>                   | 18.11                   |
| Amortisation of lease assets                                 | <b>52.56</b>                   | -                       |
|  | <b>725.24</b>                  | 592.37                  |



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>24. Other Expenses</b>                      | <b>2019-2020</b><br>₹ in lakhs | 2018-2019<br>₹ in lakhs |
|--|--------------------------------|-------------------------|
| Power and fuel                                 | <b>157.83</b>                  | 111.74                  |
| Water charges                                  | <b>13.05</b>                   | 15.00                   |
| Repairs and maintenance :                      |                                |                         |
| Buildings                                      | <b>57.56</b>                   | 52.63                   |
| Machinery                                      | <b>191.57</b>                  | 113.29                  |
| Others   | <b>59.07</b>                   | 64.63                   |
| Insurance                                      | <b>189.00</b>                  | 190.59                  |
| Rent   | <b>108.22</b>                  | 193.66                  |
| Rates and taxes                                | <b>39.33</b>                   | 26.27                   |
| Communication costs                            | <b>46.22</b>                   | 44.96                   |
| Legal and professional fees                    | <b>234.14</b>                  | 251.99                  |
| Payment to auditor (Refer details below)       | <b>20.76</b>                   | 20.69                   |
| Director sitting fees                          | <b>6.30</b>                    | 6.65                    |
| Clearing and forwarding expenses               | <b>3,335.44</b>                | 3,481.19                |
| Freight outwards                               | <b>1,570.37</b>                | 1,983.45                |
| Travelling and conveyance                      | <b>271.53</b>                  | 374.48                  |
| Advertising and sales promotion                | <b>136.58</b>                  | 172.29                  |
| Brokerage and commission                       | <b>380.53</b>                  | 363.71                  |
| Security charges                               | <b>52.01</b>                   | 49.66                   |
| Bad debts and sundry balances written off      | <b>374.98</b>                  | 34.48                   |
| CSR expense and donation (Refer note 25 )      | <b>30.46</b>                   | 37.49                   |
| Premium on forward exchange contract amortized | <b>237.74</b>                  | 205.80                  |
| Exchange loss (net)                            | -                              | 1,029.02                |
| Miscellaneous expenses                         | <b>312.84</b>                  | 425.84                  |
|  | <b>7,825.53</b>                | 9,249.51                |
| <b>Payment to auditor (excluding GST)</b>      |                                |                         |
| <b>As auditor:</b>                             |                                |                         |
| Statutory audit and limited review fees        | <b>19.01</b>                   | 18.94                   |
| Tax audit fees                                 | <b>1.75</b>                    | 1.75                    |
|  | <b>20.76</b>                   | 20.69                   |

**25.** The Company has spent ₹ 27.30 lakhs (Previous year ₹ 32.90 lakhs) towards Corporate Social Responsibility expenditure (including capital expenditure ₹ Nil, Previous year ₹ Nil) and debited the same to the Statement of Profit and Loss as against ₹ 135.30 lakhs (Previous year ₹ 117.97 lakhs) computed as per the provisions of section 135(5) of the Companies Act, 2013.





**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

|   | <b>31 March 2020</b><br>₹ In lakhs | 31 March 2019<br>₹ In lakhs |
|---|------------------------------------|-----------------------------|
| Amount to be spent during the year  | <b>135.30</b>                      | 117.97                      |
| Amount spent during the year  | <b>27.30</b>                       | 32.90                       |
| <b>26. Expenses on Scientific Research</b>  |                                    |                             |
| The Company has incurred total expenditure of ₹ 35.14 lakhs (previous year ₹ 33.01 lakhs) on account of Research & Development expenses the break up of which is as follows : |                                    |                             |
| (a) Revenue Expenditure   |                                    |                             |
| Employment Cost   | <b>33.86</b>                       | 32.35                       |
| Laboratory Charges  | <b>1.28</b>                        | 0.66                        |
| <b>TOTAL</b>  | <b>35.14</b>                       | 33.01                       |
| (b) The Gross Block of Property, Plant and Equipment in Note 3 includes the following assets purchased for Research & Development:  |                                    |                             |
| Furniture & Fixture   | <b>4.08</b>                        | 4.08                        |
| Laboratory Equipment  | <b>93.24</b>                       | 93.24                       |
| Computer & Accessories  | <b>0.55</b>                        | 0.55                        |
| Air Conditioner   | <b>1.13</b>                        | 1.13                        |
|   | <b>99.00</b>                       | 99.00                       |
| <b>27. Value of imports calculated on CIF basis (accrual)</b>   |                                    |                             |
| Raw materials (Includes Goods in transit)   | <b>38,872.57</b>                   | 62,785.53                   |
| Traded goods  | <b>425.76</b>                      | 1,208.16                    |
|   | <b>39,298.33</b>                   | 63,993.69                   |
| <b>28. Expenditure in foreign currency</b>  |                                    |                             |
| Brokerage & Commission  | <b>38.04</b>                       | 81.66                       |
| Bank Interest   | <b>559.30</b>                      | 495.68                      |
| Bank Charges  | <b>22.98</b>                       | 19.63                       |
| Travelling Expenses   | <b>22.74</b>                       | 49.10                       |
| Others  | <b>8.02</b>                        | 2.12                        |
|   | <b>651.08</b>                      | 648.19                      |
| <b>29. Earnings in foreign exchange</b>   |                                    |                             |
| Exports at F.O.B Value  | <b>28,317.47</b>                   | 36,403.13                   |
|   | <b>28,317.47</b>                   | 36,403.13                   |



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

| <b>30. Contingent Liabilities</b>  | <b>31 March 2020</b><br>₹ In lakhs | 31 March 2019<br>₹ In lakhs |
|--|------------------------------------|-----------------------------|
| i) Custom Matter disputed The Hon'ble High Court of Judicature, Mumbai                                     | <b>126.70</b>                      | 126.70                      |
| ii) Excise Matter disputed Central Excise, Customs and Sales Tax and Commissioner (Appeals) Daman & Surat. | <b>40.47</b>                       | 40.47                       |
| iii) Excise Matter disputed Central Excise, Customs and Sales Tax and Hon'ble CESTAT, Ahmedabad.           | <b>27.97</b>                       | 27.97                       |
| iv) Bank Guarantees  | <b>5,058.54</b>                    | 6,043.78                    |
| v) Corporate Guarantees  | <b>6,784.73</b>                    | 6,225.42                    |
|  | <b>12,038.41</b>                   | 12,464.34                   |

The management does not expect these claims to succeed. Accordingly no provision for contingent liability has been recognised in the financial statements.

**31. Capital and other commitments**

|  |              |       |
|--|--------------|-------|
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | <b>11.23</b> | 32.49 |
|--|--------------|-------|

**32. Details of dues to micro and small enterprises as defined under the MSMED Act 2006 \***

|  | <b>31 March 2020</b> | 31 March 2019 |
|--|----------------------|---------------|
| a. The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year  |                      |               |
| - Principal amount due to micro and small enterprises  | -                    | -             |
| - Interest due on above  | -                    | -             |
| b. The amount of interest paid by the buyer in terms of section 16 of the Micro and Small enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.   | -                    | -             |
| c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro and Small Enterprise Development Act, 2006.  | -                    | -             |
| d. The amount of interest accrued and remaining unpaid at the end of each accounting year;   | -                    | -             |
| e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro and Small Enterprises Development Act, 2006. | -                    | -             |



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

\*The company has initiated the process of identification of suppliers registered under Micro and Small Enterprise Development Act, 2006, by obtaining confirmations from all suppliers. Information has been collated only to the extent of information received as at the balance sheet date.

**33. Details of loans given, investments made and guarantee given covered u/s 186 (4) of the Companies Act, 2013**

| Name of the company  | Balance as at   |            |
|--|-----------------|------------|
|  | 31-Mar-20       | 31-Mar-19  |
|  | ₹ In lakhs      | ₹ In lakhs |
| Panol Industries RMC FZE, UAE (Bank Guarantee US \$ 65 lakhs PY US \$ 85 lakhs)      | <b>4,900.08</b> | 5,879.56   |
| Panol Industries RMC FZE, UAE (Corporate Guarantee US \$ 90 lakhs PY US \$ 90 lakhs) | <b>6,784.73</b> | 6,225.42   |

**34. Employee Benefits:**

- i) Defined Contribution Plan:  
Company's contribution to Provident Fund ₹ 31.80 lakhs (Previous year ₹ 26.14 lakhs).

The company also contributes to the following:

- Employee State Insurance Contribution Fund : ₹ 3.76 lakhs (Previous year ₹ 3.98 lakhs)

- ii) Defined Benefit Plan:  
The following table sets out the funded status of the Gratuity Plan and the amounts recognised in the Company's financial statements:

|  | As at<br>31 March 2020<br>₹ In lakhs | As at<br>31 March 2019<br>₹ In lakhs |
|--|--------------------------------------|--------------------------------------|
| <b>(a) Change in the obligation benefits:</b>  |                                      |                                      |
| Projected benefit obligation at the beginning of the year                            | <b>171.39</b>                        | 145.79                               |
| Service Cost   | <b>16.88</b>                         | 13.67                                |
| Interest cost  | <b>10.97</b>                         | 9.43                                 |
| Actuarial (Gains) / Losses on Obligations - Due to Change in Financial Assumptions   | <b>10.69</b>                         | 1.67                                 |
| Actuarial (Gains) / Losses on Obligations - Due to Change in Demographic Assumptions | <b>(0.14)</b>                        | (4.47)                               |
| Actuarial (Gains) / Losses on Obligations - Due to Experience                        | <b>(12.70)</b>                       | 14.69                                |
| Past Service Cost  | -                                    | -                                    |
| Benefits paid  | <b>(4.55)</b>                        | (9.39)                               |
| Projected benefit obligation at the end of the year                                  | <b>192.54</b>                        | 171.39                               |



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

|  | As at<br>31 March 2020<br>₹ In lakhs | As at<br>31 March 2019<br>₹ In lakhs |
|--|--------------------------------------|--------------------------------------|
| <b>(b) Change in the plan assets:</b>  |                                      |                                      |
| Fair value of the plan assets at the beginning of the year                     | 81.40                                | 75.29                                |
| Expected return on plan assets   | 4.76                                 | 6.11                                 |
| Employer's contribution  | -                                    | -                                    |
| Benefits paid  | -                                    | -                                    |
| Return on plan assets, excluding interest income                               | -                                    | -                                    |
| Fair value of the plan assets at the end of the year                           | <u>86.16</u>                         | <u>81.40</u>                         |
| Funded status [Surplus / (Deficit)]  | <u>(106.38)</u>                      | <u>(89.99)</u>                       |
| <b>(c) Net Gratuity and other cost:</b>  |                                      |                                      |
| Service cost   | 16.88                                | 13.67                                |
| Past service cost and loss/(gain) on curtailments                              | -                                    | -                                    |
| Interest on defined benefit obligation   | 6.03                                 | 4.80                                 |
| Interest income  | -                                    | -                                    |
| Net gratuity cost  | <u>22.91</u>                         | <u>18.47</u>                         |
| <b>(d) Amounts recognised in the statement of other comprehensive income:</b>  |                                      |                                      |
| Actuarial gain/(loss)  | (2.14)                               | 11.90                                |
| Return on plan assets, excluding interest income                               | 0.16                                 | (1.47)                               |
| Net income / (expense) for the period recognised in other comprehensive income | -                                    | -                                    |
|  | <u>(1.98)</u>                        | <u>10.43</u>                         |
| <b>(e) Category of Assets:</b>   |                                      |                                      |
| Policy of Insurance  | 100%                                 | 100%                                 |
|  | <u>100%</u>                          | <u>100%</u>                          |
| <b>(f) Assumptions used in accounting for the Gratuity Plan:</b>               |                                      |                                      |
|  | %                                    | %                                    |
| Discount rate  | 6.55%                                | 7.40%                                |
| Expected rate of return on plan assets   | 6.55%                                | 7.40%                                |
| Age of Retirement  | 60                                   | 60                                   |
| Annual increase in salary cost   | <u>6.00%</u>                         | <u>6.00%</u>                         |
| <b>(g) Sensitivity Analysis :</b>  |                                      |                                      |
| <b><u>Discount rate Sensitivity</u></b>  |                                      |                                      |
| Increase by 0.5%   | 186.10                               | 165.94                               |
| % Change   | -3.35%                               | -3.17%                               |
| Decrease by 0.5%   | 199.47                               | 177.21                               |
| % Change   | 3.60%                                | 3.40%                                |



CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

|                                       | As at<br>31 March 2020<br>₹ In lakhs | As at<br>31 March 2019<br>₹ In lakhs |
|---------------------------------------|--------------------------------------|--------------------------------------|
| <b>Salary growth rate Sensitivity</b> |                                      |                                      |
| Increase by 0.5%                      | <b>197.07</b>                        | 175.86                               |
| % Change                              | <b>2.35%</b>                         | 2.61%                                |
| Decrease by 0.5%                      | <b>188.00</b>                        | 167.50                               |
| % Change                              | <b>-2.36%</b>                        | -2.26%                               |
| <b>Withdrawal rate Sensitivity</b>    |                                      |                                      |
| Withdrawal rate X 110%                | <b>193.17</b>                        | 172.30                               |
| % Change                              | <b>0.33%</b>                         | 0.53%                                |
| Withdrawal rate X 90%                 | <b>191.90</b>                        | 170.36                               |
| % Change                              | <b>-0.33%</b>                        | -0.59%                               |

**35. Segment Information**

**A. Factors used to identify the entity's reportable segments, including the basis of organisation**

For management purposes, as the Company is in the business of manufacturing and trading of specialty petroleum products, the Company has considered petroleum products as the only business segment for disclosure in this context of Indian Accounting Standard 108.

The Managing Director (MD) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segment. The MD reviews revenue and gross profit as the performance indicator for the operating segment. However, the Company's finance (including finance cost and finance income) and income taxes are managed on a company as a whole basis and are not allocated to any segment.

**Geographical segment of the organisation**

For the purpose of geographical segment the sales are divided into two segments - within India and outside India. The accounting policies of the segments are the same as those described in Note 2(O).

**B. Information about reportable segment**

The following table shows the distribution of the Company's reportable segment by geographical market, regardless of where the goods were produced:

| Particulars  | 2019-2020        |                  |                    | 2018-2019       |                  |             |
|--|------------------|------------------|--------------------|-----------------|------------------|-------------|
|  | Within<br>India  | Outside<br>India | Total              | Within<br>India | Outside<br>India | Total       |
| ₹ in lakhs   |                  |                  |                    |                 |                  |             |
| <b>Revenue</b>   |                  |                  |                    |                 |                  |             |
| Sales to external customers                                      | <b>51,998.12</b> | <b>48,277.27</b> | <b>1,00,275.39</b> | 70,331.80       | 56,600.77        | 1,26,932.57 |
| <b>Other segment information</b>                                 |                  |                  |                    |                 |                  |             |
| Segment Assets   | <b>56,413.83</b> | <b>19,277.04</b> | <b>75,690.87</b>   | 70,419.09       | 21,500.98        | 91,920.07   |
| <b>Capital Expenditure:</b>                                      |                  |                  |                    |                 |                  |             |
| Additions to tangible & intangible fixed assets (Including CWIP) | <b>794.62</b>    | <b>1,420.68</b>  | <b>2,215.30</b>    | 2,279.50        | 593.69           | 2,873.19    |



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**36. Details of related party transactions in accordance with Ind AS 24 'Related Party Disclosures'**

**(a) Names of related parties with whom transactions have taken place during the year**

**Key Management Personnel**

Amirali E Rayani  
Amin A Rayani  
Samir Rayani  
Hussein Rayani

**Relatives of key management personnel**

Akbarali Rayani (Brother of Mr. Amirali E Rayani)  
Vazirali Rayani (Brother of Mr. Amirali E Rayani)  
Salimali Rayani (Brother of Mr. Amirali E Rayani)  
Arif Rayani (Brother of Mr. Amin Rayani)  
Nilima Kheraj (Sister of Mr. Samir Rayani)  
Munira Rayani (Wife of Mr. Hussein Rayani)

**Subsidiary (Wholly owned)**

Panol Industries RMC FZE, UAE

**(b) Transactions with Related Parties**

**Transaction with Key Managerial Personnel and relatives of Key Managerial Personnel**

|  | <b>2019-2020</b><br>₹ In lakhs | 2018-2019<br>₹ In lakhs |
|--|--------------------------------|-------------------------|
| <b>Remuneration paid to Key Managerial Personnel</b>             |                                |                         |
| Amirali E Rayani   | <b>36.00</b>                   | 36.00                   |
| Amin A Rayani  | <b>34.20</b>                   | 34.20                   |
| Samir Rayani   | <b>33.00</b>                   | 33.00                   |
| Hussein Rayani   | <b>33.00</b>                   | 33.00                   |
| <b>Remuneration paid to Relative of Key Managerial Personnel</b> |                                |                         |
| Akbarali Rayani  | <b>5.40</b>                    | 5.40                    |
| Vazirali Rayani  | <b>5.40</b>                    | 5.40                    |
| Salimali Rayani  | <b>5.40</b>                    | 5.40                    |
| Arif Rayani  | <b>12.00</b>                   | 12.00                   |
| Nilima Kheraj  | <b>5.40</b>                    | 5.40                    |
| Munira Rayani  | <b>5.40</b>                    | 5.40                    |
| <b>Payment of Rent</b>   |                                |                         |
| <b>Rent paid to Key Managerial Personnel</b>                     |                                |                         |
| Amin A Rayani  | <b>5.46</b>                    | 5.46                    |
| Samir Rayani   | <b>6.66</b>                    | 6.66                    |
| <b>Rent paid to Relative of Key Managerial Personnel</b>         |                                |                         |
| Arif Rayani  | <b>3.10</b>                    | 3.10                    |



## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## 37. Leases

## Operating Lease: company as lessee

The Company has entered into arrangements for taking on lease and license basis certain office premises and warehouses. The specified disclosure in respect of these agreements is given below :

|   | 31 March 2020 | 31 March 2019 |
|---|---------------|---------------|
| Lease payments recognized in the profit and loss statement for the year | -             | 68.01         |

Notes:

- (i) There is no escalation clause in the lease agreement
- (ii) There are no restrictions imposed by lease arrangements
- (iii) There are no subleases

## 38. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations :

|   | 31 March 2020        | 31 March 2019 |
|---|----------------------|---------------|
| Profit after tax attributable to equity shareholders              | <b>2,877.75</b>      | 5,188.37      |
| <b>Net profit for calculation of basic and diluted EPS</b>        | <b>2,877.75</b>      | 5,188.37      |
|   | <b>No. of shares</b> | No. of shares |
| Weighted average number of equity shares in calculating basic EPS | <b>6,04,93,598</b>   | 6,04,93,598   |
| Basic Earnings per share  | <b>4.76</b>          | 8.58          |
| Diluted Earnings per share  | <b>4.76</b>          | 8.58          |

## 39. Tax expense

## (a) Amounts recognised in the statement of profit and loss

|  | Year ended<br>31.03.2020<br>₹ In lakhs | Year ended<br>31.03.2019<br>₹ In lakhs |
|--|--|--|
| Current tax expense  |  |  |
| Current year   | <b>490.00</b>                          | 1,873.00                               |
| Changes in estimates relating to prior years               | -                                      | (64.18)                                |
|  | <b>490.00</b>                          | 1,808.82                               |
| Deferred tax expense                                       |  |  |
| Origination and reversal of temporary differences          | <b>(153.30)</b>                        | 157.03                                 |
| Change in tax rate   | -                                      | -                                      |
|  | <b>(153.30)</b>                        | 157.03                                 |
| Tax expense recognised in the statement of profit and loss | <b>336.70</b>                          | 1,965.85                               |



## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## (b) Amounts recognised in other comprehensive income

|  | 2019-2020     |                              |               | 2018-2019     |                              |               |
|--|---------------|------------------------------|---------------|---------------|------------------------------|---------------|
|  | Before Tax    | Tax<br>(expense)/<br>benefit | Net of Tax    | Before Tax    | Tax<br>(expense)/<br>benefit | Net of Tax    |
| Items that will not be reclassified to profit or loss: |               |                              |               |               |                              |               |
| a) Re-measurements of the defined benefit plans        | 1.98          | (0.40)                       | 1.58          | (10.43)       | 3.64                         | (6.79)        |
| b) Equity instruments through Other                    |               |                              |               |               |                              |               |
| Comprehensive Income                                   | (6.78)        | 1.71                         | (5.07)        | 2.65          | (0.93)                       | 1.72          |
| <b>Total</b>   | <b>(4.80)</b> | <b>1.31</b>                  | <b>(3.49)</b> | <b>(7.78)</b> | <b>2.72</b>                  | <b>(5.06)</b> |

## (c) Reconciliation of effective tax rate

|   | Year ended<br>31.03.2020<br>₹ In lakhs | Year ended<br>31.03.2019<br>₹ In lakhs |
|---|--|--|
| Profit before tax*  | 2,159.30                               | 5,766.39                               |
| Statutory income tax rate   | 25.168                                 | 34.944                                 |
| Tax using the Company's domestic tax rate                             | 543.45                                 | 2,015.01                               |
| Increase due to change in tax rate                                    | -                                      | -                                      |
| <b>Tax effect of:</b>   |  |  |
| Non-deductible tax expenses / disallowances under Income Tax Act      | 7.67                                   | 13.10                                  |
| Tax-exempt income and deductions under Chapter VI A of Income Tax Act | (3.95)                                 | (5.49)                                 |
| Tax benefit u/s 35 (2AB) of Income Tax Act                            | -                                      | (5.78)                                 |
| Temporary difference recognised in deferred taxes                     | (60.37)                                | (142.61)                               |
| Tax payable at special rates  | -                                      | -                                      |
| Others  | 0.03                                   | (1.23)                                 |
| Amounts recognised in other comprehensive income                      | 3.17                                   | -                                      |
|   | <b>490.00</b>                          | <b>1,873.00</b>                        |

\* Profit before tax consider for Holding Company for reconciliation of effective tax, subsidiary Company situated at Tax heaven at UAE





## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

## (d) Movement in deferred tax balances

| Particulars   | ₹ In lakhs              |                                    |                      |                             |                       |                           |
|---|-------------------------|------------------------------------|----------------------|-----------------------------|-----------------------|---------------------------|
|   | Net balance<br>1.4.2019 | Recognised<br>in profit or<br>loss | Recognised<br>in OCI | Net<br>balance<br>31.3.2020 | Deferred<br>tax asset | Deferred<br>tax liability |
| Property, plant and equipment and intangible assets | 962.27                  | (174.94)                           | -                    | 787.33                      | -                     | 787.33                    |
| Investment  | 0.93                    | -                                  | 0.78                 | 0.78                        | 0.78                  | -                         |
| Employee Retirement Benefits                        | 31.45                   | (8.34)                             | (0.40)               | 22.71                       | 22.71                 | -                         |
| Provision for doubtful debts and advances           | 4.81                    | -                                  | -                    | 4.81                        | 4.81                  | -                         |
| Provision for ECL                                   | 24.65                   | (11.85)                            | -                    | 12.80                       | 12.80                 | -                         |
| Prepaid expenses                                    | 0.64                    | 0.24                               | -                    | 0.88                        | 0.88                  | -                         |
| Deffer tax on lease                                 | -                       | 34.89                              | -                    | 34.89                       | 34.89                 | -                         |
| Deffer tax on ROU                                   | -                       | 36.58                              | -                    | 36.58                       | -                     | 36.58                     |
| <b>Tax assets / (liabilities)</b>                   | <b>1,024.75</b>         | <b>(123.42)</b>                    | <b>0.38</b>          | <b>900.78</b>               | <b>76.87</b>          | <b>823.91</b>             |

| Particulars   | ₹ In lakhs              |                                    |                      |                             |                       |                           |
|---|-------------------------|------------------------------------|----------------------|-----------------------------|-----------------------|---------------------------|
|   | Net balance<br>1.4.2018 | Recognised<br>in profit or<br>loss | Recognised<br>in OCI | Net<br>balance<br>31.3.2019 | Deferred<br>tax asset | Deferred<br>tax liability |
| Property, plant and equipment and intangible assets | 792.00                  | 170.27                             | -                    | 962.27                      | -                     | 962.27                    |
| Investment  | -                       | -                                  | 0.93                 | 0.93                        | -                     | 0.93                      |
| Employee Retirement Benefits                        | 21.38                   | 6.43                               | 3.64                 | 31.45                       | 31.45                 | -                         |
| Provision for doubtful debts and advances           | 4.81                    | -                                  | -                    | 4.81                        | 4.81                  | -                         |
| Provision for ECL                                   | 18.28                   | 6.37                               | -                    | 24.65                       | 24.65                 | -                         |
| Prepaid expenses                                    | 0.19                    | 0.45                               | -                    | 0.64                        | 0.64                  | -                         |
| <b>Tax assets / (liabilities)</b>                   | <b>836.66</b>           | <b>183.52</b>                      | <b>4.57</b>          | <b>1,024.75</b>             | <b>61.55</b>          | <b>963.20</b>             |

## 40. Financial Instruments : Accounting classifications and fair value measurements

## (i) Accounting classifications

The fair values of the financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

The following methods and assumptions were used to estimate the fair values:

The carrying amounts of trade receivables, cash and cash equivalents, bank balances, short term deposits, trade payables, payables for acquisition of property, plant and equipment, short term loans from banks, financial institutions and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

**(ii) Fair value measurements**

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table presents carrying value and fair value of financial instruments by categories and also fair value hierarchy of assets and liabilities measured at fair value :

| As at 31 <sup>st</sup> March, 2020     | Carrying Value   | Classification |             |                  |
|--|------------------|----------------|-------------|------------------|
|  |                  | FVTPL          | FVTOCI      | Amortised Cost   |
|  |                  |                |             | ₹ In lakhs       |
| <b>Financial assets</b>                |                  |                |             |                  |
| Investments                            |                  |                |             |                  |
| Investment in equity shares (unquoted) | 1.17             | 1.17           | -           | -                |
| Investment in equity shares (quoted)   | 5.89             | -              | 5.89        | -                |
| Others non current financial assets    | 70.22            | 35.08          | -           | 35.14            |
| Trade receivables                      | 25,106.47        | -              | -           | 25,106.47        |
| <b>Loans and advances</b>              |                  |                |             |                  |
| Loans to employees                     | 45.40            | 45.40          | -           | -                |
| Others                                 | 0.72             | -              | -           | 0.72             |
| <b>Other financial assets</b>          |                  |                |             |                  |
| Derivative instruments                 | 256.62           | 256.62         | -           | -                |
| Others                                 | 168.84           | 162.27         | -           | 6.57             |
| Cash and cash equivalents              | 3,045.30         | -              | -           | 3,045.30         |
| Bank balances                          | 1,043.14         | -              | -           | 1,043.14         |
|  | <b>29,743.77</b> | <b>500.54</b>  | <b>5.89</b> | <b>29,237.34</b> |
| <b>Financial liabilities</b>           |                  |                |             |                  |
| <b>Borrowings</b>                      |                  |                |             |                  |
| Short term loans from banks            | 4,969.17         | -              | -           | 4,969.17         |
| Trade payables and acceptances         | 25,718.69        | -              | -           | 25,718.69        |
| Other financial liabilities            | 541.15           | 150.26         | -           | 390.89           |
| Derivative instruments                 | -                | -              | -           | -                |
|  | <b>31,229.01</b> | <b>150.26</b>  | <b>-</b>    | <b>31,078.75</b> |



## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

₹ In lakhs

As at 31<sup>st</sup> March, 2019

|  | Carrying Value   | Classification |              |                  |
|--|------------------|----------------|--------------|------------------|
|  |                  | FVTPL          | FVTOCI       | Amortised Cost   |
| <b>Financial assets</b>                |                  |                |              |                  |
| Investments                            |                  |                |              |                  |
| Investment in equity shares (unquoted) | 1.17             | 1.17           | -            | -                |
| Investment in equity shares (quoted)   | 12.67            | -              | 12.67        | -                |
| Others non current financial assets    | 49.52            | 33.95          | -            | 15.57            |
| Trade receivables                      | 31,389.97        | -              | -            | 31,389.97        |
| <b>Loans and advances</b>              |                  |                |              |                  |
| Loans to employees                     | 46.37            | 46.37          | -            | -                |
| Others                                 | 63.36            | -              | -            | 63.36            |
| <b>Other financial assets</b>          |                  |                |              |                  |
| Derivative instruments                 | -                | -              | -            | -                |
| Others                                 | 245.85           | 229.20         | -            | 16.65            |
| Cash and cash equivalents              | 724.58           | -              | -            | 724.58           |
| Bank balances                          | 846.33           | -              | -            | 846.33           |
|  | <b>33,379.82</b> | <b>310.69</b>  | <b>12.67</b> | <b>33,056.46</b> |
| <b>Financial liabilities</b>           |                  |                |              |                  |
| Borrowings                             |                  |                |              |                  |
| Short term loans from banks            | 15,989.52        | -              | -            | 15,989.52        |
| Trade payables and acceptances         | 31,520.10        | -              | -            | 31,520.10        |
| Other financial liabilities            | 1,475.43         | 150.23         | -            | 1,325.20         |
| Derivative instruments                 | 174.13           | 174.13         | -            | -                |
|  | <b>49,159.18</b> | <b>324.36</b>  | <b>-</b>     | <b>48,834.82</b> |

₹ In lakhs

|  | As at 31 <sup>st</sup> March, 2020 |         |         | As at 31 <sup>st</sup> March, 2019 |         |         |
|--|------------------------------------|---------|---------|------------------------------------|---------|---------|
|  | Fair Value                         |         |         | Fair Value                         |         |         |
|  | Level 1                            | Level 2 | Level 3 | Level 1                            | Level 2 | Level 3 |
| <b>Financial assets</b>                |                                    |         |         |                                    |         |         |
| Investments                            |                                    |         |         |                                    |         |         |
| Investment in equity shares (unquoted) | -                                  | -       | 1.17    | -                                  | -       | 1.17    |
| Investment in equity shares (quoted)   | 5.89                               | -       | -       | 12.67                              | -       | -       |
| Others non current financial assets    | -                                  | -       | 35.08   | -                                  | -       | 33.95   |



## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

₹ In lakhs

|                                | As at 31 <sup>st</sup> March, 2020<br>Fair Value |               |               | As at 31 <sup>st</sup> March, 2019<br>Fair Value |         |         |
|--------------------------------|--|---------------|---------------|--|---------|---------|
|                                | Level 1  | Level 2       | Level 3       | Level 1  | Level 2 | Level 3 |
| Loans and advances             |  |               |               |  |         |         |
| Loans to employees             | -  | -             | 45.40         | -  | -       | 46.37   |
| Other financial assets         | -  | -             | 162.27        | -  | -       | 229.20  |
| Derivative instruments         | -  | 256.62        | -             | -  | -       | -       |
|                                | <b>5.89</b>                                      | <b>256.62</b> | <b>243.92</b> | 12.67  | -       | 310.69  |
| <b>Financial liabilities</b>   |  |               |               |  |         |         |
| Borrowings                     | -  | -             | -             | -  | -       | -       |
| Short term loans from banks    | -  | -             | -             | -  | -       | -       |
| Trade payables and acceptances |  |               |               |  |         |         |
| Other financial liabilities    | -  | -             | -             | -  | -       | -       |
| Derivative instruments         | -  | -             | -             | -  | 174.13  | -       |
| Others                         | -  | -             | 150.26        | -  | -       | 150.23  |
|                                | -  | -             | <b>150.26</b> | -  | 174.13  | 150.23  |

**(iii) Description of significant observable inputs to valuation:**

The following table shows the valuation techniques used to determine fair value :

| Type                                    | Valuation technique  |
|---|--|
| Investments in equity shares (unquoted) | Book value   |
| Investments in equity shares (quoted)   | Fair Value   |
| Loan to employees                       | Based on prevailing market interest rate                         |
| Derivative instruments                  | Fair valued based on prevailing market rate at each closing date |
| Short term loans from banks             | Based on quotes from banks and financial institutions            |

**41. Financial risk management****Risk management framework**

The Company has identified financial risks and categorised them in three parts viz. (i) Credit Risk, (ii) Liquidity Risk and (iii) Market Risk. Details regarding sources of risk in each such category and how Company manages the risk is explained in following notes:

**(i) Credit risk**

Credit risk refers to the possibility of a customer and other counterparties not meeting their obligations and terms and conditions which would result into financial losses. Such risk arises mainly from trade receivables and investments. Credit risk is managed through internal credit control mechanism such as credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

represents its estimate of incurred losses in respect of trade and other receivables and investments. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

**Trade receivables**

As per the credit policy of the Company, generally no credit are given exceeding the accepted credit norms. The Company deals with large corporate houses and State Electricity Boards after considering their credit standing. The credit policy with respect to other customers is strictly monitored by the Company at periodic intervals. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers. In addition, for amounts recoverable on exports, the Company has adequate insurance to mitigate overseas customer and country risk.

The Company uses an allowance matrix to measure the expected credit losses of trade receivables (which are considered good). The following table provides information about the exposure to credit risk and loss allowance (including expected credit loss provision) for trade receivables:

₹ In lakhs

**Ageing**

**As at 31<sup>st</sup> March, 2020**

|                             | <b>Gross Carrying Amount</b> | <b>Expected Credit Loss Rate</b> | <b>Credit Loss</b> | <b>Net Carrying Amount</b> |
|-----------------------------|------------------------------|----------------------------------|--------------------|----------------------------|
| 0-180 days past due         | 251.91                       | 5.09%                            | 12.82              | 239.09                     |
| 180-365 days past due       | 23.20                        | 10.31%                           | 2.39               | 20.81                      |
| More than 365 days past due | 276.60                       | 12.89%                           | 35.65              | 240.94                     |
|                             | <b>551.70</b>                | <b>9.22%</b>                     | <b>50.87</b>       | <b>500.83</b>              |

**Ageing**

**As at 31<sup>st</sup> March, 2019**

|                             | <b>Gross Carrying Amount</b> | <b>Expected Credit Loss Rate</b> | <b>Credit Loss</b> | <b>Net Carrying Amount</b> |
|-----------------------------|------------------------------|----------------------------------|--------------------|----------------------------|
| 0-180 days past due         | 192.35                       | 5.09%                            | 9.79               | 182.56                     |
| 180-365 days past due       | 164.50                       | 10.31%                           | 16.96              | 147.54                     |
| More than 365 days past due | 339.72                       | 12.89%                           | 43.79              | 295.93                     |
|                             | <b>696.57</b>                | <b>10.13%</b>                    | <b>70.54</b>       | <b>626.03</b>              |

Note - Expected credit loss is worked out on the trade receivable for which no specific provision is made.

**Cash and cash equivalents**

The Company held cash and cash equivalents of ₹ 3045.30 lakhs at be 31.03.2020 (31.3.2019: ₹ 724.58 lakhs). The cash and cash equivalents are held with banks with good credit ratings. Also, the Company invests its surplus funds in bank fixed deposits, which carry no / low mark to market risks for short duration and therefore, does not expose the Company to credit risk.

**Investments**

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counterparties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.



**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**Derivatives**

The forward contracts were entered into with banks having an investment grade rating and exposure to counterparties is closely monitored and kept within the approved limits.

**(ii) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations on due date. The Company has a strong focus on effective management of its liquidity to ensure that all business and financial commitments are met on time. This is ensured through proper financial planning with detailed annual business plans, discussed at appropriate levels within the organisation. Annual business plans are divided into quarterly plans and put up to management for detailed discussion and an analysis of the nature and quality of the assumptions, parameters etc. Daily and monthly cash flows are prepared, followed and monitored at senior levels to prevent undue loss of interest and utilise cash in an effective manner. Cash management services are availed to avoid any loss of interest on collections. In addition, the Company has adequate borrowing limits with reputed banks in place duly approved.

**a) Financing arrangements**

The Company has an adequate fund and non-fund based limits lines with various banks. The Company's diversified source of funds and strong operating cash flow enables it to maintain requisite capital structure discipline. The financing products include working capital loans, buyer's credit loan, supplier's credit loan etc.

**b) Maturities of financial liabilities**

The amounts disclosed in the table are the contractual undiscounted cash flows within one year

|   | <b>As at 31.3.2020</b> | As at 31.3.2019 |
|---|------------------------|-----------------|
| Short term loans from banks                                     | <b>4,969.17</b>        | 15,989.52       |
| Trade payables  | <b>25,718.69</b>       | 31,520.10       |
| Other financial liabilities (other than derivative liabilities) | <b>541.15</b>          | 1,301.30        |
| Derivative liabilities  | -                      | 174.13          |
|   | <b>31,229.01</b>       | 48,985.05       |

₹ In lakhs

**(iii) Market Risk**

The risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market price. Market risk further comprises of (a) Currency risk , (b) Interest rate risk and (c) Commodity risk.

**a) Currency Risk**

The Company is exposed to currency risk mainly on account of its import payables and export receivables in foreign currency. The major exposures of the Company are in U.S. dollars. The Company hedges its import foreign exchange exposure partly through exports and depending upon the market situations partly through forward foreign currency covers. The Company has a policy in place for hedging its foreign currency exposure. The Company does not use derivative financial instruments for trading or speculative purposes.



## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

|   | 31-Mar-20<br>\$ In lakhs | 31-Mar-20<br>₹ In lakhs | 31-Mar-19<br>\$ In lakhs | 31-Mar-19<br>₹ In lakhs |
|---|--------------------------|-------------------------|--------------------------|-------------------------|
| <b>Financial assets</b>                           |                          |                         |                          |                         |
| Trade Receivables                                 | 70.23                    | 5,294.16                | 112.78                   | 7,801.20                |
| Cash and cash equivalents                         | 29.82                    | 2,248.18                | 2.61                     | 180.47                  |
| Other financial assets                            | -                        | -                       | -                        | -                       |
| Net exposure for assets - A                       | <b>100.05</b>            | <b>7,542.34</b>         | 115.39                   | 7,981.67                |
| <b>Financial liabilities</b>                      |                          |                         |                          |                         |
| Trade Payables                                    | 228.94                   | 17,259.11               | 373.31                   | 25,822.32               |
| Other financial liabilities                       | 2.25                     | 169.87                  | 0.66                     | 45.89                   |
| Less: Foreign currency forward exchange contracts | 67.25                    | 5,069.91                | 100.27                   | 6,936.04                |
| Net exposure for liabilities - B                  | <b>163.94</b>            | <b>12,359.07</b>        | 273.70                   | 18,932.17               |
| Net exposure (A-B)                                | <b>(63.89)</b>           | <b>(4,816.73)</b>       | (158.31)                 | (10,950.50)             |

The following exchange rates have been applied at the end of the respective years

|          | 31/03/2020 | 31-03-2019 |
|----------|------------|------------|
| USD Rate | 75.39      | 69.17      |

**Sensitivity analysis**

The table below shows sensitivity of open forex exposure to USD / INR movement. We have considered 1% (+/-) change in USD / INR movement, increase indicates appreciation in USD / INR whereas decrease indicates depreciation in USD / INR. The indicative 1% movement is directional and does not reflect management forecast on currency movement.

**Impact on profit or loss due to % increase / (decrease) in currency**

| Particulars  | 2019-2020 |            | 2018-2019 |            |
|--------------|-----------|------------|-----------|------------|
|              | Increase  | (Decrease) | Increase  | (Decrease) |
| Movement (%) | 1%        | 1%         | 1%        | 1%         |
| USD          | (47.84)   | 47.84      | (109.51)  | 109.51     |

**b) Interest rate risk**

The Company is not exposed to significant interest rate risk during the respective reporting periods. Short term loans are taken on fixed interest rates.

**Interest Rate Risk Exposure**

The Exposure of the borrowing to interest rate changes at the end of the reporting period are included in the table below. As at the end of the reporting period the following weighted average interest rate on the borrowings.



## CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

| Particulars             | 2019-2020                      |                    |                  | 2018-2019                      |                    |                  |
|-------------------------|--------------------------------|--------------------|------------------|--------------------------------|--------------------|------------------|
|                         | Weighted average Interest rate | Balance ₹ in Lakhs | % of Total Loans | Weighted average Interest rate | Balance ₹ in Lakhs | % of Total Loans |
| Cash Credits from banks | 4.58                           | 4,969.17           | 100              | 10.42                          | 15,989.52          | 100              |

The percentage of total loans shows the proportion of loans that are currently at weighted average in relation to the total amount of borrowings. The percentage of borrowings of holding company is 1.45% and of subsidiary is 98.55%.

**(ii) Sensitivity**

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rate. In interest rate risk note we have considered impact on profit after tax.

| Particulars                 | 2018-2019 |            | 2018-2019 |            |
|-----------------------------|-----------|------------|-----------|------------|
|                             | Increase  | (Decrease) | Increase  | (Decrease) |
| Movement by 100 basis point | 37.19     | (37.19)    | 70.00     | (70.00)    |

**c) Commodity Risk****Raw Material Risk**

Timely availability and also non-availability of good quality base oils from across the globe could negate the qualitative and quantitative production of the various products of the Company. Volatility in prices of crude oil and base oil is another major risk for this segment. The Company procures base oils from various suppliers scattered in different parts of the world. The Company tries to enter into long term supply contracts with regular suppliers and at times buys the base oils on spot basis.

**Capital management**

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

**i) Debt Equity Ratio**

The Company monitors capital using debt equity ratio. The Company's debt to equity ratios are as follows:

|                                    | Year ended<br>31.3.2020<br>₹ In lakhs | Year ended<br>31.3.2019<br>₹ In lakhs |
|------------------------------------|---------------------------------------|---------------------------------------|
| Total borrowings (Refer note 11)   | 4,969.17                              | 15,989.52                             |
| Total equity (Refer note 9 and 10) | 43,302.21                             | 41,376.85                             |
| Debt to Equity ratio               | 11.48%                                | 38.64%                                |





**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

**ii) Dividends**

|                                | Year ended<br>31.3.2020 |            | Year ended<br>31.3.2019 |            |
|--------------------------------|-------------------------|------------|-------------------------|------------|
|                                | Rate Per Share          | ₹ In lakhs | Rate Per Share          | ₹ In lakhs |
| Dividends paid during the year | 1.2                     | 725.92     | 1.20                    | 725.92     |

**42. Previous year figures**

The Group has reclassified previous year figures to conform to this year's classification.

Signature to Notes 1 to 42 of the financial statements

**As per our report of even date attached**

**For Bhuta Shah & Co LLP**

Chartered Accountants

Firm Registration No. 101474W/W100100

j

**CA. Harsh Bhuta**

Partner

Membership No : 137888

UDIN: 20137888AAAAAR5080

**Place : Mumbai**

**Date : 12 June 2020**

**For and on behalf of the board of directors of  
Panama Petrochem Limited**

**Amirali E. Rayani**

Chairman

DIN:00002616

**Pramod Maheshwari**

CFO

**Place : Mumbai**

**Date : 12 June 2020**

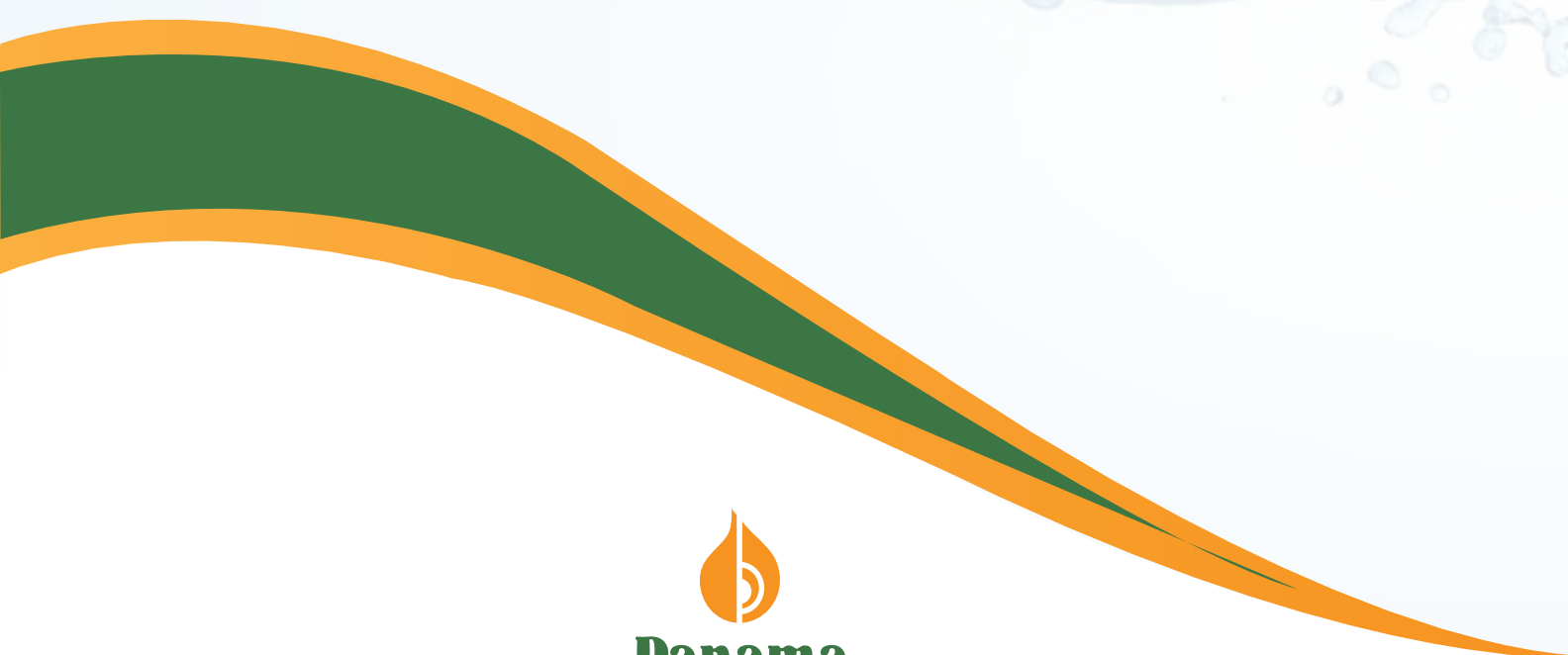
**Amin A. Rayani**

Managing Director & CEO

DIN:00002652

**Gayatri Sharma**

Company Secretary & Compliance Officer



**Panama**  
**PETROCHEM LTD.**

*We provide - Consistency, Quality, Service, Economy*

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