

# **Annual Report 2020**

**Pankaj Piyush Trade and Investment Limited**

# Corporate Information

Pankaj Piyush Trade and Investment Limited

## Board of Directors

### Chairman and Non-Executive Independent Director

Mr. Santosh Kumar Kushawaha

### Executive Directors

Mr. Vinod Kumar Bansal, M.D

Mr. Neeraj Kumar Singh

### Non-Executive Independent Director

Mr. Harshit Agarwal

### Non-Executive Non-Independent Director

Mrs. Shweta Gupta

## Board Committees

### Audit Committee

Mr. Harshit Agarwal

Chairman

Mr. Santosh Kumar Kushawaha

Member

Mrs. Shweta Gupta

Member

### Nomination & Remuneration Committee

Mr. Harshit Agarwal

Chairman

Mr. Santosh Kumar Kushawaha

Member

Mrs. Shweta Gupta

Member

### Stakeholders Relationship Committee

Mr. Harshit Agarwal

Chairman

Mr. Santosh Kumar Kushawaha

Member

Mrs. Shweta Gupta

Member

## Key Managerial Personnel

### Managing Director

Mr. Vinod Kumar Bansal

### Chief Financial Officer

Ms. Usha Sharma

### Company Secretary

Sarita

### Registered Office

314, 3rd Floor, Opposite Plot No. 39  
R. G. Mall, Sector-9, Rohini,  
New Delhi-110085

### Statutory Auditors

M/s V. N. Purohit & Co.  
Chartered Accountants

### Secretarial Auditors

Mrs. Megha Sharan  
Practicing Company Secretary

### Registrar and Share Transfer Agent

Skyline Financial Services Private Limited  
D-153/A, Okhla Industrial Area, Phase-I,  
New Delhi-110020

CIN: L65990DL1982PLC256291

Website: [www.pptinvestment.in](http://www.pptinvestment.in)

E-mail: [info@pptinvestment.com](mailto:info@pptinvestment.com)

# **BETWEEN THE COVERS**

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**PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED**

**(CIN: L65990DL1982PLC256291)**

Regd. Off.: 314, 3<sup>rd</sup> Floor, Opposite Plot No. 39, R. G. Mall, Sector-9, Rohini, New Delhi-110085

Tel.: 011-42804171; E-mail ID: [info@pptinvestment.com](mailto:info@pptinvestment.com); Website: [www.pptinvestment.in](http://www.pptinvestment.in)

### **NOTICE OF 38<sup>TH</sup> ANNUAL GENERAL MEETING**

**Notice** is hereby given that 38<sup>th</sup>(Thirty Eighth) Annual General Meeting of the members of Pankaj Piyush Trade and Investment Limited will be held on **Thursday, 10<sup>th</sup> September, 2020 at 11:00 A.M.** at 314, 3<sup>rd</sup> Floor, Opposite Plot No. 39, R. G. Mall, Sector-9, Rohini, New Delhi-110085, to transact the following business:

#### **ORDINARY BUSINESS:**

##### **Item No. 1: Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2020 and the reports of the Board of Directors and Auditors thereon.

##### **Item No. 2: Appointment of Ms. Shweta Gupta (DIN: 07452923) as a Director liable to retire by rotation**

To appoint a director in place of **Ms. Shweta Gupta (DIN: 07452923)**, who retires by rotation and, being eligible and offers herself for re-appointment as a Director and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Ms. Shweta Gupta (DIN: 07452923)**, who retires by rotation at this meeting, being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.

#### **SPECIAL BUSINESS:**

##### **3. To re-appoint Mr. Vinod Kumar Bansal (DIN: 00243709) as Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Vinod Kumar Bansal (DIN: 00243709) as the Managing Director of the Company for a period of five years, with effect from 12<sup>th</sup> August, 2020 to 11<sup>th</sup> August, 2025 on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the board of directors on the recommendations of Nomination & Remuneration Committee of the Company be and are hereby authorized to alter & vary the terms and conditions appointment and/or remuneration, subject to the same not exceeding the limit specified under schedule V to the Companies Act, 2013 or statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable.”

**By the order of Board of Directors**

**For Pankaj Piyush Trade & Investment Limited**

**Sd/-**

**Vinod Kumar Bansal**

**Director**

**DIN: 00243709**

**Place: New Delhi**

**Date: August 12, 2020**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**‘the Act’**) which sets out details relating to special business to be transacted at the Annual General Meeting (**AGM or Meeting**) is annexed hereto.

**2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER.**

3. Proxies in order to be effective must be received by the company not less than 48 (Forty Eight) hours before the commencement of the meeting. As per Section 105 of the Act, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The Proxy Form in Form MGT-11 is annexed with the Notice.

4. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members. The complete instructions on e-voting facility provided by the

Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to the voting that may take place at the Meeting on 10<sup>th</sup>September, 2020.

5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

6. Members seeking any information with regard to Accounts of the Company and proposed Resolutions are requested to send their queries in writing to the Company at its Registered Office, at least ten days before the date of the Meeting, to enable the Company to furnish the required information at the Meeting.

7. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and Register of contracts and arrangements in which Directors are interested maintained under section 189 of the Act will be available for inspection by the members at the Annual General Meeting.

8. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Relevant documents referred to in the accompanying Notice, are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.

11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the meeting.

Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited, in respect of shares held in physical form.

12. The Members are requested to:

(a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited in respect of their holdings in physical form.

(b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.

(c) Non-Resident Indian Members are requested to inform Skyline Financial Services Private

Limited immediately of the change in residential status on return to India for permanent settlement.

(d) Register their email address and changes therein from time to time with Skyline Financial Services Private Limited for shares held in physical form and with their respective Depository Participants for shares held in demat form.

(e) Quote their DPID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agents, Skyline Financial Services Private Limited (Office: D-153/A, Okhla Industrial Area, Phase-I New Delhi-110020).

(f) Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 03<sup>rd</sup> September, 2020 may obtain the login id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

13. Members may also note that the Notice of the 38<sup>th</sup> Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website [www.pptinvestment.in](http://www.pptinvestment.in) for download.

14. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to specify nominations in respect of the Equity Shares held by them, in physical form. Members desirous of specifying nominations may procure the prescribed form from the Registrar & Share Transfer Agents, Skyline Financial Services Private Limited and have it duly filled and sent back to them.

15. In support of the Green initiative by Ministry of Corporate Affairs and pursuant to section 101 of the Companies Act 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, electronic copy of the Annual Report is being sent to all Members whose email ID's are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members, who have not registered their email address, physical copies of the Annual Report are being sent to them in the permitted / requisitioned mode.

16. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.

17. Information required under Regulation 36 of SEBI Listing Regulations in respect of Directors seeking Appointment/Reappointment at the AGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under Act and rules made thereunder.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA i.e. Skyline Financial Services Private

Limited.

19. The Board of Directors of the Company has appointed **M/s Manish K& Associates, Company Secretaries, CS Manish Kumar (M. No. A43111, COP No. 15931)** as the Scrutinizer to scrutinize the remote E-Voting process and poll at the Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

20. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 03<sup>rd</sup> September, 2020.

21. 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 date, i.e. 03<sup>rd</sup> September, 2020 only shall be entitled to avail the facility of remote e-voting or poll at the Annual General Meeting.

22. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 A.M. (IST) on 07<sup>th</sup> September, 2020

End of remote e-voting: At 5.00 P.M. (IST) on 09<sup>th</sup> September, 2020

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Skyline Financial Services Private Limited upon expiry of the aforesaid period.

23. The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta-Poll) and through remote e-voting, will not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. [www.pptinvestment.in](http://www.pptinvestment.in) and on the website of CDSL <https://evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchanges.

**By the order of Board of Directors**

**For Pankaj Piyush Trade & Investment Limited**

**Sd/-**

**Vinod Kumar Bansal**

**Director**

**DIN: 00243709**

**Place: New Delhi**

**Date: August 12, 2020**



## EXPLANATORY STATEMENT IN COMPLIANCE OF SECTION 102(1) OF THE ACT

As required by Section 102 of the Act, the following Explanatory Statements sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice.

### ITEM NO. 3:

**Mr. Vinod Kumar Bansal (DIN: 00243709)** is a Qualified Chartered Accountant. He is having good experience in the field of Accounts, Taxation and Finance.

The tenure of **Mr. Vinod Kumar Bansal** as Managing Director of the Company was expired and having regard to his valuable services rendered to the Company, the Board of Directors re-appointed him as Managing Director of the Company for a period of five years w.e.f. 12<sup>th</sup> August, 2020 to 11<sup>th</sup> August, 2025 at their meeting held on 12<sup>th</sup> August, 2020 subject to the approval of Members. Accordingly, the Board of Directors has placed the resolution for re-appointment of Mr. Vinod Kumar Bansal for the consent of Members of the Company.

Mr. Vinod Kumar Bansal is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Directors recommend the aforesaid resolution for the approval by the members as an Ordinary Resolution.

None of the other Directors /Key managerial Personnel of the Company /their relatives except **Mr. Vinod Kumar Bansal (DIN: 00243709)** himself is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

**ANNEXURE TO THE NOTICE**

**Details of Directors seeking Appointment/Re-appointment  
(In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure  
Requirements) Regulations, 2015)**

<b>Name of the Director</b>	<b>Mr. Vinod Kumar Bansal</b>
<b>DIN</b>	00243709
<b>Father's Name</b>	Mr. Virendra Kumar Bansal
<b>Date of Birth</b>	05/03/1980
<b>Date of Appointment</b>	31/05/2012
<b>Nationality</b>	Indian
<b>Educational Qualification</b>	Chartered Accountant
<b>Experience &amp; expertise in specific functional area</b>	Extensive knowledge& experience in the field of Accounts, Tax & Finance
<b>Disclosure of relationship between directors inter-se</b>	NIL
<b>List of the Directorship held in Other companies</b>	1. New Dimension Edumark Private Limited 2. VKB Marketing Private Limited 3. Shakti Polyfils private Limited
<b>Chairman/ Member in the committees of Board of other Companies in which he/she is the Director</b>	NIL
<b>Shareholding in Company (Number &amp; %)</b>	60,000 (15%)

## PROCESS OF E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 38<sup>th</sup> Annual General Meeting. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members as on 03<sup>rd</sup> September, 2020 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Monday, 07<sup>th</sup> September, 2020 (09:00 A.M.) and will end on Wednesday, 09<sup>th</sup> September, 2020 (05:00 P.M.). During this period, shareholders of the Company holding shares as on the cutoff date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The Company has appointed **M/s Manish K& Associates, Company Secretaries, CS Manish Kumar (M. No. A43111, COP No. 15931)**, Practising Company Secretary to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

### PROCEDURE FOR E-VOTING:

Instructions for members for voting electronically are as under:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" tab.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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 voting of any company, then your existing password is to be used.

(vi) 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) Format as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><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>

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members 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.

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

(xi) Click on the EVSN for the relevant Company, i.e., Pankaj Piyush Trade & Investment Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) 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.

(xviii) 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.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate. 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 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.

(xvii) 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)

## **General:**

The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 03<sup>rd</sup> September, 2020.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the Meeting a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.

Members who do not have access to remote e-voting facility have been additionally provided the facility of voting by way of Ballot Form. The facility for physical voting shall be made available at the Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

A member can opt for only one mode of voting, i.e., either through remote e-voting or by Ballot. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.

Members have the option to request for physical copy of Ballot Form by sending an e-mail to [info@pptinvestment.com](mailto:info@pptinvestment.com) by mentioning their Folio / DP ID and Client ID.

The results declared along with the Scrutinizer's Report will be posted on the Company's website.

# Board's Report

Dear Members,

Your Directors have pleasure in presenting the 38<sup>th</sup> Annual Report on the Business and Operations of the Company along with the Audited Financial Statement for the Financial year ended March 31, 2020.

## Financial Performance

The financial performance of your Company for the Financial Year ended March 31, 2020 is summarized below:

Particulars	Standalone Audited Financial Results	
	Financial Year ended 31 <sup>st</sup> March, 2020	Financial Year ended 31 <sup>st</sup> March, 2019
Total Revenue	41,939,980	120,410,330
Total Expenditure	43,653,630	119,659,610
Profit/(Loss) before tax	-17,13,650	750,720
Profit/(Loss) after tax	-19,48,770	3,85,950
Paid-up Share Capital	24,000,000	24,000,000

## State of Company's Affairs and Future Outlook

During the financial year 2019-20, total revenue has been decreased to Rs. 41,939,980/- as against Rs. 120,410,330 in the previous year. The company has incurred a net loss of Rs. (19,48,770/-) as compared to Profit after tax of Rs. 3,85,950/- in the previous year..

## Dividend

To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2019-2020. The Board assures you to present a much strong financial statements in the years to come.

## Reserves

During the year under review, your Company has not transferred any amount to General Reserve.

## **Change in the Nature of Business, if any**

During the year under review, there was no change in the nature of business of the Company.

## **Public Deposits**

During the year under review, your Company has neither invited nor accepted any deposits from the public falling within the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

## **Share Capital**

The Authorized Share Capital of the Company is Rs. 21,00,00,000/- (Rupees Twenty-One Crores Only) divided into 1,90,00,000 (One Crores Ninety Lakhs) Equity Shares of 10/- (Rupees Ten Only) and 20,00,000 (Twenty Lakhs) Preference shares of 10/- (Rupees Ten Only). During the year under review, there was no change in the Authorized Share Capital of the Company.

The Paid-up Equity Share Capital of the Company is Rs. 40,00,000/- (Rupees Forty Lakhs Only) divided into 4,00,000 (Four Lakhs) Equity Shares of 10/- (Rupees Ten Only) and the Paid-Up Preference Share Capital of the Company is Rs. 2,00,00,000 (Rupees Two Crores Only) divided into 20,00,000 (Twenty Lakhs) Preference Shares of 10/- (Rupees Ten Only).

During the year under review there is no Change in the Paid-up Share Capital of the Company.

## **Issue of Equity Shares with Differential Rights**

During the year under review, your Company has not issued any equity shares with differential rights, accordingly your Company does not required to meet the Compliance Requirement as required as per Rule 4(4) of the Companies (Share Capital and Debentures) Rules, 2014.

## **Issue of Sweat Equity Shares**

During the year under review, your Company has not issued sweat equity shares, accordingly your Company does not required to meet the Compliance Requirement as required as per Rule 8(13) of the Companies (Share Capital and Debentures) Rules 2014.

## **Issue of Employee Stock Options**

During the year under review, your Company has not issued employee stock options, accordingly your Company does not required to meet the Compliance Requirement as required as per Rule 12(9) of the Companies (Share Capital and Debentures) Rules 2014.

## **Provision of money by company for purchase of its own share by employees or by trustee for the benefit of employees**



The Company has not made any provision for purchase of its own share by employees or by trustee for the benefit of employees accordingly your Company does not required to meet the Compliance Requirement as required per Rule 16(4) of the Companies (Share Capital and Debentures) Rules 2014.

### **Issue of shares on preferential basis**

During the year under review, your Company has not issued any share on preferential basis.

### **Particulars of Loans, Guarantees or Investments**

Details of Loans, Guarantees, Securities and Investments covered under the provisions of Section 186 of the Act are given in the Notes to the Financial Statements.

### **Subsidiaries, associates and Joint Ventures**

During the year under review, no company became or ceased to be a Subsidiary/Joint Venture/Associate of the Company.

### **Audited Financial Statements of the Company & its Subsidiaries**

The Board of Directors of your Company at its meeting held on June 30, 2020 has approved the Audited Financial Statements for the FY 2019-20 The Financial Statements of your Company for the FY 2019-20, have been prepared in compliance with applicable Indian Accounting Standards (Ind-AS) and SEBI (LODR) Regulations, 2015.

### **Related Party Transactions**

To comply with the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder read with Regulation 23 of SEBI (LODR) Regulations, 2015 your Company took necessary prior approval of the Audit Committee before entering into related party transactions. All contracts / arrangements / transactions entered into by the Company during the Financial Year ended March 31, 2020 with related parties, as defined under the Act and SEBI (LODR) Regulations, 2015 were in the ordinary course of business and on arm's length basis. During the year under review, your Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the Policy of the Company for Related Party Transactions.

None of the transactions with any of the related parties were in conflict with the interest of the Company rather; these were synchronized and synergized with the Company's operations.

Attention of Members is drawn to the disclosure of transactions with the related parties set out in the Standalone Financial Statements, forming part of the Annual Report. Your Company has framed a Policy on Related Party Transactions in accordance with SEBI (LODR) Regulations, 2015. The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and related

parties. The policy is uploaded on website of the Company at [www.pptinvestment.in](http://www.pptinvestment.in).

Since all transactions which were entered into during the Financial Year ended March 31,2020 were on arm's length basis and in the ordinary course of business and there was no material related party transaction entered by the Company during the Financial Year ended March 31, 2020 as per Policy on Related Party Transactions. **Form AOC-2** is attached with this report as prescribed under Clause (h) of Sub- section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

## Directors and Key Managerial Personnel

### Executive Director

The term of Mr. Vinod Kumar Bansal (00243709)as Managing Director was expired. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Vinod Kumar Bansal (00243709)as Managing Director of the Company for a period of five years from 12<sup>th</sup> August, 2020 to 11<sup>th</sup> August, 2025, subject to the approval of shareholders.

### Director retiring by rotation

To comply with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, Ms. Shweta Gupta (DIN:07452923), Director, is liable to retire by rotation at the ensuing AGM and being eligible, seeks re-appointment. Based on the Performance Evaluation and on the recommendation of Nomination and Remuneration Committee, the Board recommends his re-appointment.

The Board of the Company was duly constituted in accordance with the provisions of the Companies Act, 2013 and as per SEBI (LODR) Regulations, 2015. As on the date of report, the Board of the Company consists of the following members:

S. No.	Name of Director	Designation	DIN	Date of Appointment
1.	Vinod Kumar Bansal	Managing Director	00243709	31.05.2012
2.	Santosh Kumar Kushawaha	Independent Director	02994228	31.08.2017
3.	Harshit Agarwal	Independent Director	06946506	12.08.2014
4.	Shweta Gupta	Non-Executive Director	07452923	30.04.2016
5.	Neeraj Kumar Singh	Executive Director	07452949	30.04.2016

Brief resume and other details of the Directors being re-appointed at the ensuing AGM as stipulated under Secretarial Standard-2 issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI (LODR) Regulations, 2015 is separately disclosed in the Notice of the ensuing AGM.

## **Declaration from Independent Directors**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

## **Key Managerial Personnel**

Consequent to the resignation of Ms. Sarita w.e.f July 02, 2020 as Company Secretary and Compliance Officer of the Company, Ms. Kanika Arora is appointed as Company Secretary and Compliance of the Company (Key Managerial Personnel) of the Company w.e.f. August 12, 2020 in accordance with the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **Board Diversity**

The Company recognizes and embraces the importance of a diverse board in its success. The Company believes that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help the Company to retain its competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors.

## **Performance Evaluation**

To comply with the provisions of Section 134(3)(p) of the Companies Act, 2013 and Rules made thereunder and Regulation 17(10) of SEBI (LODR) Regulations, 2015 the Board has carried out the annual performance evaluation of the Directors individually including the Independent Directors (wherein the concerned Director being evaluated did not participate), Board as a whole and following Committees of the Board of Directors:

- (i) Audit Committee;
- (ii) Nominations and Remuneration Committee; and
- (iii) Stakeholders' Relationship Committee.

The manner in which the annual performance evaluation has been carried out is explained in the Corporate Governance Report which forms part of this report. Board is responsible to monitor and review the evaluation framework.

Further, to comply with Regulation 25(4) of SEBI (LODR) Regulations, 2015 Independent Directors also evaluated the performance of Non-Independent Directors, Chairman and Board as a whole at a separate meeting of Independent Directors.

## **Board and Committees of the Board**

The number of meetings of the Board and various Committees of the Board including composition are set out in the Corporate Governance Report which forms part of this report. The intervening gap between the meetings was within the period prescribed under the provisions of Section 173 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

## **Nomination & Remuneration Policy**

To comply with the provisions of Section 178 of the Companies Act, 2013 and Rules made thereunder and Regulation 19 of SEBI (LODR) Regulations, 2015 the Company's updated Remuneration Policy for Directors, Key Managerial Personnel, Senior Management and other Employees of the Company is attached with the corporate governance report and also uploaded on website of the Company at [www.pptinvestment.in](http://www.pptinvestment.in). The Policy includes, inter-alia, the criteria for appointment and remuneration of Directors, KMPs, Senior Management Personnel and other employees of the Company.

## **Dividend Distribution Policy**

Pursuant to Regulation 43A of the SEBI (LODR) Regulations, 2015, top five hundred (500) listed entities based on their market capitalization shall formulate a Dividend Distribution Policy which shall be disclosed in their annual reports and on their websites, accordingly your Company does not required to meet the Compliance Requirement stipulated as per Regulation 43A of the SEBI (LODR) Regulations, 2015 as the Company does not fall in the list of top 500 Listed Entities based on their market capitalization which are required to formulate a Dividend Distribution Policy.

## **Remuneration of Directors, Key Managerial Personnel and Particulars of Employees**

The information required to be disclosed in the Board's Report pursuant to Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached to this report as Annexure - 1.

## **Auditors**

### **Statutory Auditors**

Members of the Company in their 36<sup>th</sup> AGM held on September 28, 2018 appointed M/s V.N. Purohit & Co., Chartered Accountants (Firm Registration Number 304040E) as the Statutory Auditors of the Company to hold office for a period of up to 5 (Five) years i.e. till the conclusion of 41<sup>st</sup>AGM of the Company to be held in the Financial Year 2023, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

The Statutory Auditors' Report for the Financial Year March 31, 2020 does not contain any qualification, reservation or adverse remark. The Statutory Auditors have not reported any frauds under Section 143(12) of the Act.

## **Internal Auditor**

Pursuant to provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) rules, 2014, during the year under review the Internal Audit of the functions & activities of the Company was undertaken by the Internal Auditors of the Company M/s Bansal Mangal Singhal & Associates, Chartered Accountants.

The Report does not contain any qualification, observation, reservation, adverse remark or disclaimer.

The Board of directors of the Company has appointed M/s Anil Hariram & Co., Chartered Accountants as an Internal Auditor of the Company to conduct Internal Audit for the Financial Year 2020-21 as per Rule 13 of the Companies (Accounts) Rules, 2014 prescribed under section 138 of the Companies Act, 2013.

## **Cost Audit**

In terms of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable to the Company for the Financial Year ended March 31, 2020.

## **Secretarial Auditors**

The Board of Directors on the recommendation of the Audits Committee has appointed M/s VMS & Co., Practicing Company Secretaries to conduct Secretarial Audit of your Company. The Secretarial Audit Report for the Financial Year ended March 31, 2020 is attached to this report as Annexure-2.

The Secretarial Audit Report for the financial year ended March 31, 2020 does not contain any qualification, reservation or adverse remark.

## **Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) act, 2013**

To comply with the provisions of Section 134 of the Companies Act, 2013 and Rules made thereunder, your Company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, no complaint was filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and no complaint was pending at the beginning and end of Financial Year March 31, 2020.

## **Vigil Mechanism / Whistle Blower Policy**

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has adopted a Vigil Mechanism / Whistle Blower Policy to provide a platform to the Directors and employees of the Company to raise concerns regarding any irregularity, misconduct or unethical matters / dealings within the Company. The same is detailed in the Corporate Governance Report which forms part of this report. The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to ensure the high standards of Corporate Governance and stakeholder responsibility.

The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and that no discrimination will be meted out to any person for a genuinely raised concern.

## **Corporate Social Responsibility (CSR)**

Pursuant to provisions of Section 135 of the Companies Act, 2013, every company having a Net Worth of Rupees Five Hundred Crore (Rs.500 Crore) or more or Turnover of Rupees Thousand Crore (Rs.1000 Crore) or more or Net Profit is Rupees Five Crore (Rs.5 Crore) or more during any financial year, is required to constitute a Corporate Social Responsibility Committee ("CSR Committee") of the Board.

During the year under review, your Company does not touches the threshold limit as per the provisions of Section 135 of the Companies Act,2013, accordingly the Company does not required to meet out the Compliance requirement as stipulated under Section 135 of the Companies Act, 2013.

## **Business Responsibility Report**

Pursuant to Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015, top five hundred (500) listed entities based on their market capitalization shall include Business Responsibility Report in their Annual Report. Your Company does not fall under top 500 listed Companies based on market capitalization; therefore, this regulation is not applicable to the Company.

## **Conservation of Energy, Technology absorption and Foreign Exchange Earnings and Outgo**

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

### **a) Conservation of Energy:**

Since the company is not engaged in any manufacturing activity, issues relating to conservation of energy are not quite relevant to its functioning.

## **b) Technology Absorption:**

Since the company is not engaged in any manufacturing activity, issues relating to Technology Absorption are not quite relevant to its functioning.

## **c) Foreign Exchange Earnings/Outgo:**

Earnings	<b>NIL</b>
Outgo	<b>NIL</b>

## **Corporate Governance**

Your Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by Securities and Exchange Board of India. The report on Corporate Governance as stipulated under the SEBI (LODR) Regulations, 2015 is attached to this report. The certificate from **M/s VMS & Co. Company Secretaries** confirming compliance with the conditions of Corporate Governance is also attached to the Corporate Governance Report.

## **Listing**

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) having nation-wide trading terminals. Annual listing fee for the Financial Year 2019-20 has been paid to BSE Limited.

## **Extract annual Return**

Extract of the Annual Return in Form No. MGT – 9 in accordance with the provisions of Section 92 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is uploaded on the website of the Company. Annual Return of the Company for the Financial Year 2019 is also uploaded on website of the Company at [www.pptinvestment.in](http://www.pptinvestment.in).

## **Research and Development**

During the year under review, no Research and Development was carried out.

## **Material changes and commitments after the end of Financial Year**

There are no material changes and commitments noticed by the Board between the end of Financial year of the Company i.e. March 31, 2020 and the date of this report.

## **Significant and material orders passed by regulators or courts**

To the best of management knowledge, no significant and material orders were passed by regulators or courts or tribunals which could impact the going concern status and Company's operation in future.

## **Secretarial Standards**

The Institute of Company Secretaries of India had revised the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) with effect from 1st October 2017. The Company is in compliance with the revised secretarial standard.

## **Management Discussion & Analysis Report**

The detailed Management Discussion & Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of SEBI (LODR) Regulations, 2015 is presented in a separate section & forms part of the Annual Report.

## **Risk Management**

Your Company has a robust Risk Management Policy which identifies and evaluates business risks and opportunities. The Company recognizes that these risks need to be managed and mitigated to protect the interest of the stakeholders and to achieve business objectives. The risk management framework is aimed at effectively mitigating the Company's various business and operational risks, through strategic actions.

## **Internal Financial Controls**

The Company maintains appropriate systems of internal controls, including monitoring procedures, to ensure that all assets and investments are safeguard against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions authorized, recorded and reported correctly. The board of Directors has appointed M/s Anil Hariram & Co., Chartered Accountants, as the Internal Auditors of the Company to report on the Internal Financial Controls of the Company.

## **Directors' Responsibility Statement**

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act, the Directors state that:

- (a) in the preparation of the annual accounts for the Financial Year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) 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 your Company as at March 31, 2020 and of the profits of the



- Company for the period ended on that date;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
  - (d) the annual accounts have been prepared on a going concern basis;
  - (e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
  - (f) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

## **Global health pandemic from COVID-19**

The World Health Organization declared a global pandemic of the Novel Coronavirus disease (COVID-19) on February 11, 2020. In enforcing social distancing to contain the spread of the disease, our offices and client offices all over the world have been operating with minimal or no staff for extended periods of time.

To effectively respond to and manage our operations through this crisis, the Company triggered its business continuity management program, chaired by the Managing Director. In keeping with its employee-safety-first approach, the Company quickly instituted measures to trace all employees and be assured of their well-being. Our teams reacted with speed and efficiency, and quickly leveraged technology to shift the workforce to an entirely new **'work-from-home'** model. Proactive preparations were done in our work locations during this transition to ensure our offices and training centers were safe.

Travel, immigration and insurance-related challenges faced by our employees were swiftly handled, in line with the guidelines issued by the local authorities. Policy changes related to working from home and IT infrastructure support were rolled out overnight to help our employees shift to this new work paradigm. Continuous communication on the latest updates played a key role in enabling our employees to stay on top of the evolving situation.

We have extended support to the employees impacted by this pandemic COVID-19. The Company would implement a phased and safe return-to-work plan as and when lockdown restrictions are relaxed. The Company's focus on liquidity, supported by a strong balance sheet and acceleration in cost optimization initiatives, would help in navigating any near-term challenges in the demand environment.

## **Cautionary Statement**

Statements in the Board's Report and the Management Discussion and Analysis Report describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed in the statements.

## **Acknowledgement**

Your Company's organizational culture upholds professionalism, integrity and continuous improvement across all functions, as well as efficient utilization of the Company's resources for sustainable and profitable growth.

Your Directors wish to place on record their appreciation for the sincere services rendered by employees of the Company at all levels. Your Directors also wish to place on record their appreciation for the valuable co-operation and support received from various Government Authorities, Banks / Financial Institutions and other stakeholders such as members, customers and suppliers, among others. Your Directors also commend the continuing commitment and dedication of employees at all levels, which has been vital for the Company's success. Your Directors look forward to their continued support in future.

**For and on behalf of the Board of Directors  
For Pankaj Piyush and Trade Investment Limited**

**Place: New Delhi  
Date: 12<sup>th</sup>August, 2020**

**Sd/-  
Vinod Kumar Bansal  
Managing Director  
DIN: 00243709**

**Sd/-  
Shweta Gupta  
Director  
DIN: 07452923**

## **Form AOC-2**

*[Pursuant to Section 134 (3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2015]*

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

1. Details of contracts or arrangements or transactions not at arm's length basis: **Nil**
2. Details of material contracts or arrangement or transactions at arm's length basis:

<b>Name(s) of the related party and nature of relationship</b>	<b>Nature of contracts/arrangement/transactions</b>	<b>Duration of the contracts / arrangement s/transaction</b>	<b>Salient terms of the contracts or arrangements or transactions including the value, if any:</b>	<b>Date(s) of approval by the Board, if any:</b>	<b>Amount paid as advance, if any (Amount in Rs.)</b>
USHA SHARMA	REMUNERATION	-	-	-	360000/-

**For and on behalf of the Board of Directors  
For Pankaj Piyush and Trade Investment Limited**

**Place: New Delhi  
Date: 12<sup>th</sup>August, 2020**

**Sd/-  
Vinod Kumar Bansal  
Managing Director  
DIN: 00243709**

**Sd/-  
Shweta Gupta  
Director  
DIN:07452923**

**'Annexure-1'**

**DETAIL PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE ACT READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE GIVEN BELOW:**

- 1. The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

<b>Executive Director</b>	<b>Ratio of Median Remuneration</b>
Mr. Vinod Kumar Bansal	0
Mr. Neeraj Kumar Singh	0
<b>Non-Executive Director</b>	<b>Ratio of Median Remuneration</b>
Mr. Santosh Kushawaha	0.03:1
Mr. Harshit Agarwal	0.04:1
Mrs. Shweta Sharma	0.03:1

- 2. The percentage increase in remuneration of each director, chief financial officer, company secretary in the financial year: Nil**
- 3. The percentage increase in the median remuneration of employees in the Financial year: 100.11%**
- 4. The number of permanent employees on the rolls of company: 12 (as on 31.03.2020)**
- 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:**

Average percentile increase in managerial remuneration was NIL and average increase in the remuneration other than managerial personnel in 2019-20 was 13.77%. Remuneration increase is dependent on the performance as a whole, individual performance level; and also market benchmarks.

- 6. Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms remuneration is as per the remuneration policy of the Company.

**7. Statement of particulars of employees pursuant to Rule 5 (2) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: N.A.**

**8. Statement of particulars of employees pursuant to Rule 5(3) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: N.A.**

### **Acknowledgement**

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from Banks and various Government Departments. The Board also places on record its appreciation of the devoted services of the employees; support and co-operation extended by the valued business associates of the Company.

**For and on behalf of the Board of Directors  
For Pankaj Piyush and Trade Investment Limited**

**Sd/-  
Vinod Kumar Bansal  
Managing Director  
DIN: 00243709**

**Sd/-  
Shweta Gupta  
Director  
DIN: 07452923**

**Place: New Delhi  
Date: 12<sup>th</sup> August, 2020**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2020**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**To,**  
**The Members,**  
**Pankaj Piyush Trade and Investment Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Pankaj Piyush Trade and Investment Limited (CIN: L65990DL1982PLC256291)** (hereinafter called the '**Company**'). Secretarial Audit was conducted in a manner that provided me reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of **M/s Pankaj Piyush Trade & Investment Limited**, 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 our 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Pankaj Piyush Trade and Investment Limited ("the Company")** for the financial year ended on **March 31, 2020**, according to the provisions of:

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

Investment (ODI) and External Commercial Borrowings (ECB): (No FDI, ODI and ECB was invited and accepted by the Company during the Audit period)

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the company during the Audit Period)**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the company during the Audit Period).**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the company during the Audit Period)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the company during the Audit Period)**
  - (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof and other applicable rules, regulation and other communications issued from time to time.

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

1. Secretarial Standard-1 & Secretarial Standard-2 as issued by The Institute of Company Secretaries of India and notified by Central Government.
2. The Listing Agreement (to the extent applicable during the audit period) entered into by the Company with BSE Limited (BSE).

During the audit period the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, Standards etc. mentioned above subject to

following observations:

**We further report that,**

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

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

Majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We 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.

**We further report** that during the audit period, we have observed that:

i) During the Financial Year under review, Ms. Sarita Singh has been appointed as Company Secretary & Compliance Officer of the Company, with effect of even date i.e. April 20, 2019.

ii) The borrowing limits has been increased upto Rs. 15 crores in compliance with the applicable provisions of Section 180(1)(c ) of the Companies Act, 2013 read with relevant rules made thereunder.

iii) The applicable limits for making investments/extending loans and giving guarantees or providing securities in connection with loans to persons/bodies has been increased upto Rs. 30 crores in compliance with Section 186 of the Companies Act 2013 read with relevant rules made thereunder.

**For and On Behalf of VMS & Co.**

**Date: August 12, 2020**  
**Place: New Delhi**  
**UDIN: F009802B000585951**

**Sd/-**  
**Megha Sharan**  
**(Company Secretaries)**  
**Membership No. F9802**  
**CP No. 12171**



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

***(Annexure-A)***

**To,  
The Members,  
Pankaj Piyush Trade and Investment Limited**

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

1. Maintenance of Secretarial records 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 the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the 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 efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For and On Behalf of VMS & Co.**

**Date: August 12, 2020  
Place: New Delhi  
UDIN: F009802B000585951**

**Sd/-  
Megha Sharan  
(Company Secretaries)  
Membership No. F9802  
CP No. 12171**

# Report on Corporate Governance

**(Pursuant to Regulation 34 read with Schedule V of SEBI (LODR) Regulations, 2015)**

Your Directors present the Company's Report on Corporate Governance pursuant Regulation 34 to the Securities and Exchange Board of India (LODR) Regulations, 2015.

## **Company's Philosophy on Corporate Governance:**

The Company's Philosophy on Code of Governance envisages attainment of highest level of transparency, accountability, empowerment and ethical business conduct across all facts of its operations. The Company aspires to be a responsible partner acting with integrity towards its shareholders, customers, employees, the government and its business associates. The company conducts its affairs with a blend of the following aspects in their required proportions:

- Prudence
- Transparency
- Accountability
- Impartial treatment for all shareholders
- Operating under the purview of the statute
- Ethical practices
- Shareholder's wealth maximization

We believe, Corporate Governance is not just a destination, but a journey to constantly improve sustainable value creation. It is an upward-moving target that we collectively strive towards achieving. Our multiple initiatives towards maintaining the highest standards of governance are detailed in the following pages.

The Corporate Governance framework of the Company is based on the following broad practices:

- (a) Engaging a diverse and highly professional, experienced and competent Board of Directors, with versatile expertise in industry, finance, management and law.
- (b) Deploying well defined governance structures that establish checks and balances and delegates decision making to appropriate levels in the organization.
- (c) Adoption and implementation of fair, transparent and robust systems, processes, policies and procedures.
- (d) Making high levels of disclosures for dissemination of corporate, financial and operational information to all its stakeholders.
- (e) Having strong systems and processes to ensure full and timely compliance with all legal and regulatory requirements and zero tolerance for non-compliance.

## **Best Corporate Governance Practices**

Pankaj Piyush Trade & Investment Limited maintains the highest standards of Corporate Governance. It is the Company's constant Endeavour to adopt the best Corporate Governance practices keeping in view the international codes of Corporate Governance and practices of well-known global companies.

Some of the best implemented global governance norms include the following:

- All securities related filings with Stock Exchanges and SEBI are reviewed by the Company's Board of Directors.
- The Company has following Board Committees: Audit Committee, Stakeholders' Relationship Committee, and Nomination and Remuneration Committee.
- The Company also undergoes secretarial audit conducted by an independent firm of Practicing Company Secretaries. The Secretarial Audit Report is placed before the Board and forms part of the Annual Report.
- Observance and adherence of all applicable Laws including Secretarial Standards issued by the Institute of Company Secretaries of India.

## **Governance Policies**

At Pankaj Piyush Investment Limited, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner.

Some of the codes and policies are as follows:

- Code of Conduct for Board of Directors and Senior Management;
- Code of Conduct for Prohibition of Insider Trading;
- Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information;
- Policy on Related Party Transactions; Corporate Social Responsibility Policy;
- Policy for Determination of Material Subsidiary and Governance of Subsidiaries; Policy for Determination of Materiality of Events / Information;

- Remuneration Policy for Directors, Key Managerial Personnel, Members of Senior Management and other Employees of the Company;
- Familiarization Programme for Independent Directors;
- Vigil Mechanism/Whistle Blower Policy;
- Policy for Preservation of Documents;
- Policy on Diversity of the Board of Directors;
- Risk Management Policy;
- Archival Policy; Guidelines for Acquisition in India;
- Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace.

## Board of Directors

As at 31<sup>st</sup>March, 2020, 2 (Two) out of 5 (Five) Directors on the Board were Independent Directors. At Pankaj Piyush Trade and Investment Limited, it is our belief that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board's actions and decisions are aligned with the Company's best interests. The Board critically evaluates the Company's strategic direction, management policies and their effectiveness.

The composition of board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013.

None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on 31<sup>st</sup>March, 2020 have been made by the Directors.

Size and composition of the Board of Directors as at 31<sup>st</sup> March, 2020 is given below:

Category	Name of Directors
<b>Non-executive Independent Chairman</b>	Mr. Santosh Kumar Kushawaha
<b>Executive Directors</b>	Mr. Vinod Kumar Bansal, M.D Mr. Neeraj Kumar Singh
<b>Non-executive Independent Director</b>	Mr. Harshit Agarwal
<b>Non-executive Non-Independent Director</b>	Mrs. Shweta Gupta

## **Core Skills / Expertise / Competencies requirements for the Board of Directors.**

The Board comprises qualified Members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Leadership / Operations Strategic Planning Industry Experience,
- Technical,
- Research & Development and Innovation Global Business Finance & Legal Corporate Governance,
- Compliance & Risk Management.

**Inter-se Relationship among Directors:** N.A.

## **Board Evaluation**

The Board of Directors of the Company ensures formation and monitoring of robust evaluation framework of the Individual Directors including Chairman of the Board, Board as a whole and various Committees thereof and carries out the evaluation of the Board, the Committees of the Board and Individual Directors, including the Chairman of the Board on annual basis. Board Evaluation for the Financial Year ended 31<sup>st</sup> March, 2020 has been completed by the Company internally which included the evaluation of the performance of the Board as a whole, Board Committees and Directors and results of the same were shared with the Board.

## **Board Meetings, Board Committee Meetings and Procedure**

The Board is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness and ensures that shareholders' long-term interests are being served.

As at the end of the year under review, the Board has 3 (Three) Committees, namely Audit Committee, Stakeholders' Relationship Committee, and Nomination and Remuneration Committee. The Company's internal guidelines for Board/Board Committee meetings facilitate the decision-making process at its meetings in an informed and efficient manner.

## **Board Meetings**

The Board meets at regular intervals to discuss and decide on Company / business policies and strategies apart from other regular business matters. The Board/ Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to all Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. The Board is updated on the discussions held at the Committee meetings and the recommendations made by various Committees.

The agenda of the Board/Committee Meetings is set by the Company Secretary in consultation with the Executive Director and the Chairman of the Company.

The agenda is generally circulated a week prior to the date of the meeting and includes detailed notes on items to be discussed at the meeting to enable the Directors to take an informed decision.

However, in case of urgency, the agenda is circulated along with shorter notice as per the provisions of the Secretarial Standard on Meetings of the Board of Directors. Usually meetings of the Board are held at the Registered Office of the Company at Delhi. Board meets at least once in a quarter to review inter-alia the quarterly results, compliances and performance of the Company. Additional meetings are held on a need basis.

7 (Seven) Board meetings were held during the Financial Year 2019-20 on April 06, 2019, April 20, 2019, May 30, 2019, August 14, 2019, September 04, 2019, November 13, 2019 and February 14, 2020. The gap between two Board meetings was within the limit prescribed under Section 173(1) of the Act and Regulation 17(2) of the SEBI (LODR) Regulations, 2015.

Name	Category of Directorship and Designation	No. of other Directorship in other Companies# as on March 31, 2020	Attendance in Financial Year Ended March 31, 2020		Committee Membership and Chairmanship in other Companies* as on March 31, 2020		Shareholding in the Company as on March 31, 2020
			Board Meetings	Past AGM 2019	Chairmanship	Membership	
Mr. Santosh Kumar Kushawaha	Non-Executive Independent Director, Chairman	2	5/7	-	0	2	-
Mr. Vinod Kumar Bansal	Managing Director (Executive Director)	1	7/7	-	0	0	60,000

Mr. Neeraj Kumar Singh	Executive Director	1	7/7	-	0	1	-
Mr. Harshit Agarwal	Non- Executive Independent Director	2	7/7	-	2	4	-
Ms. Shweta Gupta	Non-Executive Non-Independent Director	1	5/7	-	0	1	-

\* Includes only Audit Committee and Stakeholders' Relationship Committee in all public limited companies (whether listed or not) and excludes private limited companies, foreign companies and Section 8 companies.

# Does not include Directorship in Private Companies and Foreign companies.

**Disclosure Pursuant to Part C of Schedule V of the SEBI (LODR) Regulations, 2015 details of Directorship in other listed entity and category of Directorship as on March 31, 2020, are mentioned below:**

Name of director	Name of listed entities in which the concerned director is a director	Category of directorship
Mr. Vinod Kumar Bansal	None	Managing Director
Mr. Santosh Kumar Kushawaha	A F Enterprises Limited Kyra Landscapes Limited	Non-Executive Independent Director
Mr. Harshit Agarwal	Kotia Enterprises Limit	Non-Executive Independent Director
Ms. Shweta Gupta	None	Non-Executive Non-Independent Director
Mr. Neeraj Kumar Singh	None	Executive Director

## Board Business

The business of the Board inter-alia includes:

- Framing and overseeing progress of the Company's annual plan and operating framework. Framing strategies for direction of the Company and for corporate resource allocation.
- Reviewing financial plans of the Company.
- Reviewing the quarterly and annual financial results of the Company.
- Reviewing the Annual Report including Audited Annual Financial Statements for adoption by the Members.
- Reviewing progress of various functions and business of the Company.

- Reviewing the functioning of the Board and its Committees.
- Considering/approving the declaration/recommendation of dividend.
- Reviewing and resolving fatal or serious accidents or dangerous occurrences, any material significant effluent or pollution problems or significant labour issues, if any.
- Reviewing the details of significant development in human resources and industrial relations front. Reviewing details of foreign exchange exposure and steps taken by the management to limit the risks of adverse exchange rate movement. Reviewing compliance with all relevant legislations and regulations and litigation status, including materiality, important show cause, demand, prosecution and penalty notices, if any.
- Advising on corporate restructuring such as merger, acquisition, joint venture or disposals, if any.
- Appointing Directors on the Board and Key Managerial Personnel, if any.
- Reviewing various policies of the Company and monitoring implementation thereof.
- Reviewing details of risk evaluation and internal controls. Reviewing reports on progress made on the ongoing projects.
- Monitoring and reviewing Board evaluation framework.

## **Board Support**

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. He is also responsible for preparation of Agenda in consultation with the Executive Director and the Chairman of the Company and convening of Board and Committee Meetings.

The Company Secretary attends all the meetings of the Board and its Committees, advises and assures the Board on Compliance and Governance principles.

## **Board Diversity**

The Company has in place a policy on Board Diversity. Diversity is ensured through consideration of a number of factors, including but not limited to skills, regional and industry experience, background and other qualities. The skills/ expertise/ competence of Board of Directors identified by the Board as required in the context of business of the Company

## **Recording Minutes of proceedings of Board and Committee Meetings**

The Company Secretary ensures appropriate recording of minutes of proceedings of each Board and Committee meeting. The minutes are entered in the Minutes Book within 30 (Thirty) days from the date of conclusion of the meetings as per the Secretarial Standards issued by the Institute of Company Secretaries of India.

## **Post meeting follow-up mechanism**



The guidelines for Board and Committee meetings facilitate an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Committees thereof. Important decisions taken at Board/ Committee meetings are communicated promptly to the concerned departments/divisions. Action-taken report (if any) on decisions/minutes of the previous meeting(s) is placed at the succeeding meeting of the Board/ Committees for noting.

## **Independent Directors**

### **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 an Independent Director on the Board. The Committee, inter-alia, considers criteria as prescribed under the Companies Act, 2013 ('the Act') and SEBI (LODR) Regulations, 2015, positive attributes, area of expertise, number of Directorships and memberships held in various committees of other companies by such persons in accordance with the Company's Policy. The Board considers the Committee's recommendation and takes appropriate decision.

A statement, in connection with fulfilling the criteria of Independence and directorships as required under the provisions of the Act and SEBI (LODR) Regulations, 2015 received from each of Independent Directors, is disclosed in the Board's Report. Your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under the Act. Terms and Conditions for appointment of Independent Directors are available on website of the Company at [www.pptinvestment.in](http://www.pptinvestment.in). In the opinion of the Board, the Independent Directors fulfill the conditions as specified in SEBI (LODR) Regulations, 2015 and are Independent of the management.

### **Independent Directors' Induction and Familiarization**

The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor in maintaining the high Corporate Governance standards of the Company. The Executive Directors and the Company Secretary are jointly responsible for ensuring such induction and training programmes are provided to the Directors. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The details of such familiarization programme for Independent Directors are posted on website of the Company at [www.pptinvestment.in](http://www.pptinvestment.in).

The Company has organized the following workshops for the benefit of Directors and Independent Directors:

- a program on how to review, verify and study the financial reports;
- a program on Corporate Governance;

- provisions under the Companies Act, 2013; and
- SEBI Insider Trading Regulation, 2015.

## **Separate Meeting of Independent Directors**

To comply with the provisions of Schedule IV of the Act read with Regulation 25 of SEBI (LODR) Regulations, 2015, the Independent Directors met once during the Financial Year 2019-20, without the presence of Non-Independent Directors and members of the management team and inter-alia reviewed:

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors; and
- Assess 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.

In addition to formal meetings, interactions also took place between the Chairperson and Independent Directors.

## **Performance Evaluation of Board Members**

Pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013 read with Regulations 17(10) and 25 of the SEBI (LODR) Regulations, 2015 and relevant Schedules, the annual performance evaluation has been carried out of all the Directors, the Board, Chairman of the Board and the working of the mandatory committees viz., Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee in accordance with the guidelines prescribed under SEBI Guidance Note dated January 05, 2017.

The Company has devised a process and criteria for the performance evaluation, which has been recommended by the Board approved Nomination and Remuneration Policy, framed in terms of applicable provisions in this regard. The performance evaluation of the Board of Directors was carried out based on the detailed questionnaire containing criteria such as duties and responsibilities of the Board, information flow to the Board, time devoted to the meetings etc. Similarly, the Director's evaluation was carried out on the basis of questionnaire containing criteria such as level of participation by individual Directors, independent judgment by the Director, understanding of the Company's business etc.

The performance evaluation of the Board and the mandatory Committees, viz., Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee were done by all the Directors and the respective members of the committee as the case may be. The performance evaluation of each Independent Director was carried out by the entire Board excluding the Independent Director being evaluated. The performance evaluation of the Chairman and Non-Executive Directors was carried out by the Independent Directors.

## Code of conduct

The Company has adopted the Code of conduct as per Regulation 17(5) of the SEBI (LODR) Regulations, 2015 and is applicable to all its Board members and senior management personnel. Pursuant to Regulation 26(5) of the SEBI (LODR) Regulations, 2015 all members of senior management have confirmed that there are no material, financial and commercial transactions wherein they have a personal interest that may have a potential conflict with the interest of the Company at large.

Pursuant to Regulation 26(3) of the SEBI (LODR) Regulations, 2015 all the Board members and senior management personnel of the Company as on March 31, 2020 have affirmed compliance with their respective codes of conduct. A declaration signed by the Chairman cum Managing Director of the Company is published in this Report is enclosed as **Annexure - 1**.

The Copy of code of conduct is also available on the website of the Company on web link [www.pptinvestment.in](http://www.pptinvestment.in).

## Prohibition of Insider Trading

To comply with the provisions of Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prohibition of Insider Trading and the same is uploaded on website of the Company at [www.pptinvestment.in](http://www.pptinvestment.in).

## Committees of the Board

The Board Committees play a vital role in strengthening the Corporate Governance practices. The Board Committees are set up under formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board as a part of good governance practice. The Board supervises the execution of responsibilities by the Committee. Minutes of the proceedings of all the Committee meetings are placed before the Board to take note of the same. The Board Committees may request special invitees to join the meeting, as appropriate.

As required under Schedule V (Annual Report) of the SEBI (LODR) Regulations, 2015 mandatory disclosure(s) related to the Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee are as follows:

### a) Audit Committee

The Audit Committee of the Company has been constituted in line with the provisions of Regulation 18 of the SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act 2013 on-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended from time to time. The Board reviews the working of the Committee from time to time to bring about greater effectiveness in order to comply with the various requirements under the Act. The primary objective of the Audit Committee is to assist the

Board in reviewing the financial information which will be provided to the shareholders and others, reviewing the systems of internal financial controls and risk management established in the Company, appointing, retaining and reviewing the performance of independent auditors/ internal auditors and overseeing the Company's accounting and financial reporting processes and the audit of the Company's financial statements. The terms of reference and composition of the Audit Committee satisfy the requirements of Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulations 18 and 21 of the SEBI (LODR) Regulations, 2015.

The brief terms of reference of Audit Committee are as under:

- Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible.
- Approval of payment to Statutory Auditors for any other services rendered by Statutory Auditors.
- Recommendation for appointment, reappointment and replacement, remuneration and terms of appointment of auditors of the Company and approval of payment for any other services rendered by the statutory auditors of the Company.
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) Matters required to be included in the Directors' responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transaction;
  - (g) modified opinion(s) in the 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 raise 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 Auditor's Independence and performance, and effectiveness of Audit Process.
- Approval of subsequent modification of transactions of the listed entity with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of listed entity, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management, performance of statutory 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 of 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 in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the functioning of the whistle blower / vigil mechanism.
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background etc. of the candidate;
- To carry out any other function as is mentioned in the terms of reference of the audit committee, in terms of any other applicable guidelines or any other applicable law, as amended from time to time;
- Evaluate and review the risk management plan, the risk management system, including risk policy, risk process (risk identification, assessment, mitigation and monitoring), cyber security processes and risk registers laid down by the Management.
- Any other matters as delegated by the Board of Directors from time to time in terms of the applicable guidelines or any other applicable law, as amended from time to time;

The Audit Committee Meeting shall mandatorily review the following information:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters/ letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses;
- e) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- f) Statement of deviations:
  - Quarterly statement of deviation(s) including report of monitoring agency, if applicable submitted to Stock Exchange(s) in terms of Regulation 32(1).
  - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Audit Committee met 4 (Four) times during the Financial Year 2019-20 on May 30, 2019, August 14, 2019, November 13, 2019 and February 14, 2020.

**Composition of the Committee and attendance of the Members at the meetings held during the Financial Year ended March 31, 2020:**

<b>Name of Directors</b>	<b>Category of Directorship</b>	<b>Designation</b>	<b>No. of Meetings Attended</b>
Mr. Harshit Agarwal	Non-Executive Independent Director	Chairman	4/4
Mr. Santosh Kumar Kushawaha	Non-Executive Independent Director	Member	4/4
Mrs. Shweta Gupta	Non-Executive Independent Director	Member	4/4

The Company Secretary acts as the Secretary to the Committee. The Chairman of the Audit Committee was present at the last AGM held on September 30, 2019.

**Vigil Mechanism / Whistle Blower Policy**

To comply with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015 the Company has adopted a Vigil Mechanism / Whistle Blower Policy for Directors and employees of the Company. Under the Vigil Mechanism Policy, the protected disclosures can be made by a victim through an e-mail or a letter to the Chairperson of the Audit Committee.

The Policy provides for adequate safeguards against victimization of employees and Directors who avail of the vigil mechanism and also provides a direct access to the Vigilance Officer or the Chairperson of the Audit Committee, in exceptional cases. No personnel of the Company has been denied access to the Audit Committee.

The main objective of this policy is to provide a platform to Directors and employees to raise concerns regarding any irregularity, misconduct or unethical matters / dealings within the Company which may have a negative bearing on the organization either financially or otherwise.

This policy provides an additional channel to the normal management hierarchy for employees to raise concerns about any breach of the Company's values or instances of violations of the Company's Code of Conduct. Therefore, it is in line with the Company's commitment to open communication and to highlight any such matters which may not be getting addressed in a proper manner.

During the year under review, No complaints were received under the Whistle Blower Policy.

## **b) Stakeholders' Relationship Committee**

The Stakeholders Relationship Committee of the Company has been constituted in line with the provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the SEBI (LODR) Regulations, 2015. The purpose of the Committee is to assist the Board and the Company in maintaining healthy relationships with all stakeholders and consider and resolve the grievances like share transfers, transmissions, issue of duplicate share certificates, Dematerialization of shares and all other issues pertaining to shares and also to redress investor grievances like non-receipt of dividend warrants, non-receipt of Annual Reports and other complaints related to share transfers etc. The terms of reference and composition of the Stakeholders' Relationship Committee satisfy the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015

The brief terms of reference of Stakeholder's Relationship Committee are as under:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by shareholders;

- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The Stakeholders' Relationship Committee met 1 (One) time during the Financial Year 2019-20 on February 03, 2020.

**Composition of the Committee and attendance of the Members at the meetings held during the Financial Year ended March 31,2020:**

<b>Name of Directors</b>	<b>Category of Directorship</b>	<b>Designation</b>	<b>No. of Meetings Attended</b>
Mr.Harshit Agarwal	Non-Executive Independent Director	Chairman	1/1
Mr. Santosh Kumar Kushawaha	Non-Executive Independent Director	Member	1/1
Mr. Neeraj Kumar Singh	Executive Director	Member	0/0

The Company Secretary acts as the Secretary to the Committee. The Chairman of the Stakeholders' Relationship Committee was present at the last AGM held on September30, 2019.

**Investor Grievances / Complaints:**

The details of the Investor Complaints received and resolved during the Financial Year ended March 31, 2020 are as follows:

Opening Balance:0

Received: 1

Resolved: 1

Closing: 0

All the complaints received during the Financial Year 2019-20 were resolved to the satisfaction of shareholders. To enable investors to share their grievance or concern, Company has set up dedicated E-Mail ID [info@pptinvestment.com](mailto:info@pptinvestment.com) for any queries.

**c) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of the Company has been constituted in line with the provisions of Section178 of the Companies Act, 2013 read with Regulation 19 of the SEBI (LODR), Regulations, 2015. The Committee ensures/determines fit and proper



attributes/qualifications of proposed/existing Directors and Key Managerial Personnel through which the Company recruits, motivates and retain outstanding senior management and oversees the Company' overall approach to human resources management.

The Committee under the guidance of the Board has formulated the criteria and framework for the performance evaluation of every Director on the Board, including the Executive and Independent Directors. The Committee also identified ongoing training and education programs to ensure that the Non-Executive Directors are provided with adequate information regarding the business, the industry, and their legal responsibilities and duties. The terms of reference and composition of the Nomination and Remuneration Committee satisfy the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015 and SEBI (Share Based Employee Benefits) Regulations, 2014 as amended from time to time.

The brief terms of reference of Nomination and Remuneration Committee are as under:

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees, and for evaluation of the performance of independent directors and the Board of Directors;
- Ensure and determine that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors and also the Independent Directors and size of the Board and its diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board of Directors their appointment and removal, and carrying out evaluation of every director's performance;
- Determine whether to extend or continue the term of appointment of the independent directors on the basis of the report of performance evaluation of independent directors; and
- Framing suitable policies and systems to ensure that there is no violation by an employee as well as by the Company of any applicable laws in India or overseas, including: (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

The Nomination and Remuneration Committee met 2 (Two) times during the Financial Year 2019-20 on April 20, 2019 and February 25, 2020.

The Company Secretary acts as the Secretary to the Committee. The Chairman of the Nomination and Remuneration Committee was present at the last AGM held on September 30, 2019.

**Composition of the Committee and attendance of the Members at the meetings held during the Financial Year ended March 31, 2020:**

<b>Name of Directors</b>	<b>Category of Directorship</b>	<b>Designation</b>	<b>No. of Meetings Attended</b>
Mr. Harshit Agarwal	Non-Executive Independent Director	Chairman	2/2
Mr. Santosh Kumar Kushawaha	Non-Executive Independent Director	Member	2/2
Mrs. Shweta Gupta	Non-Executive Independent Director	Member	2/2

**Performance evaluation criteria for Independent Directors**

The Nomination and Remuneration policy of the Company lays down the criteria of appointment and remuneration of Directors/Key Managerial Personnel including criteria for determining qualification, positive attributes, independence of Directors, criteria for performance evaluation of Executive and Non-executive Directors (including Independent Directors) and other matters as prescribed under the provisions of the Act and the SEBI (LODR) Regulations, 2015.

An indicative list of factors that may be evaluated including but not limited to participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

**Remuneration paid to Executive & Non-Executive Directors**

Details of remuneration paid to Executive Directors of the Company during the Financial Year 2019-20 are as follows:

<b>S. No.</b>	<b>Particulars of Remuneration</b>	<b>Executive Directors</b>		
		<b>Mr. Vinod Kumar Bansal</b>	<b>Mr. Neeraj Kumar Singh</b>	<b>Total Amount (Rs.)</b>
1.	Gross Salary			
	(a)Salary as per provisions contained in section 17(1) of the Income-tax Act,1961,	0	0	0
	(b)Value of perquisites u/s17(2) of the	0	0	0

	Income-tax Act,1961 (c)Profits in lieu of salary under section17(3) of the Income tax Act,1961	0	0	
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission - as% of profit - Others, specify...	0	0	0
5.	Others, please specify	0	0	0
6.	Total(A)	0	0	0

Details of Sitting Fees paid to Non-Executive Independent Directors during the Financial Year 2019-2020 are as follows:

Name of the Director	Board Meeting	Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Stakeholders' Relationship Committee Meeting
Mr. Santosh Kumar Kushawaha	5000	4000	2000	1000
Mr. Harshit Agarwal	7000	4000	2000	1000
Ms. Shweta Gupta	5000	4000	2000	0

### **Criteria of making payments to Non-executive Directors including all pecuniary relationship or transactions of Non-executive Director**

The Independent Directors are not paid any remuneration other than the sitting fee for attending meetings of the Board and the Committees thereof as approved by the Board.

There has been no pecuniary relationship or transactions of the Non-executive Directors vis-à-vis the Company during the year except the sitting fee paid to them as detailed above.

### **General Body Meetings**

## Annual General Meetings

The Annual General Meetings ('AGM') of the Company during the preceding three years were held at the following venues, dates and times, wherein No special resolutions were passed:

AGM	Financial Year	Date	Time	Venue	Special Resolution Passed
37 <sup>th</sup>	2018-2019	30.09.2019	9:00 A.M	D-13, Second Floor, Prashant Vihar, Rohini, New Delhi-110085	None
36 <sup>th</sup>	2017-2018	28.09.2018	9:00 A.M	Navkar Tirth AtiseyKestra, Village Neewal, Near MahavidayKestra, Ghevra More, Rohtak Road, Delhi	None
35 <sup>th</sup>	2016-2017	27.09.2017	1:30 P.M		None

## Extra-ordinary General Meeting

The Extra-Ordinary General Meeting during the Financial Year 2019-20 was held on 16<sup>th</sup> March, 2020 at 11:30 A.M. at D-16, Second floor, Prashant Vihar, Sector-14, Rohini, New Delhi-110085.

## Postal Ballot

During the Financial Year ended 31<sup>st</sup> march, 2020, no special resolution requiring postal ballot was neither proposed last year nor is being proposed for the ensuing AGM.

## Means of Communication

Information like Quarterly / Half Yearly / Annual Financial Results and press releases on significant developments in the Company that have been made available from time to time have been submitted to the Stock Exchanges to enable them to put on their websites and communicate to their Members. The same is also made available on the Company's website at [www.pptinvestment.in](http://www.pptinvestment.in).

The Quarterly / Half Yearly / Annual Financial Results are published in English and Hindi language newspapers viz Financial Express & Jansatta within the stipulated period in compliance with Listing Regulations.

Annual Report containing interalia, Audited Annual Accounts, Director's Report, Auditors Report, Corporate Governance Report & Management Discussion & Analysis Report is circulated to members and others entitled thereon. The Company is electronically filing all

reports/information including Quarterly Financial Results, Shareholding Pattern, and Corporate Governance Report etc., on BSE website viz. [www.bseindia.com](http://www.bseindia.com).

## General Shareholders Information

### 1. Annual General Meeting

<b>Annual General Meeting Date</b>	10 <sup>th</sup> September, 2020 at 11:00 A.M.
<b>Venue</b>	314, 3 <sup>rd</sup> Floor, Opposite Plot No.39, R.G. Mall, Sector-9, Rohini, New Delhi-110085
<b>Financial Year</b>	1 <sup>ST</sup> April 2019- 31 <sup>st</sup> March 2020
<b>Book closure date</b>	04 <sup>th</sup> September, 2020 (Friday) to 10 <sup>th</sup> September, 2020 (Thursday), both days inclusive for payment of dividend & Bonus (If Any)

### 2. Tentative Financial Calendar 01<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020

Tentative calendar for declaration of results for the Financial Year 2020-21

1.	First Quarter Results	On or before August 14, 2020
2.	Second Quarter Results	On or before November 14, 2020
3.	Third Quarter Results	On or before February 14, 2021
4.	Audited Annual Results for the Financial Year 2020-21	On or before May 30, 2021

### 3. Dividend and its Payment

During the year under review, your Company has not paid any dividend. To maintain the liquidity of funds, the Board of Directors has decided not to declare any dividend for this financial year 2020-21. The Board assures you to present a much strong financial statements in the years to come.

### 4. Listing of Shares on Stock Exchange and Stock Code

The Company's shares are listed on following stock exchange:

<b>Name and Address of the Stock Exchange</b>	Bombay Stock Exchange Limited. (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
<b>Scrip Code</b>	506122
<b>ISIN</b>	INE820M01018
<b>Depositories</b>	<b>National Securities Depositories Limited</b> Trade World, 4 <sup>th</sup> Floor, Kamala Mill Compound, Lower Parel, Mumbai-13. <b>Central Depositories Services Limited</b> P.J.Towers, 28 <sup>th</sup> Floor, Dalal Street Mumbai-23

The Annual Listing fee for the financial year 2019-20 has already duly paid to all the Stock Exchange where Shares of the Company are listed.

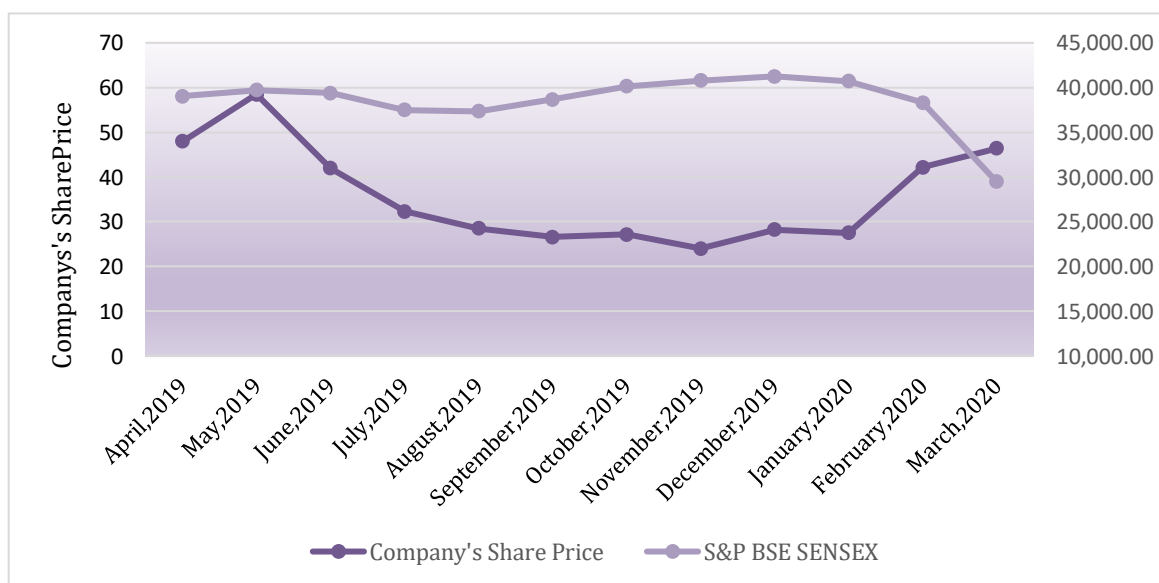
## 5. Market Information

**Market Price Data for the period April 1, 2019 to March 31, 2020:** The monthly high and low prices and volumes of shares of the Company at BSE Limited (BSE) for the year ended 31<sup>st</sup> March, 2020 are as under:

Year	Month	High	Low	Volume (Nos.)
2019	April	53.70	42.00	3,534
	May	60.60	39.50	13,579
	June	57.05	42.00	2,468
	July	43.40	29.40	2,593
	August	35.55	25.60	2,414
	September	31.90	24.70	7,799
	October	34.40	25.30	3,446
	November	28.35	23.30	1,610
	December	28.25	23.40	933
2020	January	31.00	24.70	1,900
	February	42.20	24.85	3,360
	March	51.20	44.00	14,141

## 6. Performance in comparison to broad based indices such as S&P BSE Sensex

Pankaj Piyush and Trade Investment Limited VS S&P BSE SENSEX



*Note – Indicates monthly closing positions.*

## 7. Distribution Summary as on 31<sup>st</sup> March, 2020

Shareholding of Nominal Value of Rs.	No. of Shareholders	% of Total Shareholders	No. of Share holding (Amount in Rs.)	% of Nominal Value
1 to 5000	915	90.33	815800	20.4
5001 to 10000	49	4.48	418580	10.46
10001 to 20000	24	2.37	410570	10.26
20001 to 30000	5	0.49	133780	3.34
30001 to 40000	4	0.39	138010	3.45
40001 to 50000	4	0.39	186770	4.67
50001 to 100000	9	0.89	800100	20
100001 to above	3	0.3	1096390	27.41
<b>Total</b>	<b>1013</b>	<b>100.00</b>	<b>4000000</b>	<b>100.00</b>

## 8. Shareholding Pattern as on 31<sup>st</sup> March, 2020

Category	No. of Shareholders	No. of Shares held	% of Total Shareholding
<b>Promoter and Promoter Group</b>			
Individual Shareholders	1	60,000	15
<b>Public Shareholding</b>			
Corporate Bodies	15	6535	1.63
Individual Shareholders/HUF	991	321932	80.48
NRI	6	11533	2.89
<b>Total</b>	<b>1013</b>	<b>400000</b>	<b>100</b>

## 9. Registrar and Share Transfer Agent

All the work relating to the shares held in the physical form as well as the shares held in the electronic (demat) form is being done at one single point and for this purpose SEBI Registered Category 1 Registrar and Share Transfer Agent (RTA) has been appointed, whose details are given below:

**Skyline Financial Services Private Limited** Tel.: 011-26812682/83, 011-64732681 to 88  
D-153/A, Okhla Industrial Area, Phase-I, Email: admin@skylinerta.com  
New Delhi-110020, Website: [www.skylinerta.com](http://www.skylinerta.com)

## 10. Share Transfer System

As on 31<sup>st</sup> March, 2020, 4,00,000 equity shares of the Company were in dematerialized form and none of the equity shares were held in physical form. The Shares received for transfer in physical mode are registered and returned within a period of 15 Days from the date of receipts if the documents are clear in all respect.

Transfer of Equity Shares in dematerialized form are done through depositories with no involvement of the Company. With regard to transfer of equity shares in physical form, the Share transfer instruments, received in physical form, are processed by our RTA, Skyline Financial Services Private Limited and the share certificates are dispatched within a period of 15 (Fifteen) days from the date of receipt thereafter subject to the documents being complete and valid in all respects.

Company obtains a half-yearly certificate from a Company Secretary in Practice in respect of the share transfers as required under Regulation 40(9) of SEBI (LODR) Regulations, 2015 and files a copy of the said certificate with the Stock Exchanges.

SEBI vide its Notifications dated June 8, 2018 and November 30, 2018 mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, to avail benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

## 11. Dematerialization of shares and liquidity

The shares of the Company are available for trading in the dematerialized form under both the Depository Systems in India - NSDL and CDSL. The International Securities Identification Number (ISIN) allotted to the Company's shares under the Depository System is INE820M01018. The Company's shares are actively traded on the stock exchanges.

As on 31<sup>st</sup> March, 2020, a total of 4,00,000 Equity Shares of the Company, which translates to 16.67 % of the Share Capital, stood dematerialized. The processing activities with respect to requests received for dematerialization are completed between fifteen to thirty days.

Category	No. of Shares	% Percentage
CDSL	70,999	17.75%
NSDL	3,29,001	82.25%
<b>Total</b>	<b>4,00,000</b>	<b>100%</b>

## 12. Outstanding GDRS/ADRS/Warrants/Convertible Instruments and their impact on equity:



The Company does not have any outstanding GDR's/ADR's/Warrants or any Convertible instruments having any impact on equity.

### **13. Address for Communication:**

The Company's Registered Office is situated at –  
**PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED**  
314, 3rd Floor, Opposite Plot No. 39, R. G. Mall, Sector-9,  
Rohini, New Delhi-110085  
E-Mail Id- info@pptinvestment.com

### **14. Investor Correspondence**

For any assistance regarding share transfers, transmission, change of address, non-receipt of annual report and any other query relating to the shares of the Company. Please write to M/s Skyline Financial Services Pvt. Ltd., D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi- 110020.

### **15. Reconciliation of Share Capital Audit**

The Reconciliation of Share Capital Audit is conducted by a Company Secretary in practice to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') 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 Depositories) and that the requests for dematerialization of shares are processed by the Registrar and Share Transfer Agent within statutory period and uploaded with the concerned depositories.

## **OTHER DISCLOSURES**

### **1. Disclosure on Materially significant related party transaction:**

There have been no materially significant related party transactions with the Company's Promoters, Directors, the Management, their subsidiaries or relatives which may have potential conflict with the interests of the Company at large. The necessary disclosures regarding related party transactions are given in the notes to accounts. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of Directors were taken wherever required in accordance with the Policy. The policy has been uploaded on the website of the Company at [www.pptinvestment.in](http://www.pptinvestment.in).

**2.** There were no instances of material non-compliances with Stock Exchange(s), SEBI or RBI regulations nor any penalties or strictures have been imposed on the Company by the Stock

Exchange(s), SEBI or RBI or any statutory authority on any matter related to capital markets during the last three financial years.

### **3. Establishment of Vigil Mechanism/ Whistle Blower**

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had adopted Whistle Blower Policy/Vigil Mechanism applicable for Directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of Directors/ employees who avail the mechanism.

The Company affirms that no personnel has been denied access to the Audit Committee. In order to ensure proper functioning of vigil mechanism the Audit Committee of the Company on quarterly basis take note of the same. The Whistle Blower Policy/Vigil Mechanism is also placed on website of the Company, i.e. [www.pptinvestment.in](http://www.pptinvestment.in).

### **4. Compliances under SEBI (LODR) Regulations, 2015**

The Company is regularly complying with the all the mandatory requirements of SEBI (LODR) Regulations, 2015 as stipulated therein. Information, certificates and returns as required under the provisions of SEBI (LODR) Regulations, 2015 are sent to the stock exchanges within the prescribed time. However, the Company has not adopted any of the non-mandatory requirements stipulated under the said enactment.

### **5. Material Subsidiaries**

During the year under review, the Company does not have any material subsidiaries. However, the Company has adopted a Policy for Determination of Materiality of Events / Information for Disclosures, Policy on Preservation of Document and Archival Policy. The policy is also placed on website of the Company at [www.pptinvestment.in](http://www.pptinvestment.in).

**6.** There is no commodity price risk or foreign exchange risk and hedging activities involved or applicable.

**7.** Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). **Not Applicable**

### **8. Certificate from PCS for Non- Disqualification of Directors**

The certificate from a Company secretary in practice 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 the Board/Ministry of Corporate Affairs or any such statutory authority as stipulated under Regulation 34 of the SEBI (LODR) Regulations, 2015 and certificate in this respect received from an Independent Firm of Practising Company

Secretaries is enclosed as an **Annexure-3**

9. During the year under review, the Board has accepted all mandatory recommendation of Committees.

## 10. Fees paid to the Statutory Auditors

Total fees for all services paid by the Company, to Statutory Auditors of the Company and during the Financial Year ended 31<sup>st</sup> March, 2020 is as follows:

Particulars	M/s V.N. Purohit & Co.
Audit Fee	50,000
Other Services	-
Reimbursement of expenses	-
<b>Total</b>	<b>50,000</b>

## 11. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- Number of complaints filed during the financial year- Nil
- Number of complaints disposed of during the financial year- Nil
- Number of complaints pending as at the end of the financial year- Nil

12. The Company has complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the SEBI (LODR) Regulations, 2015.

### 13. Compliance Certificate:

The Company has complied with Corporate Governance Requirements as specified in Regulation 17 to 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period commencing from April 01, 2019 and ended on March 31, 2020 and the same is annexed to the report as **Annexure - 4**.

### 14. CFO certification:

The requisite certification from the Chief Financial Officer for the Financial Year 2019-20 required to be given under Regulations 17(8) and 33(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was placed before the Board of Directors of the Company at its meeting held on 12<sup>th</sup> August, 2020 and the same is annexed to the report as **Annexure - 2**.

### 15. Equity Shares in the Demat suspense account / unclaimed suspense account:

As on March 31, 2020, there are no shares in the Demat suspense account / unclaimed suspense account.

## **Green Initiative**

Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014, the Company can send Notice of Annual General Meeting, Financial Statements and other communication in electronic form.

Your Company is sending the Annual Report including the Notice of Annual General Meeting, Audited Financial Statements, Board's Report along with their annexure etc. for the Financial Year 2019-20 in electronic mode to the shareholders who have registered their e-mail address with the Company and/or their respective Depository Participants (DPs). Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail addresses with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the Company / RTA, by sending a letter, duly signed by the first/sole holder quoting details of Folio Number.

**For and on behalf of the Board of Director  
For Pankaj and Piyush Trade Investment Limited**

**Place: New Delhi**

**Date: 12<sup>th</sup> August, 2020**

**Sd/-  
Vinod Kumar Bansal  
Managing Director  
DIN:00243709**

**Sd/-  
Shweta Gupta  
Director  
DIN:07452923**

# Code of Conduct (Annexure-1)

This is to certify that the Company has laid down a Code of Conduct (the Code) for all Board Members and Senior Management Personnel of the Company and a copy of the Code is put on the website of the Company viz. [www.pptinvestment.in](http://www.pptinvestment.in).

It is further confirmed that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management Personnel, as approved by the Board, for the financial year ended on March 31, 2020.

**For and on behalf of the Board of Director  
For Pankaj and Piyush Trade Investment Limited**

**Place: New Delhi**

**Date: 12<sup>th</sup> August, 2020**

**Sd/-  
Vinod Kumar Bansal  
Managing Director  
DIN: 00243709**

**Sd/-  
Shweta Gupta  
Director  
DIN: 07452923**

## **CHIEF FINANCIAL OFFICER CERTIFICATION (ANNEXURE-2)**

**To**  
**The Board of Directors,**  
**Pankaj Piyush and Investment Limited**

1. I, Usha Sharma, Chief Finance Officer of Pankaj Piyush Trade and Investment Limited pursuant to the requirement of Regulation 17(8) of the SEBI(LODR) Regulations, 2015 and to the best of our knowledge and belief, hereby certify that:
2. I have reviewed the balance sheet and profit and loss account, and all its schedules and notes to accounts, as well as the cash flow statement.
3. Based on my knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made.
4. Based on my knowledge, information and belief, the financial statements and other financial information included in this report present a true and fair view of the company's affairs for the period presented in this report and are in compliance with the existing accounting standards, applicable laws and regulations.
5. To the best of my knowledge, information and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
6. I am responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting.
7. I have disclosed, based on my most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be to rectify the deficiencies;  
I have indicated to the Auditors and the Audit Committee:
  - Significant changes in the Company's internal control over the financial reporting during the year;
  - All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
  - Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board of Director**

**For Pankaj and Piyush and Investment Limited**

**Place: New Delhi**  
**Date: 12<sup>th</sup> August, 2020**

**Sd/-**  
**Usha Sharma**  
**(Chief Financial Officer)**

# CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS (ANNEXURE-3)

## Certificate on Non-Disqualification of Directors

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

To,  
The Members,  
Pankaj Piyush Trade and Investment Limited  
314, 3rd Floor, Opposite Plot No. 39, R. G. Mall, Sector-9,  
Rohini, New Delhi-110085

1. We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s Pankaj Piyush and Trade Investment Limited (CIN: L65990DL1982PLC256291)** and having its registered office at 314, 3rd Floor, Opposite Plot No. 39, R. G. Mall, Sector-9, Rohini, New Delhi-110085 (hereinafter referred as "the Company"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. We have obtained all the information and explanations which are to the best of our knowledge and belief were necessary for the purpose of certification.

2. As on 31<sup>st</sup> March, 2020 the Board of Directors of the Company comprised of:

S. No.	Name of Director	Designation	DIN	Date of Appointment
1.	Vinod Kumar Bansal	Managing Director	00243709	31.05.2012
2.	Santosh Kumar Kushawaha	Independent Director	02994228	31.08.2017
3.	Harshit Agarwal	Independent Director	06946506	12.08.2014
4.	Shweta Gupta	Non-Executive Director	07452923	30.04.2016
5.	Neeraj Kumar Singh	Executive Director	07452949	30.04.2016

3. In our opinion and to the best of our information & according to the verification and examination of the disclosures/ register under section 184/189, 170, 164, 149 of the Companies Act, 2013 (the Act) and DIN based search on MCA Portal ([www.mca.gov.in](http://www.mca.gov.in)), we certify that None of the above named Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority for the Financial Year ended 31<sup>st</sup>March, 2020.

**For and On Behalf of VMS & Co.**

Sd/-

**Megha Sharan**

**(Company Secretaries)**

**Membership No. F9802**

**CP No. 12171**

**Date: August 12, 2020**

**Place: New Delhi**

**UDIN: F009802B000585916**

## **AUDITOR CERTIFICATE ON CORPORATE GOVERNANCE CERTIFICATE (ANNEXURE-4)**

**To,  
The Members,  
Pankaj Piyush Trade and Investment Limited  
314, 3rd Floor, Opposite Plot No. 39, R. G. Mall, Sector-9,  
Rohini, New Delhi-110085**

We have examined all the relevant records of Pankaj Piyush Trade and Investment Limited (CIN: L65990DL1982PLC256291)(the Company)for the purpose of certifying the compliance of the conditions of Corporate Governance as stipulated under Regulation 17 to 27,Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period commencing from April 01, 2019and ended on March 31, 2020. We have obtained all the information and explanations which are to the best of our knowledge and belief were necessary for the purpose of certification.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulation 17 to 27, Clauses (b) to (i) of sub regulation(2) of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 and Para C, D and E of Schedule V for the period commencing from April 01, 2019 and ended on March 31,2020.

This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For and On Behalf of VMS & Co.**

**Date: August 12, 2020  
Place: New Delhi  
UDIN: F00982B000587456**

**Sd/-  
Megha Sharan  
(Company Secretaries)  
Membership No. F9802  
CP No. 12171**



# NOMINATION & REMUNERATION POLICY

Our Policy is on the appointment and remuneration of directors, Key Managerial Personnel and other senior management team for providing equitable remuneration to the directors and to recommend the qualified directors to the Board. The nomination and remuneration policy is provided herewith pursuant to Section 178(4) of the Companies Act, 2013. The Policy is also available on the website of the company.

## Objectives

This policy is framed with the following objectives:

- The remuneration of the Whole Time Directors/Executive Directors is fixed by the Remuneration Committee as constituted. The remuneration of Employees other than Whole-time Directors is approved by the Remuneration Committee based on recommendations made to it.
- To specifies remuneration packages for Whole-time Directors including pension rights and compensation payments.
- The Non-Executive Directors are not paid any remuneration. They are only entitled to sitting fees for attending Board and Committee Meetings.
  - To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive / Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
  - The policy also addresses the following items:
    - Committee member qualifications;
    - Committee member appointment and removal;
    - Committee structure and operations; and
    - Committee reporting to the Board.
  - To formulate the criteria for evaluation of performance of all the Directors on the Board;

## Constitution of Nomination and Remuneration Committee

The Board has re-constituted the “Nomination Committee” of the Board on 31<sup>st</sup> August, 2017. This is in line with the requirements under the Companies Act, 2013.

The Committee currently comprises of:-

<b>Name</b>	<b>Designation in Committee</b>	<b>Nature of Directorship</b>
<b>Mr. Harshit Agarwal</b>	<i>Member</i>	Non-Executive Independent Director
<b>Mr. Santosh Kumar Kushawaha</b>	<i>Chairman</i>	Non-Executive Independent Director
<b>Ms. Shweta Gupta</b>	<i>Member</i>	Non-Executive Director

### **Role and Powers of the Committee**

The Nomination & Remuneration committee has been constituted to recommend/review remuneration of Directors and key managerial personnel based on their performance and defined assessment criteria.

The remuneration policy of our Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practice.

The role and power of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- Periodically reviewing the size and composition of the Board to ensure that it is structured to make appropriate decisions, with a variety of perspectives and skills, in the best interests of the Company as a whole;
- Formulate the criteria determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the range of skills, experience and expertise, on the Board and who will best complement the Board;
- Make recommendations to the Board on appropriate criteria for the Directors. Formulate the criteria and framework for evaluation of performance of every director on the Board of the Company.
- Identify ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the options of the business, the industry and their legal responsibilities and duties.
- To recommend to the Board, the remuneration packages of the Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);

- To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/Deputy Managing/Whole-time/ Executive Directors, including pension rights and any compensation payment;
- To implement, supervise and administer any share or stock option scheme of the Company;
- To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

### **Policy for appointment, term, removal and retirement of Managerial Personnel, Director, KMP and Senior management**

#### ***Appointment criteria and qualifications***

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or senior management level and recommend to the Board his /her appointment.
- A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion.
- to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Managing Director / Executive Director/ Independent Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended at the discretion of the committee beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- A whole-time KMP of the Company shall not hold office in more than one company except in its subsidiary company at the same time. However, a whole-time KMP can be appointed as a Director in any company, with the permission of the Board of Directors of the Company.
- In case of Independent director shall ensure that he/she possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance , technical operations or other disciplines related to the company's business.

## ***Term/ Tenure***

- **Managing Director / Whole-time Director**

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time Director for a term not exceeding five years at a time. No re appointment shall be made earlier than one year before the expiry of term.

- **Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for five years or more in the Company as on April 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of five years only.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time (Executive) Director of a listed company.

## ***Removal***

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, rules and regulations.

## ***Retirement***

The Whole-time Directors, KMP and senior management personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

## **Policy relating to Remuneration of Directors, Managerial personnel, KMP and Senior Management**

- The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
- The remuneration and commission, if any, to be paid to the Directors, Managing Director and senior management shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
- Increments to the existing remuneration / compensation, structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
- Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

### ***Remuneration to Directors, KMPs and other employees***

The policy on remuneration for KMPs and other employees is as below:-

- The Remuneration/Compensation/Profit linked Incentive etc. to Directors, Managerial Personnel, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The Remuneration / Compensation / Profit Linked Incentive etc. to be paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- Managerial Personnel, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

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.

- If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel 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 prior approval of the Central Government.

- If any Managerial Personnel 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. f. Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.
- Increments if declared will be effective from 1st April of each financial year in respect of Managerial Personnel, KMP, Senior Management subject to other necessary approvals from statutory authorities as may be required.
- Where any insurance is taken by the Company on behalf of its Managerial Personnel, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

### **Increments**

- Salary increase is given to eligible employees based on position, performance and market dynamics as decided from time to time.

### **Remuneration to Non –Executive/Independent Directors**

- No monthly remuneration to be paid to Non-Executive/ Independent Director.
- 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 the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

### **Monitoring, Evaluation and Removal**

- *Evaluation*

The Committee shall carry out evaluation of performance of every Managerial Personnel, Director, KMP and Senior Management on yearly basis.

- *Removal*

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions of Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.

- *Minutes of Committee Meeting*

Proceedings of all meetings must be minuted and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting. Minutes of the Committee meeting will be circulated at the subsequent Board meeting for noting.

### **Policy Review**

This policy is framed based on the provisions of the Companies Act, 2013 and rules made thereunder.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the committee. Any change or modification on the policy as recommended by the committee would be given for approval of the Board of Directors.

### **Disclosure**

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.

# MANAGEMENT DISCUSSION AND ANALYSIS

The Management of **PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED** in its Analysis Report has highlighted the performance and outlook of the Company in order to comply with the requirement of Corporate Governance as laid down in SEBI (LODR) Regulations, 2015. However, investors and readers are cautioned that this discussion contains certain forward looking statements that involve risk and uncertainties.

## Global Overview

Even without the terrible effects of the COVID-19 pandemic, India's GDP growth had shown clear signs of slowing down.

Before the COVID-19 pandemic and lockdown, both the RBI and the Central Statistical Office (CSO) of the Government of India had revised the GDP growth rate downwards. The RBI changed its full year GDP growth estimate from an initial 7.2% to 5% in December 2019, and ascribed the tapering of growth to a tight credit market impacting fresh investments, weak capital expenditure and a slowdown in manufacturing.

In a similar vein, the second advance estimates of national income for FY2020 released by the CSO on 28 February 2020 was substantially lower: GDP growth for FY2020 was pegged at 5% compared to 6.1% in FY2019; and growth in gross value added was estimated at 4.9% in FY2020 versus 6% in FY2019.

On 29 May 2020, the CSO released its estimates of GDP and GVA growth for FY2020 and the fourth quarter of FY2020. In this exercise, it also substantially revised downward its earlier estimates for the first three quarters of FY2020.

GDP growth was 5.7% in January-March 2019; fell to 5.2% in April-June 2019; then yet again to 4.4% in July-September 2019; followed by 4.1% growth in October-December 2019 and 3.1% growth in January-March 2020.

GDP growth for FY2020 was 4.2% — the lowest in the last 11 years. Table 1 gives the data on real GDP and gross value added (GVA) growth over the last four financial years.

**Table 1: Growth in real GDP and GVA, India**

Particulars	FY2017 (3rd RE)	FY2018 (2nd RE)	FY2019 (1st RE)	FY2020
Real GDP growth	8.3%	7.0%	6.1%	4.2%
Real GVA growth	8.0%	6.6%	6.0%	3.9%

*Source: Government of India, Central Statistical Office (CSO). (RE) denotes revised estimate.*



# The COVID-19 Pandemic and Lockdown

The relatively slow GDP growth of around 4% in FY2020 now sounds like a miracle after being engulfed in the COVID-19 pandemic. On 25 March 2020, India went on to initiate the largest nation-wide lockdown in the world involving some 1.3 billion people. The full lockdown lasted up to 3 May 2020. Thereafter, varying forms of hard lockdowns have continued in states that have had large number of COVID-19 cases — be these across the states, or in what are called the 'red' districts or across containment zones in various cities.

The 40-days continuous lockdown across India has probably played a significant role in limiting the number of COVID-19 infections. As of 30 April 2020, India has reported 33,304 confirmed infections. While this may be an underestimate on account of the lack of sufficient testing, it is still true that, for its huge population, India has thankfully reported relatively few infections. Having said so, nobody really knows whether the infection rate will spike or not; if it does, at what rate; and when might we as a nation be out of this scourge. What we do know with some certainty is that the economy will take a massive hit in FY2021. Estimates of economists who are recognized for their soundness and care with which they do empirical work suggest that India's real GDP growth will fall from around 4% in FY2020 to around (-)5% in FY2021. If it were so, this will be the deepest contraction that India has seen since the downturn that occurred in 1979-80, when real GDP growth plummeted from 5.7% in the previous year to (-)5.2%. According to these economists, Q1 FY2021 will see a wasted first quarter (April-June 2020), a tortuously limping second quarter (July-September), followed by some recovery in the latter half of the fiscal year.

Faced with COVID-19 and the lockdown, the Company took immediate steps to handle this force majeure situation. Some of the initiatives were:

- Activating business continuity plans, with emergency response teams monitoring the situation and implementing actions in real time. As a result of this, all companies continued operating under a well-defined 'Work-from-Home' Protocol.
- Keeping employee safety was the topmost priority, and the Company ensured that all employees immediately moved to work from home. Moreover, all employees were advised to strictly follow the lockdown guidelines of the central and state governments as well as local municipalities. A health support hotline was created for employees with a doctor on call to provide support for employees having COVID or COVID-like symptoms.
- Swiftly moving the IT infrastructure to ensure availability of adequate bandwidth, setting up virtual private networks, making laptops available where needed and creating multiple platforms for collaboration and team meetings over digital media. All this was achieved while ensuring full security of each company's network.
- Reaching out to customers to ensure that pending claims could be paid and they could get their servicing requirements met.
- Getting all business partners to quickly get on to digital platforms for two-way communication.

The situation is still evolving and it is difficult to hazard a guess on how this pandemic will evolve. The Company will be focusing on profitability over growth, seeking to conserve cash, borrowing long-term, strengthening collections, reducing overheads and preserving capital adequacy.

## **Indian Economy**

In fiscal 2019, India clocked a GDP growth rate of 6.8%, thus maintaining the tag of the fastest-growing major economy in the world. Although economic growth during the second half of fiscal 2019 slowed down, given the deceleration in investments and private consumption following lower income growth, rural stress, and NBFC liquidity issues, the Government of India has announced a series of structural reforms to boost sustainable economic growth. Among these are liberalization of FDI flows and corporate tax reforms, including a massive reduction in the corporate tax rate. These measures are expected to increase capital inflows, to stabilize the financial structure, improve investments, and strengthen the overall business environment in the country. The Indian economy is expected to pick up momentum from the second half of fiscal 2020, on the back of accommodative fiscal and monetary policy and reform implementations. According to IMF, the growth in India is projected at 6.1% in fiscal 2020 and is then expected to rebound to 7.0% in fiscal 2021. The GDP rise would have a cascading effect on consumer spending, which would in turn further drive growth.

*Source: IMF, World Bank*

## **Indian Industrial Overview**

The weakening of the rupee has also boosted garment-manufacturing companies. Interestingly, the recovery in the US and European markets will continue to help garment-manufacturing companies. But it is companies who are into production of raw materials, especially yarn besides production and export of garments which have recorded a higher growth in revenues.

A large number of textiles exporters are facing a huge financial crunch due to substantial delay in getting duty drawback since the last five months from all the major ports. Drawback claims remain pending since September 2013 despite persistent follow up efforts made by the exporters, thereby, adversely affecting cash flows.

## **Opportunities & Threats**

The risks and opportunities of all corporations are inherent and inseparable elements. Directors and management of the Company take constructive decisions to protect the interests of stakeholders. The Company has in place a Risk Management Policy, which is monitored and reviewed under the guidance of the Audit Committee. The Committee comprises various departmental heads who meet regularly to identify processes exposed to risks, determine risk mitigation strategies, and monitor their implementation.

The company is mainly exposed to market risk, interest risk, credit risk. However, prudent business and risk management practices followed by the company over the years helps it to

manage normal industry risk factors which includes economic/business cycle, fluctuations in the stock prices in the market besides the interest rate volatility. However, the company hopes to improve its performance on the strength of its long experience and its strong emphasis on the fundamentals.

## **Risks and Concerns**

Our revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause decline in our performance.

An economic slowdown or other factors that affect the economic health of the country may affect our business. Our net income may get reduced if Government of India slashes the subsidies given.

Changes in the policies of the Government of India or political instability could delay the further liberalization of Indian economy, which could impact our business prospects. Our client contracts are often conditioned on our performance, which, if unsatisfactory, could result in lesser revenues.

## **Internal Control Systems and their Adequacy**

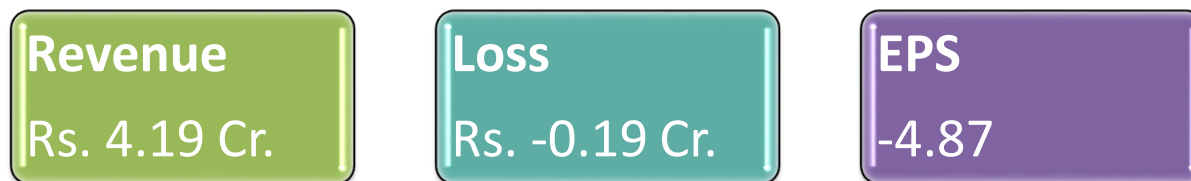
The Company has well-equipped and effective internal control systems in place that match the scale of its sector and the complexity of the market it works in. Such stringent and detailed controls ensure the effective and productive use of resources, to the degree that the Company's assets and interests are safeguarded, transactions are approved, registered and properly reported, and checks and balances guarantee reliability and consistency of accounting data. The Audit, Committee is undertaking a comprehensive system of internal audits and periodic assessments to ensure compliance with best practices. The Company has appointed M/s Anil Hariram & Co., Chartered Accountants, as the Internal Auditors of the Company to report on the Internal Financial Controls of the Company.

The Company has developed adequate internal control system commensurate to its size and business to ensure that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly. The internal audit report reviewed by the Management together with the Audit Committee of the Board. The Company has a strong Management Information System as a part of Control Mechanism. In an interdependent, fast-moving world, organizations are increasingly confronted by risks that are complex in nature and global in consequence. Such risks can be difficult to anticipate and respond to, even for the most seasoned business leaders. The audit committee reviews the performance of the audit and compliance functions, the effectiveness of controls and compliances with regulatory guidelines and gives such directions to the management as considered appropriate. The company has framed a compliance policy to effectively monitor and supervise the compliance functions in accordance with statutory requirements.

## **Financial Performance**

During the financial year 2019-20, total revenue has been decreased to Rs. 41,939,980 as against Rs. 120,410,330 in the previous year. The company has incurred a net loss of Rs. -19,48,770/- as compared to Profit after tax of Rs. 3,85,950/- during the previous year.

**FIGURE 1: REVENUE, PROFIT/LOSS & EPS FOR THE YEAR 2018-2019**



The Revenue, Expenses and Net Income of the Company has decreased by Rs. 78,470,350 Rs. 76,005,978 & Rs. 2,334,722 in the year 2019-20 under review thereby registering a decline of 65.17%, 63.52% and 604.92% respectively.

(In 000)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
<b>Total Revenue</b>	41,939.98	120,410.33
<b>Total Expenses</b>	43,653.63	119,659.61
<b>Net Income (I-II)</b>	-1,948.77	385.95

**Significant Changes in Financial Ratio**

During the year following significant changes in current year as compared to the previous year have been taken place in the financial ratios on a standalone basis and consolidated basis:

Financial Ratio	F. Y. 2019-20	F. Y. 2018-19	Change (%)	Reason for change
<b>Debtor Turnover</b>	2.52	0.00	100%	-
<b>Inventory Turnover</b>	0.42	1.19	-34.10%	-
<b>Interest Coverage Ratio</b>	0.00	6.22	-100%	-
<b>Current Ratio</b>	19.60	10.14	-183.15%	-
<b>Operating Profit Margin (%)</b>	-4.10%	0.74%	554.06%	-

<b>Net Profit Margin</b>	-4.66%	0.33%	-1412.12%	-
<b>Return on Net Worth</b>	-0.71%	0.14%	-507.14%	-

## **Human Resources / Industrial Relations**

Human resource is the most vital factor to achieve the goals of any organization. Being a progressive organization **PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED** firmly believes in the strength of its most vital asset. The company recognizes the importance of human value and ensures that encouragement both moral and financial is extended to each individual for motivating them to perform to the maximum capacity. The company industrial relations are cordial and satisfactory during the year under review.

IR-related risks continue on account of surplus capacity at the Company's Power train systems plants and high lead time for wage settlement. These include possible risks arising from stoppage of production and/or leading to unpredictable cost structure and/or possible lay-off. The Company adopts more focused continuous action plan for wage settlement, offers attractive voluntary retirement schemes, Firm and Fair approach for settlement with contract labour and implement "selected" industry best practices. As continued process in building capability initiative, special trainings were conducted on Employee Relations and adding value to Front line leadership development in the plant.

## **Cautionary Statement**

Certain statements in this report may be forward looking and are stated as may be required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. The company does not undertake to update these statements.

## **Acknowledgement**

Your directors take this opportunity to place on record their appreciation to all employees for their hard work, spirited efforts, dedication and loyalty to the company which helped the company for maintaining its growth. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of the investors, vendors, dealers, business associates and employees in an ensuring an excellent all around operational performance.

**For and on behalf of the Board of Director  
For Pankaj and Piyush Trade Investment Limited**

**Place: New Delhi**  
**Date: 12<sup>th</sup> August, 2020**

**Sd/-**  
**Vinod Kumar Bansal**  
**Managing Director**  
**DIN: 00243709**

**Sd/-**  
**Shweta Gupta**  
**Director**  
**DIN:07452923**

# Independent Auditor's Report

To  
The members of  
**PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED**

## Report on the Audit of Financial Statements

### Opinion

We have audited the accompanying financial statements of **PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED** ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2020, the statement of profit and loss and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31<sup>st</sup> March, 2020, and the **net loss** (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

Key audit matters	Auditor's response
<p data-bbox="204 275 578 306"><b><u>Measurement of Revenue</u></b></p> <p data-bbox="204 333 740 428">As per Ind AS 115, measurement of revenue to be made on transaction price.</p>	<p data-bbox="766 275 1372 338">Our audit procedure inter- alia included the following-</p> <ul data-bbox="829 365 1372 674" style="list-style-type: none"> <li data-bbox="829 365 1372 459">• We used assessment of overall control environment relevant for measurement of revenue.</li> <li data-bbox="829 487 1372 674">• We performed testing of journal entries, with particular focus on manual adjustment to revenue account, to mitigate the risk of manipulation of revenue and profit figures.</li> </ul>

### **Information other than the 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 Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and the auditor's report thereon.

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

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

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the AS and the other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for insuring the accuracy and completeness of the accounting

records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain a reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our 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 due to fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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



upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- (v) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statement, individually or in aggregate, makes it probable that the economic decision of reasonable knowledgeable user of the financial statement 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 controls 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 reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

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

### **Other Matters**

We draw your attention to note 29 of the financial statement which explains the uncertainties and management's assessment of the financial impact due to the lockdown/ restrictions related to COVID-19 pandemic imposed by the Government for which definitive assessment of the impact is dependent upon the future economic conditions. Our opinion is not modified in respect of this matter.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
  - d. In our opinion, the aforesaid financial statements comply with the accounting standards specified under Section 133 of the Act;
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 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 B**. 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, 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, if any of pending litigations on its financial position, in its financial statements (Refer note no. 28 of the financial statements).
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii.** The Company is not required to transfer any amount to the Investor Education and Protection Fund.

**FOR V.N. PUROHIT & CO.**  
**Chartered Accountants**  
**Firm Regn. No. 304040E**

**Date: 30<sup>th</sup> June, 2020**  
**Place: New Delhi**  
**UDIN: - 20014238AAAACO2401**

**Sd/-**  
**O.P. Pareek**  
**Partner**  
**Membership No. 014238**

## ANNEXURE- A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of **PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED** for the year ended on 31<sup>st</sup> March 2020.

- (i) (a) As per information and explanation given to us, the company is maintaining proper records showing full disclosures of fixed assets.  
  
(b) As per information and explanation given to us, physical verification of fixed assets has been conducted once in a year by the management and no material discrepancies were noticed during the course of verification.  
  
(c) According to information and explanation given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company;
- (ii) As per information and explanation given to us, physical verification of inventory has been conducted once in a year by the management and no material discrepancies were noticed during the course of such physical verification;
- (iii) According to information and explanation given to us, the Company has not granted any loans to parties covered in register maintained under section 189 of the Companies Act, 2013;
- (iv) According to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities so given.
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed there under are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii) (a) According to information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including income-tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;  
  
(b) According to information and explanation given to us, there are no outstanding statutory dues on the part of the Company which is not deposited on account of dispute.
- (viii) According to information and explanations given to us, the company has not obtained any loans and borrowings from any financial institution, bank, government or dues to debenture holders, and hence question of default in repayment does not arise;

- (ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. The Company has not taken any term loans from any bank or financial institution, hence reporting under provision of this sub-clause is not applicable to the Company;
- (x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;
- (xi) According to information and explanations given to us, the Company has not paid any managerial remuneration, hence the provisions of this sub-clause are not applicable to the Company;
- (xii) As per information, the Company is not a Nidhi Company, hence provisions of sub-clause (xii) of the Paragraph 3 of the Order are not applicable;
- (xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) According to information and explanations given to us, 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 information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him;
- (xvi) According to information and explanations given to us, the Company is not a Non-Banking Financial Company and is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification

**FOR V.N. PUROHIT & CO.**  
**Chartered Accountants**  
**Firm Regn. No. 304040E**

**Date: 30<sup>th</sup> June, 2020**  
**Place: New Delhi**  
**UDIN: - 20014238AAAACO2401**

**Sd/-**  
**O.P. Pareek**  
**Partner**  
**Membership No. 014238**

## **ANNEXURE- B TO THE AUDITOR'S REPORT**

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

We have audited the internal financial controls over financial reporting of **PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED** as on 31<sup>st</sup> March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for the 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 controls stated in the Guidance Note on Audit of Internal Financial Control 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 fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's 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 Companies Act, 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control 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 risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences 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 the receipt and expenditures of the Company are being 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 could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2020, based on "the internal financial controls over financial reporting criteria 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".

**FOR V.N. PUROHIT & CO.**  
**Chartered Accountants**  
**Firm Regn. No. 304040E**

**Date: 30<sup>th</sup> June, 2020**  
**Place: New Delhi**  
**UDIN: - 20014238AAAACO2401**

**Sd/-**  
**O.P. Pareek**  
**Partner**  
**Membership No. 014238**

**PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED**

CIN- L65990DL1982PLC256291

BALANCE SHEET AS AT 31ST MARCH 2020

*(Rs. in '000')*

	Notes	As at 31st March 2020	As at 31st March 2019
<b>ASSETS</b>			
<b>Non- current assets</b>			
Property, Plant and Equipment	3	3,177.37	3,340.55
Financial assets			
Investments	4	49.85	49.85
Other non current assets	5	15.20	15.20
<b>Current Assets</b>			
Inventories	6	69,249.55	84,223.68
Financial assets			
Trade receivables	7	17,252.34	-
Cash and cash equivalents	8	5,147.97	882.20
Loans	9	190,572.01	213,789.11
Current tax assets (net)		2,672.18	2,482.24
Other current assets	10	1,104.80	1,691.15
<b>Total Assets</b>		<b>289,241.27</b>	<b>306,473.98</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	11	4,000.00	4,000.00
Other equity	12	270,563.39	272,512.16
<b>LIABILITIES</b>			
<b>Non- current liabilities</b>			
Deferred tax liabilities (Net)	13	87.24	47.33
<b>Current liabilities</b>			
Financial liabilities			
Trade payables			
- total outstanding dues of creditors other than micro enterprises and small	14	6.39	28,923.48
Other financial liabilities	15	704.64	890.10
Other current liabilities	16	13,879.61	100.91
<b>Total Equity and Liabilities</b>		<b>289,241.27</b>	<b>306,473.98</b>

Notes to the Ind AS financial statements 1-35

The accompanying notes form an integral part of the Ind AS financial statements.  
As per our report of even date

**FOR V.N. PUROHIT & CO.**  
**Chartered Accountants**  
**Firm Regn. No. 304040E**

**For and on behalf of the Board of Directors of**  
**PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED**

**O. P. Pareek**  
**Partner**  
**Membership No. 014238**  
**UDIN:- 20014238AAAACO2401**

**Vinod Kumar Bansal**  
**Managing Director**  
**DIN -00243709**

**Shweta Gupta**  
**Director**  
**DIN- 07452923**

New Delhi, the 30th day of June, 2020

**Usha Sharma**  
**CFO**  
**PAN: BRFPS1323F**

**Sarita Singh**  
**Company Secretary**  
**M.No: A55937**

**PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED**

CIN- L65990DL1982PLC256291

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

		(Rs. in '000')	
	Notes	For the year ended on 31st March 2020	For the year ended on 31st March 2019
<b>REVENUE</b>			
Revenue from operations	17	41,828.97	120,250.69
Other income	18	111.01	159.64
<b>Total Revenue (I)</b>		<b>41,939.98</b>	<b>120,410.33</b>
<b>EXPENSES</b>			
Purchases of stock-in-trade	19	12,571.36	104,896.36
Changes in inventories of Stock-in-Trade	20	14,974.14	(5,124.78)
Employee benefits expense	21	9,273.16	7,812.44
Finance costs	22	-	143.71
Depreciation	3	163.19	172.10
Other expenses	23	6,671.78	11,759.78
<b>Total expenses (II)</b>		<b>43,653.63</b>	<b>119,659.61</b>
<b>Profit/ (loss) before exceptional items and tax (I-II)</b>		(1,713.65)	750.72
Exceptional items		-	-
<b>Profit/ (loss) before tax</b>		<b>(1,713.65)</b>	<b>750.72</b>
Tax expenses			
Current tax		(195.21)	(165.84)
Deferred tax		(39.91)	(198.93)
<b>Profit/ (loss) for the period (III)</b>		<b>(1,948.77)</b>	<b>385.95</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>Total Other Comprehensive Income (IV)</b>		-	-
<b>Total Comprehensive Income for the period (III+IV)</b>		<b>(1,948.77)</b>	<b>385.95</b>
<b>Earning per equity share (EPS)</b>			
[nominal value of share Rs. 10]			
Basic (in Rupees)		(4.87)	0.96
Diluted (in Rupees)		(4.87)	0.96

Notes to the Ind AS financial statements **1-35**

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

As per our report of even date

**FOR V.N. PUROHIT & CO.**  
Chartered Accountants  
Firm Regn. No. 304040E

**For and on behalf of the Board of Directors of  
PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED**

**O. P. Pareek**  
Partner  
Membership No. 014238  
UDIN:- 20014238AAAACO2401

**Vinod Kumar Bansal**  
Managing Director  
DIN -00243709

**Shweta Gupta**  
Director  
DIN- 07452923

New Delhi, the 30th day of June, 2020

**Usha Sharma**  
CFO  
PAN: BRFPS1323F

**Sarita Singh**  
Company Secretary  
M.No: A55937



**PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED**

CIN- L65990DL1982PLC256291

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2020

	(Rs. in '000')	
	For the year ended on 31st March 2020	For the year ended on 31st March 2019
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit/ (loss) before tax and after exceptional items	(1,713.65)	750.72
<u>Adjustments for items: -</u>		
Interest paid	-	143.71
Dividend received	(10.80)	(53.20)
Bad debts	3,417.58	-
Depreciation on property, plant & equipments	163.19	172.10
Operating Profit before working capital changes	1,856.32	1,013.33
<u>Working capital adjustments: -</u>		
(Increase)/ decrease in inventories	14,974.14	(5,124.78)
(Increase)/ decrease in trade receivables	(20,669.92)	5,258.27
(Increase)/ decrease in loans	23,217.10	21,628.96
(Increase)/ decrease in other current assets	586.34	27.55
Increase/ (decrease) in trade payables	(28,917.09)	(22,366.44)
Increase/ (decrease) in other financial liabilities	(185.46)	314.15
Increase/ (decrease) in other current liabilities	13,778.70	(264.67)
Cash generated from operations	4,640.13	486.37
Direct taxes paid	(385.16)	(478.21)
<b>Net cash flow from operating activities (A)</b>	<b>4,254.97</b>	<b>8.16</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Dividend received	10.80	53.20
<b>Net cash flow from investing activities (B)</b>	<b>10.80</b>	<b>53.20</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest paid	-	(143.71)
<b>Net cash flow from financing activities (C)</b>	<b>-</b>	<b>(143.71)</b>
<b>Net cash flow during the year (A + B + C)</b>	<b>4,265.77</b>	<b>(82.35)</b>
Add: Opening cash and cash equivalents	882.20	964.55
<b>Closing cash and cash equivalents</b>	<b>5,147.97</b>	<b>882.20</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	1,254.75	582.33
Balances with banks in current accounts	3,893.22	299.87
<b>Total cash and cash equivalents (Note 8)</b>	<b>5,147.97</b>	<b>882.20</b>

Notes to the Ind AS financial statements 1-35

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

As per our report of even date

**FOR V.N. PUROHIT & CO.**  
Chartered Accountants  
Firm Regn. No. 304040E

**For and on behalf of the Board of Directors of  
PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED**

**O. P. Pareek**  
Partner  
Membership No. 014238  
UDIN:- 20014238AAAACO2401

**Vinod Kumar Bansal**  
Managing Director  
DIN -00243709

**Shweta Gupta**  
Director  
DIN-07452923

New Delhi, the 30th day of June, 2020

**Usha Sharma**  
CFO  
PAN: BRFPS1323F

**Sarita Singh**  
Company Secretary  
M.No: A55937

**PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED**

CIN- L65990DL1982PLC256291

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

**A. Equity Share Capital***(Rs. in '000')*

<b>Balance as at 1st April 2018</b>	<b>Changes in equity share capital during the year</b>	<b>Balance as at 31st March 2019</b>
4,000.00	-	4,000.00
<b>Balance as at 1st April 2019</b>	<b>Changes in equity share capital during the year</b>	<b>Balance as at 31st March 2020</b>
4,000.00	-	4,000.00

**B. Other Equity***(Rs. in '000')*

Particulars	6% Non-Cumulative Compulsory Redeemable	Reserve & Surplus				Total
		Capital Reserves	Securities Premium	General Reserves	Retained Earnings	
<b>Balance as at 1st April 2018</b>	20,000.00	245,669.49	180,000.00	560.00	(174,103.28)	272,126.21
Profit/(loss) for the year	-	-	-	-	385.95	385.95
Total Comprehensive Income	-	-	-	-	385.95	385.95
<b>Balance as at 31st March 2019</b>	<b>20,000.00</b>	<b>245,669.49</b>	<b>180,000.00</b>	<b>560.00</b>	<b>(173,717.33)</b>	<b>272,512.16</b>
Balance as at 1st April 2019	20,000.00	245,669.49	180,000.00	560.00	(173,717.33)	272,512.16
Profit/(loss) for the year	-	-	-	-	(1,948.77)	(1,948.77)
Total Comprehensive Income	-	-	-	-	(1,948.77)	(1,948.77)
<b>Balance as at 31st March 2020</b>	<b>20,000.00</b>	<b>245,669.49</b>	<b>180,000.00</b>	<b>560.00</b>	<b>(175,666.10)</b>	<b>270,563.39</b>

Notes to the Ind AS financial statements

1-35

The accompanying notes form an integral part of the Ind AS financial statements.  
As per our report of even date

**FOR V.N. PUROHIT & CO.**  
Chartered Accountants  
Firm Regn. No. 304040E

**For and on behalf of the Board of Directors of**  
**PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED**

**O. P. Pareek**  
Partner  
Membership No. 014238  
UDIN:- 20014238AAAAC02401  
New Delhi, the 30th day of June, 2020

**Vinod Kumar Bansal**  
Managing Director  
DIN -00243709

**Usha Sharma**  
CFO  
PAN: BRFPS1323F

**Shweta Gupta**  
Director  
DIN-07452923

**Sarita Singh**  
Company Secretary  
M.No: A55937

## NOTES TO THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH 2020

### 1. Corporate Information:

Pankaj Piyush Trade and Investment Limited is a Company incorporated on the 29<sup>th</sup> day of May, 1982. It is registered with Registrar of Companies, Delhi. The Company is engaged in the business of investing capital and other moneys of the Company in the purchase of shares, stocks, units, debentures, debenture-stock, bonds, mortgages, obligation and securities issued or guaranteed by any company, corporation or undertaking, whether incorporated or otherwise, and where-so ever constituted or carrying on business and to buy, sell or otherwise deal in, shares, stocks, debentures, debenture-stock, bonds, notes mortgages, obligation and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust municipal, local or other authority or body in India or abroad. The Company is listed with Bombay Stock Exchange (Stock code is PANKAJPIYUS)

### 2. Significant Accounting Policies:

#### (a) Statement of Compliance:

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) specified under section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

#### (b) Basis for preparation of financial statements:

The financial statements have been prepared on historical cost basis which is generally based on the fair value of consideration given in exchange for goods and services.

#### (c) Use of Estimates:

The preparation of financial statements requires the management of the company to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of financial statements, disclosure of contingent liabilities as at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised.

#### (a) Critical accounting estimates:

##### (i) Income Taxes:

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(ii) Impairment of Investments:

The carrying value of investments is reviewed at cost annually, or more frequently whenever, there is indication for impairment. If the recoverable amount is less than the carrying amount, the impairment loss is accounted for.

(iii) Provisions:

Provisions are recognized when the company has a present obligation as a result of past event and 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. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

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

Properties, Plant & equipment are stated at actual cost less accumulated depreciation and net of impairment. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes, eligible borrowing costs and other incidental expenses incurred during the construction/installation stage.

The Company has chosen the cost model for recognition and this model is applied to all class of assets. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

Depreciable amount of an asset is the cost of an asset less its estimated residual value.

Depreciation on Property, Plant and Equipment, including assets taken on lease, other than freehold land is charged based on Written down Value method on an estimated useful life as prescribed in Schedule II to the Companies Act, 2013. The useful life of asset taken into consideration as per Schedule II for the purpose of calculating depreciation is as follows:

<b>Particulars of Property, Plant &amp; Equipment</b>	<b>Useful life (in years)</b>
Building premises	60
Furniture	10
Computers	3

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

At the end of each reporting period, the Company reviews the carrying amounts of tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

### **(e) Revenue recognition:**

Effective 1<sup>st</sup> April, 2018, the Company has applied Ind AS 115 – Revenue from Contracts with Customers. Pursuant to adoption of Ind AS 115, Revenue from contracts with customers are recognized when the control over the goods or services promised in the contract are transferred to the customer. The amount of revenue recognized depicts the transfer of promised goods and services to customers for an amount that reflects the consideration to which the Company is entitled to in exchange for the goods or services.

Sale of goods: -Revenue from sale of goods is recognised when the control over such goods have been transferred, being when the goods are delivered to the customers. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, risks of loss have been transferred to the customers, and either the customer has accepted the goods in accordance with the sales contract or the acceptance provisions have lapsed or the Company has objective evidence that all criteria for acceptance have been satisfied. Revenue from these sales are recognized based on the price specified in the contract.

Interest Income: The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost. EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

Dividend: Dividend income from investments is recognised when the shareholders' right to receive payment has been established which is generally when the shareholders approve the dividend.

### **(f) Foreign currency transactions:**

Foreign currency transactions are recorded as exchange rates prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the date of balance sheet. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are recognised in the profit and loss.

### **(g) Financial Instruments:**

#### **Financial Assets: -**

#### **Recognition and initial measurement: -**

Financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument and are measured initially a fair value adjusted for transaction cost.

### Subsequent measurement: -

Financial assets are subsequently classified and measured at

#### a) Financial Assets measured at Amortised Cost (AC)

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is the cost of a financial asset adjusted to achieve a constant effective interest rate over the life of the financial asset.

#### b) Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

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

#### c) Financial Assets measured at Fair Value Through Profit and Loss (FVTPL)

Financial assets are subsequently measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income. For financial assets measured at fair value through profit and loss, all changes in the fair value are recognised in profit and loss when they occur.

### De- recognition of Financial Assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or Company has transferred its right to receive cash flow from the asset.

### **Financial Liabilities: -**

#### Recognition and initial measurement: -

All Financial liabilities are recognised initially at fair value less transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. Financial liabilities are measured at amortised cost.

#### Subsequent measurement:

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest rate method.

### De-recognition of Financial liabilities

Financial liabilities are derecognized when the obligation under the liabilities are discharged or cancelled or expires. Consequently, write back of unsettled credit balances is done on closure of the concerned project or earlier based on the previous experience of Management and actual facts of each case and recognized in other Operating Revenues.

Further when an existing Financial liability is replaced by another from the same lender on substantially different terms , or the terms of existing liability are substantially modified , such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

### Offsetting of Financial Instrument

Financial Assets and Financial Liabilities are offset and the net amount is reported in the Balance sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on net basis, to realize the assets and settle the liabilities simultaneously.

### **(h) Impairment of Financial Assets**

Equity instruments, Debt Instruments and Mutual Fund: -In accordance with Ind –AS 109, the Company applies Expected Credit Loss model for measurement and recognition of impairment loss for Financial Assets. Expected Credit Loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive.

Other Financial Assets: - The Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

### **(i) Inventories**

Inventories (Other than Quoted Shares & Securities) are valued at cost or net realisable value, whichever is lower. Cost is determined on weighted average basis and includes cost of purchase and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### **(j) Cash & Cash equivalent**

Cash and cash equivalents in the balance sheet comprise of cash at bank and on hand and short term deposits with an original maturity of three months or less, which are subject to an

insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### **(k) Taxation**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid/recovered from the tax authorities, based on estimated tax liability computed after taking credit for allowances and exemption in accordance with Income Tax Act, 1961. Current and deferred tax are recognised in profit and loss, except when they relates to items that are recognised in other comprehensive income or directly in equity, in which case, the income taxes are recognised in other comprehensive income or directly in equity, respectively. Advance taxes and provisions for current income taxes are presented in the statement of financial position after off-setting advance tax paid and income tax provision.

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 amounts.

Deferred income tax are recognised to the extent 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 utilized.

The carrying amount of deferred income tax assets is reviewed at each reporting date.

Deferred tax asset/liability is measured at the tax rates that are expected to be applied to the period when the asset is realized or the liability is settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid which is considered as an asset if there is probable evidence that the Company will pay normal income tax after the tax holiday period.

### **(l) Earnings per share:**

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the period and also after the Balance Sheet date but before the date the financial statements are approved by the Board of Directors.

For the purpose of calculating diluted earnings/ (loss) per share, the net profit/ (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.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

**(m) Provision, Contingent Liabilities and Contingent Assets:**

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Contingent Assets and Contingent Liabilities are not recognized in the financial statements.

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**3. Property, Plant and Equipment:**

			As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
<u>Carrying amount:</u> -				
Building premises			3,150.68	3,311.98
Furniture			5.40	7.28
Computers			21.29	21.29
<b>Total</b>			<b>3,177.37</b>	<b>3,340.55</b>
	<u>Building premises</u> (Rs. in '000')	<u>Furniture</u> (Rs. in '000')	<u>Computers</u> (Rs. in '000')	<u>Total</u> (Rs. in '000')
<u>Cost or Deemed Cost:</u> -				
Balance as at 1st April 2018	4,071.10	45.84	425.80	4,542.74
Balance as at 31st March 2019	4,071.10	45.84	425.80	4,542.74
Balance as at 31st March 2020	4,071.10	45.84	425.80	4,542.74
<u>Accumulated Depreciation:</u> -				
Balance as at 1st April 2018	589.56	36.02	404.51	1,030.09
Charge for the year	169.56	2.54	-	172.10
Balance as at 31st March 2019	759.12	38.56	404.51	1,202.19
Charge for the year	161.30	1.88	-	163.19
Balance as at 31st March 2019	920.42	40.44	404.51	1,365.38
<u>Carrying amount:</u> -				
Balance as at 1st April 2018	3,481.54	9.82	21.29	3,512.65
Balance as at 31st March 2019	3,311.98	7.28	21.29	3,340.55
Balance as at 31st March 2020	3,150.68	5.40	21.29	3,177.36

**3.1 Notes**

All the above property, plant &amp; equipment are owned by the company.

**4. Non - current investments**

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
<b>Investment in equity instruments (unquoted) (at cost)</b>		
4,985 (31st March 2019: 4,985) fully paid up equity shares of Rs. 10 each fully paid in Tia Enterprises Private Limited	49.85	49.85
	<b>49.85</b>	<b>49.85</b>
<b>4.1 Aggregate amount of unquoted investments (at cost)</b>	49.85	49.85

**5. Other non-current assets**

	As at 31st March 2020 (Rs. in '000')	As at 31st March 2019 (Rs. in '000')
<u>Unsecured, considered good</u>		
Security deposits	15.20	15.20
	<b>15.20</b>	<b>15.20</b>

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<b>6. Inventories</b>	<b>As at 31st March 2020</b>		<b>As at 31st March 2019</b>	
	<b>(Rs. in '000')</b>		<b>(Rs. in '000')</b>	
Stock in trade of: -				
- Fabric (at lower of cost or NRV)		15,548.74		26,923.49
- Equity instruments (quoted) (at fair value)		43,700.81		47,300.19
- Compulsorily convertible debentures (unquoted) (at cost)		10,000.00		10,000.00
		<b>69,249.55</b>		<b>84,223.68</b>
<b>7. Trade receivables: current</b>	<b>As at 31st March 2020</b>		<b>As at 31st March 2019</b>	
	<b>(Rs. in '000')</b>		<b>(Rs. in '000')</b>	
Considered good - unsecured		17,252.34		-
		<b>17,252.34</b>		<b>-</b>
<b>8. Cash and cash equivalents</b>	<b>As at 31st March 2020</b>		<b>As at 31st March 2019</b>	
	<b>(Rs. in '000')</b>		<b>(Rs. in '000')</b>	
Cash on hand (as certified)		1,254.75		582.33
Balances with banks in current accounts		3,893.22		299.87
		<b>5,147.97</b>		<b>882.20</b>
<b>9. Loans</b>	<b>As at 31st March 2020</b>		<b>As at 31st March 2019</b>	
	<b>(Rs. in '000')</b>		<b>(Rs. in '000')</b>	
<u>Loan receivables considered good - unsecured</u>				
Loans to body corporate		147,793.90		142,338.57
Loans to others		42,778.11		71,450.54
		<b>190,572.01</b>		<b>213,789.11</b>
<b>10. Other current assets</b>	<b>As at 31st March 2020</b>		<b>As at 31st March 2019</b>	
	<b>(Rs. in '000')</b>		<b>(Rs. in '000')</b>	
Input credit of GST		1,104.80		1,691.15
		<b>1,104.80</b>		<b>1,691.15</b>
<b>11. Equity share capital</b>	<b>As at 31st March 2020</b>		<b>As at 31st March 2019</b>	
<b>Authorized shares</b>	<b>Nos.</b>	<b>(Rs. in '000')</b>	<b>Nos.</b>	<b>(Rs. in '000')</b>
1,90,00,000 (31 March 2019: 1,90,00,000) Equity Shares of Rs.10 each	19,000,000	190,000.00	19,000,000	190,000.00
20,00,000 (31 March 2019: 20,00,000) Preference Shares of Rs.10 each	2,000,000	20,000.00	2,000,000	20,000.00
<b>Total</b>	<b>21,000,000</b>	<b>210,000.00</b>	<b>21,000,000</b>	<b>210,000.00</b>
<b>Issued, subscribed and fully paid- up shares</b>	<b>As at 31st March 2020</b>		<b>As at 31st March 2019</b>	
	<b>Nos.</b>	<b>(Rs. in '000')</b>	<b>Nos.</b>	<b>(Rs. in '000')</b>
4,00,000 (31 March 2019: 4,00,000) Equity Shares of Rs.10 each fully paid up	400,000	4,000.00	400,000	4,000.00
	<b>400,000</b>	<b>4,000.00</b>	<b>400,000</b>	<b>4,000.00</b>
<b>11.1 Reconciliation of number of equity shares and amount outstanding</b>	<b>As at 31st March 2020</b>		<b>As at 31st March 2019</b>	
	<b>Nos.</b>	<b>(Rs. in '000')</b>	<b>Nos.</b>	<b>(Rs. in '000')</b>
<u>Equity Shares</u>				
- At the beginning of the period	400,000	4,000.00	400,000	4,000.00
- Issued during the year	-	-	-	-
<b>Total Outstanding at the end of the period</b>	<b>400,000</b>	<b>4,000.00</b>	<b>400,000</b>	<b>4,000.00</b>

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**11.2 Terms and rights attached to equity shares**

The company has issued only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

**11.3 Details of shareholders holding more than 5% shares in the company: -**

	As at 31st March 2020		As at 31st March 2019	
	Nos.	% holding	Nos.	% holding
Dinesh Gupta	24,500	6.13%	24,500	6.13%
Vinod Kumar Bansal	60,000	15.00%	60,000	15.00%
Niranjan Manjunath Nayak	21,789	5.45%	19,666	4.92%

As per records, registers and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

**12. Other equity**

	As at 31st March 2020 (Rs. in '000')		As at 31st March 2019 (Rs. in '000')	
<b>6% Non-Cumulative Compulsory Redeemable Preference Share Capital</b> (Authorized capital: 20,00,000 preference shares of Rs. 10 each)				
Opening balance	20,000.00		20,000.00	
Add: Issued during the year	-		-	
Closing balance		20,000.00		20,000.00
<b>Capital reserve</b>				
Opening balance	245,669.49		245,669.49	
Add/(less): transfer/(utilize) during the year	-		-	
Closing balance		245,669.49		245,669.49
<b>Securities premium</b>				
Opening balance	180,000.00		180,000.00	
Add/(less): transfer/(utilize) during the year	-		-	
Closing balance		180,000.00		180,000.00
<b>General reserve</b>				
Opening balance	560.00		560.00	
Add/(less): transfer/(utilize) during the year	-		-	
Closing balance		560.00		560.00
<b>Retained earnings</b>				
Opening balance	(173,717.33)		(174,103.28)	
Add/(less): Profit/ (loss) for the year	(1,948.77)		385.95	
Closing balance		(175,666.10)		(173,717.33)
		<b>270,563.39</b>		<b>272,512.16</b>

**13. Deferred tax liabilities (net)**

	As at 31st March 2020 (Rs. in '000')		As at 31st March 2019 (Rs. in '000')	
At the start of the year		47.33		(151.60)
Credit/(charge) to the Statement of Profit and Loss		39.91		198.93
<b>At the end of year</b>		<b>87.24</b>		<b>47.33</b>

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13.1 The tax effect of significant timing differences that has resulted in deferred tax liabilities are given below:-

Particulars	For the year ended 31st March 2020 (Rs. in '000')			
	Opening balance	Recognized in Profit and loss	Recognized in OCI	Closing balance
Property, plant and	47.33	39.91	-	87.24
<b>Total</b>	<b>47.33</b>	<b>39.91</b>	<b>-</b>	<b>87.24</b>

Particulars	For the year ended 31st March 2019 (Rs. in '000')			
	Opening balance	Recognized in Profit and loss	Recognized in OCI	Closing balance
Property, plant and	(151.60)	198.93	-	47.33
<b>Total</b>	<b>(151.60)</b>	<b>198.93</b>	<b>-</b>	<b>47.33</b>

14. Trade Payables	As at	As at
	31st March 2020	31st March 2019
	(Rs. in '000')	(Rs. in '000')
Outstanding dues or creditors other than micro enterprises and Small Enterprises (Note 14.1)	6.39	28,923.48
	<b>6.39</b>	<b>28,923.48</b>

14.1 There are no dues to Micro and Small Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 which are outstanding for a period more than 45 days as on the balance sheet date.

The above information regarding Micro and Small Enterprises has been determined on the basis of information

15. Other financial liabilities	As at	As at
	31st March 2020	31st March 2019
	(Rs. in '000')	(Rs. in '000')
Salary & bonus payable	647.16	854.10
Audit fee payable	36.00	36.00
Other payables	21.48	-
	<b>704.64</b>	<b>890.10</b>

16. Other current liabilities	As at	As at
	31st March 2020	31st March 2019
	(Rs. in '000')	(Rs. in '000')
Advance received from customer	13,750.00	-
TDS payable	129.61	100.91
	<b>13,879.61</b>	<b>100.91</b>

17. Revenue from operation	For the year ended	For the year ended
	on 31st March 2020	on 31st March 2019
	(Rs. in '000')	(Rs. in '000')
Sale of:-		
Share and securities	7,059.74	1,771.56
Fabric	21,764.13	98,060.44
Interest income on loans advanced	13,005.10	20,418.69
	<b>41,828.97</b>	<b>120,250.69</b>

18. Other income	For the year ended	For the year ended
	on 31st March 2020	on 31st March 2019
	(Rs. in '000')	(Rs. in '000')
Profit from sale of mutual funds	61.79	-
Dividend income	10.80	53.20
Interest on	38.42	106.44
	<b>111.01</b>	<b>159.64</b>

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<b>19. Purchases of stock-in-trade</b>	<b>For the year ended on 31st March 2020 (Rs. in '000')</b>	<b>For the year ended on 31st March 2019 (Rs. in '000')</b>
Purchase of: -		
Shares and securities	5,163.63	12,957.44
Fabrics	7,407.73	91,938.92
	<b>12,571.36</b>	<b>104,896.36</b>
<b>20. Change in inventories</b>	<b>For the year ended on 31st March 2020 (Rs. in '000')</b>	<b>For the year ended on 31st March 2019 (Rs. in '000')</b>
Opening balance of stock-in-trade	84,223.68	79,098.90
Less: Closing balance of stock-in-trade	(69,249.54)	(84,223.68)
Changes in inventories	<b>14,974.14</b>	<b>(5,124.78)</b>
<b>21. Employee benefits expense</b>	<b>For the year ended on 31st March 2020 (Rs. in '000')</b>	<b>For the year ended on 31st March 2019 (Rs. in '000')</b>
Salaries and allowance	9,104.89	7,664.98
Sitting fees	40.00	-
Employer contribution towards ESI	1.31	-
Staff welfare	126.96	147.46
	<b>9,273.16</b>	<b>7,812.44</b>
<b>22. Finance cost</b>	<b>For the year ended on 31st March 2020 (Rs. in '000')</b>	<b>For the year ended on 31st March 2019 (Rs. in '000')</b>
Interest paid on loan	-	143.71
	<b>-</b>	<b>143.71</b>
<b>23. Other expenses</b>	<b>For the year ended on 31st March 2020 (Rs. in '000')</b>	<b>For the year ended on 31st March 2019 (Rs. in '000')</b>
Advertisement expenses	75.87	41.96
Bad debts	3,417.58	-
Business promotion	-	4,845.00
BSE Penalty	201.00	-
Commission paid	1,300.00	3,300.00
Conveyance expenses	295.64	391.51
Electricity & Water expenses	33.59	13.52
Fees & subscription	21.45	23.81
Festival expenses	5.78	7.26
Freight Expenses	9.80	25.20
Interest not recovered	-	9.92
Interest paid	2.79	31.91
Newspaper & periodicals	8.87	14.23
Legal & professional charges	736.13	2,490.00
Listing fees	300.00	250.00
Miscellaneous expenses	7.68	0.78
Postage & courier	6.13	25.29
Printing & stationery	77.73	119.46
Payment to Statutory auditors (Note. 27)	50.00	51.00
Property tax	3.41	3.41
Repair & maintenance	40.39	49.12
Telephone expense	49.04	62.41
Travelling expenses	15.11	-
Website expenses	13.80	4.01
	<b>6,671.78</b>	<b>11,759.78</b>

**24.Related Parties: -**

As per IND AS 24, the disclosures of transactions with the related parties are given below:

- (i) List of related parties where control exists and also related parties with whom transactions have taken place and their relationship:

(i)	Key Management Personnel	Mr. Vinod Kumar Bansal (Managing Director) Mr. Neeraj Kumar Singh (Director) Mr. Santosh Kumar Kushawaha (Director) Mr. Harshit Agarwal (Director) Ms. Shweta Gupta (Director) Ms. Usha Sharma (CFO) Ms. Sarita (Company Secretary)
(ii)	Relatives of Key Management Personnel	None
(iii)	Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives	None

- (ii) Following transactions are made with the related parties covered under Ind AS-24 on "Related Parties Disclosures".

S. No.	Transaction with	Nature of Transaction	Transaction during the year ended		Balance as at	
			31/03/2020 (Rs. in '000')	31/03/2019 (Rs. in '000')	31/03/2020 (Rs. in '000')	31/03/2019 (Rs. in '000')
(i)	<b>Key Management Personnel: -</b>					
	Ms. Usha Sharma	Remunerati on	360.00	360.00	30.00	28.96
	Ms. Sarita	Remunerati on	300.35	Nil	33.87	Nil
	Mr. Santosh Kumar Kushawaha	Sitting fee	13.00	Nil	2.70	Nil

	Mr. Harshit Agarwal	Sitting Fees	15.00	Nil	3.60	Nil
	Ms. Shweta Gupta	Sitting Fees	12.00	Nil	1.80	Nil
(ii)	<u>Relatives of Key Management Personnel:-</u> None					
(iii)	<u>Enterprises in which Key Management Personnel and their relatives are having significant influence:-</u> None					

## 25. Segment Information:

(a) The Company has identified three reportable segments viz., trading in shares & securities, fabric and financing of loans after taking into account the nature of product and services and the differing risk and returns on such products and services. The accounting policies adopted for segment reporting are in line with the accounting policy of the company with following additional policies for segment reporting: -

(i) Revenue and expenses have been identified to a segment on the basis of relation to operating activities of the segment. Revenue and expenses that relate to the enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Un-allocable”.

(ii) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as “Un-allocable”.

(a) Segment Information:

Particulars		31st March 2020 (Rs. in '000')	31st March 2019 (Rs. in '000')
<b>Segment Revenue: -</b>			
	Trading in shares and securities	7,059.74	1,771.56
	Financing of loans	13,005.10	20,418.69
	Trading in fabric	21,764.13	98,060.44
	<b>Total Revenue</b>	<b>41,828.97</b>	<b>1,20,250.68</b>
<b>Segment Results:-</b>			
<b>(Profit/loss before interest and taxes)</b>			
	Trading in shares and securities	(1,703.27)	(976.33)
	Financing of Loans	13,005.10	20,418.69



	Trading of Fabric	2,981.65	1,036.75
Less:	Interest	Nil	(143.71)
Less:	Other un-allocable expenditure (net)	(15,997.14)	19,584.68
	<b>Total Profit Before Taxes</b>	<b>(1,713.66)</b>	<b>750.72</b>
<b>Segment Assets:-</b>			
	Shares and Securities	53,700.81	57,300.19
	Financing of Loans	1,90,572.01	2,13,789.11
	Fabric	32,801.08	26,923.49
	Un- allocable	12,167.37	8,461.19
	<b>Total</b>	<b>2,89,241.26</b>	<b>3,06,473.98</b>
<b>Segment Liabilities:-</b>			
	Shares and Securities	Nil	Nil
	Financing of Loans	Nil	Nil
	Fabric	Nil	28,920.78
	Un- allocable	14,677.87	1,041.04
	<b>Total</b>	<b>14,677.87</b>	<b>29,961.81</b>
<b>Capital Employed:-</b>			
<b>(Segment Assets - Segment Liabilities)</b>			
	Shares and Securities	53,700.81	57,300.19
	Financing of Loans	1,90,572.01	2,13,789.11
	Fabric	32,801.08	(1,997.29)
	Un- allocable	(2,510.51)	7,420.15
	<b>Total</b>	<b>2,74,563.39</b>	<b>2,76,512.16</b>

(b) Secondary Segment information: -

The Company does not have secondary segment division in respect of reportable segments.

<b>26. Particulars</b>	<b>31/03/2020</b>	<b>31/03/2019</b>
	<b>(Rs. in '000')</b>	<b>(Rs. in '000')</b>
Earnings/ Remittances and/ or Expenditure in Foreign Currency	Nil	Nil

27. Break- up of Payments made to Statutory Auditors (excluding taxes) are disclosed as under: -

<b>Particulars</b>	<b>31/03/2020 (Rs in '000')</b>	<b>31/03/2019 (Rs in '000')</b>
In respect of Statutory Audit (including Tax Audit)	40.00	40.00
In respect of Certification	10.00	11.00
<b>TOTAL</b>	<b>50.00</b>	<b>51.00</b>

<b>28. Particulars</b>	<b>31/03/2020 (Rs. in '000')</b>	<b>31/03/2019 (Rs. in '000')</b>
Contingent liabilities not provided for	Nil	Nil
Pending litigations by/ against the Company	None	None

29. The outbreak of COVID-19 pandemic is causing significant disturbance and slowdown of economic activities globally. The nationwide lockdown ordered by the Government of India has resulted in significant reduction in economic activities and also the business operations of the Company in terms of sales and production. The management has considered the possible effects that may result from the pandemic on the recoverability / carrying value of the assets. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of the assets, however the management will continue to closely monitor any material changes to future economic conditions. Given the uncertainties, the final impact on Company's assets in future may differ from that estimated as at the date of approval of these financial results.

30. The Ind AS financial statements were approved for issue by the Board of Directors on 30<sup>th</sup> June, 2020.

31. The Company did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.

32. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

33. Previous year's figures have been re-arranged or re- grouped wherever consider necessary.

34. Figures have been rounded off to the nearest thousands of rupees.

35. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification.

**FOR V.N. PUROHIT & CO.  
Chartered Accountants  
Firm Regn. 304040E**

**For and on behalf of the Board of Directors of  
Pankaj Piyush Trade and Investment Limited**

**O.P. Pareek  
Partner  
Membership No. 014238  
UDIN: - 20014238AAAACO2401**

**Vinod Kumar Bansal  
Managing Director  
DIN -00243709**

**Shweta Gupta  
Director  
DIN- 07452923**

**Date: 30<sup>th</sup> June, 2020  
Place: New Delhi**

**Usha Sharma  
CFO  
PAN: BRFPS1323F**

**Sarita  
Company Secretary  
M. No: A55937**

## Segment Results

Particulars	31st March 2020 (Rs. in '000')	31st March 2019 (Rs. in '000')
<b>Segment Revenue</b>		
Trading in shares & Securities	7,059.74	1,771.56
Financing of Loans	13,005.10	20,418.69
Trading of Fabric	21,764.13	98,060.44
Unallocable	-	-
<b>Total Revenue</b>	<b>41,828.97</b>	<b>120,250.68</b>

## **Segment Results**

(Profit/Loss before Interest & Taxes)

Trading in shares & Securities	(1,703.27)	(976.33)
Financing of Loans	13,005.10	20,418.69
Trading of Fabric	2,981.65	1,036.75
Unallocable	-	-
<b>Total</b>	<b>14,283.48</b>	<b>20,479.10</b>
Less: - Interest	-	(143.71)
Less: - Other Un-allocable expenditure (Net)	(15,997.14)	(19,584.68)
<b>Total Profit before taxes</b>	<b>(1,713.66)</b>	<b>750.72</b>

## **Segment Assets**

Trading in shares & Securities	53,700.81	57,300.19
Financing of Loans	190,572.01	213,789.11
Trading of Fabric	32,801.08	26,923.49
Unallocable	12,167.37	8,461.19
<b>Total</b>	<b>289,241.26</b>	<b>306,473.98</b>

## **Segment Liabilities**

Trading in shares & Securities	-	-
Financing of Loans	-	-
Trading of Fabric	-	28,920.78
Unallocable	14,677.87	1,041.04
<b>Total</b>	<b>14,677.87</b>	<b>29,961.81</b>

## **Capital Employed**

Trading in shares & Securities	53,700.81	57,300.19
Financing of Loans	190,572.01	213,789.11
Trading of Fabric	32,801.08	(1,997.29)
Unallocable	(2,510.51)	7,420.15
<b>Total</b>	<b>274,563.39</b>	<b>276,512.16</b>

*Form For Updation Of Email Address*

To,  
The Corporate Services Department  
Pankaj Piyush Trade & Investment Limited  
314, 3<sup>rd</sup> Floor, Opposite Plot No. 39, R.G. Mall  
Sector-9, Rohini, New Delhi-110085  
CIN: L65990DL1982PLC256291

Date: \_\_\_\_\_

**SUB: UPDATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE**

Dear Sir,

Please register my email address for the purpose of sending 38<sup>th</sup> Annual Report and other notices/documents in electronic mode

**Name:**

**Email Id:**

**Folio No. / DP Id:**

**Client Id:**

\_\_\_\_\_

Signature of the First named Shareholder

Name:

Address:



**PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED**  
**(CIN: L65990DL1982PLC256291)**

Regd. Off.: 314, 3<sup>rd</sup> Floor, Opposite Plot No. 39, R. G. Mall, Sector-9, Rohini, New Delhi-110085  
Phn No.: 011-42804171; E-mail ID: [info@pptinvestment.com](mailto:info@pptinvestment.com); Website: [www.pptinvestment.in](http://www.pptinvestment.in)

**ATTENDANCE SLIP**

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 38<sup>th</sup> Annual General Meeting of the Company at Registered office of the Company situated at 314, 3<sup>rd</sup> Floor, Opposite Plot No. 39, R. G. Mall, Sector-9, Rohini, New Delhi-110085 at 11:00 A.M.

Full name of the Shareholder/Proxy Holder (in block letters)	
Address of the member/Proxy Holder (in block letters)	
Joint Holder 1 (in block letters)	
Joint Holder 2 (in block letters)	
Folio No./DP ID*/Client ID*:	
No. of Shares Held	
Signature of member/proxy holder	

I/we certify that I am member/proxy for the member(s) of the Company and hereby record my/our presence at the Thirty Eighth Annual General Meeting of the shareholders of Pankaj Piyush Trade and Investment Limited held on 10<sup>th</sup> September, 2020 at 314, 3<sup>rd</sup> Floor, Opposite Plot No. 39, R. G. Mall, Sector-9, Rohini, New Delhi-110085 at 11:00A.M.

**Note:** Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.

**PROXY FORM**  
**Form No. MGT-11**

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

**CIN:** L65990DL1982PLC256291

**Name of the Company:** Pankaj Piyush Trade and Investment Limited

**Registered Office:** 314, 3<sup>rd</sup> Floor, Opposite Plot No. 39, R. G. Mall, Sector-9, Rohini, New Delhi-110085

**Name of the member(s):**

**Registered Address :**

**Email ID:**

**Folio No./Client ID :**

**DP ID :**

I/ We being the member(s) holding \_\_\_\_\_ shares of the above named Company hereby appoint:

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id \_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him

3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id \_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Eighth Annual General Meeting of the Company, to be held on 10th September, 2020 at 314, 3<sup>rd</sup> Floor, Opposite Plot No. 39, R. G. Mall, Sector-9, Rohini, New Delhi-110085 at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolutions</b>
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
2.	To appoint a director in place of Ms. Shweta Gupta (DIN: 07452923), who retires by rotation and, being eligible, seeks re-appointment.
<b>Special Business</b>	
3.	To re-appoint Mr. Vinod Kumar Bansal (DIN: 00243709) as Managing Director.

Signed this..... Day of .....2020

**Signature of the shareholder**.....

**Signature of the Proxy holder(s)** (1) ..... (2)..... (3).....

Affix  
Re. 1/-  
Revenue  
Stamp

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

## Route Map

**Venue of AGM: Pankaj Piyush Trade and Investment Limited**  
**314, 3<sup>rd</sup> Floor, Opposite Plot No. 39, R.G. Mall,**  
**Sector-9, Rohini, Delhi-110085**

