Panama
PETROCHEM LTD.

39TH ANNUAL REPORT 2020-21

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Board of Directors

Mr. Amirali E. Rayani	Chairman (Executive)
Mr. Amin A. Rayani	Managing Director & CEO
Mr. Hussein V. Rayani	Joint Managing Director
Mr. Samir A. Rayani	Executive Director
Mr. Madan Mohan Jain	Independent Director
Mr. Mukesh Mehta	Independent Director
Ms. Nargis Mirza Kabani	Independent Director
Mr. Kumar Raju Nandimandalam	Independent Director

Chief Financial Officer
Mr. Pramod Maheshwari

Company Secretary & Compliance Officer
Ms. Gayatri Sharma

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

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

Plants
Ankleshwar, Daman, Taloja, and Dahej

Auditors
JMR & Associates LLP,
Chartered Accountants, Mumbai, India

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

Registrar & Share Transfer Agents
Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road
Marol, Andheri East, Mumbai-400059
Maharashtra
Tel: 91-22-62638200
Fax: 91-22-62638299
E-mail: info@bigshareonline.com

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

NOTICE

CIN: L23209GJ1982PLC005062

Notice is hereby given that the **THIRTY – NINTH ANNUAL GENERAL MEETING** of the Members of **PANAMA PETROCHEM LIMITED** will be held on Monday, September 6, 2021 at 11:30 A.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2021 together with the Reports of the Board of Directors & Auditors thereon.

2. To declare dividend on Equity Shares.

3. To appoint a Director in place of Mr. Amirali E. Rayani (DIN 00002616), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business:

4. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2022 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 2.00 lakhs (Rupees two lakhs only) per annum plus out-of-pocket expenses payable to GMVP & Associates LLP, who are appointed as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022.

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

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), MCA has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and cast vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to cs@panamapetro.com .

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of a Director seeking re-appointment at this AGM are also annexed.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 31, 2021 to Thursday, September 2, 2021 (both days inclusive).

Payment of dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be payable to those Shareholders holding shares in electronic form as per the beneficiary position downloaded from the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as at the close of business hours on Monday, August 30, 2021 and to those Members holding shares in physical form, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as at close of business hours , Monday, August 30, 2021. Dividend will be paid within two weeks from the date of declaration of dividend.

6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least one week before the meeting through email on cs@panamapetro.com .

8. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.panamapetro.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

9. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to register their PAN with the RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. The shareholders are requested to upload the required forms on the RTA portal at **https://www.bigshareonline.com//dividendTDS.aspx** by August 30, 2021.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading documents at **https://www.bigshareonline.com//dividendTDS.aspx.** The aforesaid declarations and documents need to be submitted by the shareholders by August 30, 2021

10. To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in their bank accounts through electronic means. The facility is available at all bank branches which have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Share Registrar and Transfer Agents. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.

11. Members holding shares in physical form are requested to advise any change of address/mandate/bank details immediately to the Company's Share Registrar and Transfer Agents (M/s Bigshare Services Pvt. Ltd). Members holding shares in electronic form must send the advice about change in address/mandate/bank details to their respective Depository Participant only and not to the Company or the Company's Share Registrar and Transfer Agents.

12. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website: www.panamapetro.com

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Share Registrar and Transfer Agents.

16. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrar and Transfer Agents for assistance in this regard.

17. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in

18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

19. **To support "Green Initiative",** Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with Bigshare Services Pvt. Ltd. at **https://www.bigshareonline.com//InvestorRegistration.aspx** in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.

20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP's in case the shares are held by them in electronic form and to Bigshare Services Pvt. Ltd. in case the shares are held by them in physical form.

21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

22. The remote e-voting facility shall be opened from, Friday, September 3, 2021 at 9.00 A.M. to Sunday, September 5, 2021 till 5.00 P.M., both days inclusive. The remote e-voting facility shall not be allowed beyond 5.00 P.M., on September 5, 2021. During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date, may opt for remote e-voting. Provided that once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

23. The Company has fixed, Monday, August 30, 2021, as the cut-off date for identifying the Shareholders for determining the eligibility to vote by electronic means. Instructions for exercising voting rights by e-voting are attached herewith and form part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date only shall be entitled to avail the facility of e-voting as well as e-voting at the Annual General Meeting.

24. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on Monday, August 30, 2021, the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote by remote e-voting or e-voting at the AGM.

25. Mr. Milind Nirkhe, Company Secretary in Whole Time Practice, (CP No.2312) has been appointed as a Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

26. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.panamapetro.com and on the website of CDSL at www.evotingindia.com , immediately after the results are declared by the Chairman.

27. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

28. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

29. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

THE INTRUCTIONS FOR SHAREHOLDRS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period is opened from, Friday, September 3, 2021 at 9.00 A.M. to Sunday, September 5, 2021 till 5.00 P.M., both days inclusive. The remote e-voting facility shall not be allowed beyond 5.00 P.M., on September 5, 2021. During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 30,2021(cut-off) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the time of the meeting.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing User Id and Password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website www.evotingindia.com

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

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

6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • 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).

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

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

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) 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.

(xvii) Facility for Non – Individual Shareholders and Custodians- Remote Voting

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

  Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@panamapetro.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@panamapetro.com from August 30, 2021 (9:00 a.m. IST) to September 1, 2021 (5:00 p.m. IST). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

11. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. August 30, 2021 should follow the same procedure as mentioned above for e-Voting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company to company/ RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

By Order of the Board of Directors
For Panama Petrochem Ltd

Date : August 05, 2021
Place : Mumbai

Gayatri Sharma
Company Secretary & Compliance Officer

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

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

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

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of GMVP & Associates LLP, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022 on remuneration of ₹ 2.00 Lakhs (Rupees two lakhs only) per annum plus out of pocket expenses, if any.

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

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

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

By Order of the Board of Directors
For Panama Petrochem Ltd

Date : August 05, 2021
Place : Mumbai

Gayatri Sharma
Company Secretary & Compliance Officer

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

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

Name of Director	Mr. Amirali E. Rayani
DIN	00002616
Date of Birth	26.02.1944
Date of Appointment	09.03.1982
Expertise in specific functional area	Mr. Amirali E. Rayani is the main promoter of the Company and has been actively associated with the Company since its inception and has played a key role in bringing the Company to its present heights. He has an experience of over 40 years in Petroleum industry. He oversees the entire operations.
Qualification	SSC
Directorship held in other Companies	1. Panama Builders & Developers Pvt. Ltd. 2. Ittefaq Ice and cold Storage Pvt. Ltd.
Chairman/ Member of the Committee Board of Directors of the other Indian public limited Companies	Nil
No. of shares held in the Company	15,36,000
Disclosure of Relationship 1) Directors 2) Key Managerial Personnel	 Mr. Amirali E.Rayani is directly related to Mr. Amin A. Rayani NA
No. of Board Meetings attended during the year	5 out of 5
Details of remuneration last drawn (2020-2021)	₹ 436 lakhs
Terms and conditions of re-appointment	As per the resolution passed by the shareholders of the company on 37th AGM held on September 17, 2019

DIRECTORS' REPORT

Dear Members

Your Directors have pleasure in presenting the **THIRTY – NINTH** Annual Report of the Company together with the Audited Statement of Accounts for the Financial Year ended March 31, 2021.

FINANCIAL HIGHLIGHTS

(₹ in lakhs)

Particulars	Standalone		Consolidated	
	Financial Year 2020-21	Financial Year 2019-20	Financial Year 2020-21	Financial Year 2019-20
Revenue from operations	1,20,226.85	81,345.77	1,44,696.21	1,00,275.39
Other income	671.58	351.70	631.90	359.57
Total income	**1,20,898.43**	**81,697.47**	**1,45,328.11**	**1,00,634.96**
Expenses				
Operating expenditure	1,03,063.84	77,731.78	1,25,721.03	94,951.00
Depreciation and amortisation expense	495.59	471.78	761.24	725.24
Total expenses	**1,03,559.43**	**78,203.56**	**1,26,482.27**	**95,676.24**
Profit before finance costs, exceptional item and tax	17,339.00	3,493.91	18,845.84	4,958.72
Finance costs	579.75	1,334.61	894.64	1,744.27
Profit before exceptional item and tax	**16,759.25**	**2,159.30**	**17,951.20**	**3,214.45**
Exceptional item				
Provision towards legal claim	-	-	-	-
Profit before tax	**16,759.25**	**2,159.30**	**17,951.20**	**3,214.45**
Tax expense	4,415.88	336.70	4,415.88	336.70
Profit for the year	**12,343.37**	**1,822.60**	**13,535.32**	**2,877.75**
Opening balance of retained earnings	**26,861.80**	**25,917.83**	**31,440.97**	**29,441.85**
Closing balance of retained earnings	**38,490.62**	**26,861.80**	**44,261.74**	**31,440.97**

OPERATIONAL PERFORMANCE

- Earnings before Interest, Depreciation, and Tax & Amortization on a standalone basis for FY 2020-21 was ₹ 17,834.39 lakhs, an increase of 350% over the previous year's EBIDTA .
- The Company earned a net profit after tax of ₹ 12,343.37 lakhs, higher by 577%, as against a net profit after tax of ₹1,822.60 in the previous year.
- The Company's standalone revenue from operations for FY 2020-21 was 1,20,226.85 lakhs an increase of 48% over the previous year's revenue.
- The consolidated revenue from operations of the Company for the year ended March 31, 2021 was ₹ 1,44,696.21 lakhs higher by 44% on a Year on Year basis.
- Net Profit on a consolidated basis was at ₹ 13,535.32 lakhs higher by 370% over the previous year's profit .
- EPS on standalone basis improved to ₹ 20.40 as against 3.01 in the previous year

- EPS on consolidated basis higher from ₹ 4.76 to ₹ 22.37

A significant improvement in the operating performance of your company was witnessed during the financial year 2020-21. Standalone profit of the company Increased by 577% due to higher price realisations with substantial increase in demand of company's products.

The Company was able to capitalize on the market conditions through its operational excellence, higher efficiency and well executed strategies which led to increase in consolidated profit of the Company by 370% to ₹ 13,535.32 lakhs.

The consolidated revenue from operations of the Company for year ended March 31, 2021 was increased by 44% to ₹ 1,44,696.21 lakhs.

EBITDA also improved due to higher margins in key products.

COVID-19 AND ITS IMPACT

The COVID-19 pandemic has emerged as a global challenge, creating disruption across the world. Your Directors have been periodically reviewing with the Management, the impact of COVID-19 on the Company. During the 1st quarter of the year, your Company had to temporarily suspend operations at its plants and other locations as per the directives of the Government, keeping in mind the paramount need of safety of the employees. The Management is keeping a close watch on any other possible impacts of second wave of the pandemic. The Company's Wholly-owned Subsidiary is operating smoothly without any disruptions. The Board and the Management will continue to closely monitor the situation as it evolves and do its best to take all necessary measures, in the interests of all stakeholders of the Company.

DIVIDEND

In line with the practice of returning free cash flow to shareholders and based on the Company's performance, your Board of Directors is pleased to propose a dividend at the rate of ₹ 2 per share (i.e. 100 %) of ₹ 2/- each for the financial year 2020-21. (previous year ₹ 1.2 per share)

The dividend will be paid to the members holding shares in electronic form as per the beneficiary position downloaded from the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as at the close of business hours on August 30, 2021 and to those Members holding shares in physical form, after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as at close of business hours, August 30, 2021. Dividend will be paid within two weeks from the date of declaration of dividend.

The total outflow towards dividend on Equity Shares for the year would be Rs 1,209.87 lakhs.

TRANSFER TO RESERVES

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

CREDIT RATING

On the basis of the financial performance of the company for the year under review, CARE Ratings Limited has upgraded the rating on long term bank facilities to "CARE A" Stable and on the Short Term bank Facilities to "CARE A1".

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2021 was ₹ 1,209.87 lakhs. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweats equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

MATERIAL CHANGES AFFECTING THE COMPANY

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

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

As on March 31, 2021 your Company has only one subsidiary, Panol Industries RMC FZE, UAE which is registered outside India.

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

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The Policy, as approved by the Board, is uploaded on the Company's website. http://panamapetro.com/wp-content/uploads/2015/12/msp.pdf

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

PERFORMANCE AND FINANCIAL POSITION OF PANOL INDUSTRIES RMC FZE

Net sales of Panol Industries RMC FZE have increased from ₹ 18,929.62 lakhs in the previous year to ₹ 24,469.36 Lakhs during the FY 2020-21. Net profit during the period is higher by 13% to ₹ 1,191.95 lakhs, as compared to a net profit of ₹ 1,055.15 lakhs in the previous year.

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

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

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

RELATED PARTY TRANSACTIONS

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

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

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

The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website at the web link:
http://panamapetro.com/wp-content/uploads/2016/01/Related-Party-Transactions.pdf

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

RISK MANAGEMENT

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

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

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

DIRECTORS

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

APPOINTMENT & CESSATION OF DIRECTORS

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

Brief profile of director seeking appointment/re-appointment has been given in the Notice convening the Annual General Meeting.

None of the directors have resigned from the Board during the year under review .

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

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of science and technology, human resources, strategy, auditing, corporate governance, etc. and that they hold highest standards of integrity.

The Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

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

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, and reimbursement of expenses, if any.

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

APPOINTMENTS/RESIGNATIONS OF THE KEY MANAGERIAL PERSONNEL

No Key Managerial Personnel has resigned or appointed during the year under review.

BOARD AND COMMITTEE MEETINGS

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

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

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

PROCEDURE FOR NOMINATION AND APPOINTMENT OF DIRECTORS:

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

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

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

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

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

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

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

GOVERNANCE GUIDELINES

The Company has adopted Governance Guidelines on Board Effectiveness. The Governance Guidelines encompasses aspects relating to composition and role of the Board, Chairman and Directors, Board Diversity, Definition of Independence, Term of Directors, and Committees of the Board. It also covers aspects relating to Nomination, Appointment, Induction and Development of Directors, Directors' Remuneration, Subsidiary oversight, Code of Conduct, Board Effectiveness Review and Mandates of Board Committees.

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

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

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

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

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

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

REMUNERATION POLICY

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

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

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

(i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

(ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

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

LISTING OF SHARES

Your Company's shares are listed on the Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The Company has paid the listing fees for the year 2020–2021. The GDRs of the Company are listed on Luxembourg Stock Exchange.

CORPORATE GOVERNANCE

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

PUBLIC DEPOSITS

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

INSURANCE

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

INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate internal financial controls with reference to financial statements. Your Company has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

The Audit Committee has satisfied itself on the adequacy and effectiveness of the internal financial control systems laid down by the management. The Statutory Auditors have confirmed the adequacy of the internal financial control systems over financial reporting

CORPORATE SOCIAL RESPONSIBILITY

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

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

The Board has constituted a Corporate Social Responsibility Committee headed by Mr. Mukesh Mehta as Chairman, with Mr. Amin A. Rayani and Ms. Nargis Kabani as Members. The Company has adopted a Corporate Social Responsibility (CSR) Policy in compliance with the provisions of the Companies Act, 2013. As part of its CSR initiatives, the Company has undertaken projects in the areas of promoting health care and education. The above projects are in accordance with Schedule VII of the Act. The Company has spent ₹ 113.70 lakhs towards the CSR projects during the current Financial Year 2020-21.

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

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

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

The Company has not received any complaint of sexual harassment during the financial year 2020-21.

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

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

The amount of unpaid / unclaimed dividend up to the financial year 2012-2013 has been transferred to IEPF. Members who have not yet encashed their dividend warrant(s) for the financial year ended March 31, 2014 and for any subsequent financial year, are requested to make their claims to the Company without any delay, to avoid transfer of their dividend/ shares to the Fund/ IEPF Demat Account.

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

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

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

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

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

AUDITORS

- **STATUTORY AUDITORS**

  Pursuant to Sections 139 & 142 of the Companies Act, 2013, and the Rules made thereunder, JMR & Associates LLP, Chartered Accountants, (Registration No. 106912W/W100300) Mumbai, was appointed as Statutory Auditors of the

Company to hold office for the period of 5 (Five) years from the conclusion of Annual General Meeting (AGM) held in 2020 until the conclusion of the Annual General Meeting to be held in the year 2025.

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

The Auditors' Report for the financial year ended March 31, 2021 on the financial statements of the Company is a part of this Annual Report.

- **COST AUDITORS**

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

Based on the Audit Committee recommendation at its meeting held on May 31, 2021, GMVP & Associates LLP (LLPIN :- AAG-7360) were appointed by the Board as the Cost Auditors of the Company for conducting an audit of the cost accounting records of the Company for financial year commencing from April 1, 2021 to March 31, 2022.

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

- **SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed CS. Milind Nirkhe, Practicing Company Secretary (Proprietor), Practicing under the name & style M/S Milind Nirkhe & Associates, CP No: 2312 to undertake the Secretarial Audit of the Company for the year ended March 31, 2021. The Secretarial Audit Report for the year under review is annexed as Annexure C.

The Auditors' Report and the Secretarial Audit Report for the financial year ended March 31, 2021 do not contain any qualification, reservation, adverse remark or disclaimer.

SECRETARIAL STANDARDS OF ICSI

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

REPORTING OF FRAUDS BY AUDITORS

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

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

A. Conservation of Energy:

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

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

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

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

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

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

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

(iii) Capital Investment on Energy Conservation Equipments:

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

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

B. Technology Absorption:

(i) Efforts made towards Technology Absorption:

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

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

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

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

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

(a) the details of technology imported: The Company has not imported any technology during the last three financial years.

(b) the year of import: Not Applicable

(c) whether the technology has been fully absorbed: Not Applicable

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable

Expenditure on research & development

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

Particulars	**(₹ in lakhs)**
Capital	-
Revenue	34.62
Total R & D Expenditure	34.62
Total Turnover	1,20,226.85
Total R & D Expenditure as a Percentage of total turnover	0.03%

C. Foreign exchange earnings and outgo:

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

(₹ in lakhs)

Total Foreign Exchange Inflow	40,826.87
Total Foreign Exchange outflow	64,545.59

PARTICULARS OF EMPLOYEES

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

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2021 is available on the Company's website at http://panamapetro.com/wp-content/uploads/2021/06/Annual_Return-20-21.pdf

AUDITORS' REPORT

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

MANAGEMENT DISCUSSION & ANALYSIS BUSINESS RESPONSIBILITY AND CORPORATE GOVERNANCE REPORT

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

(i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;

(ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

(iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) they have prepared the annual accounts on a going concern basis;

(v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;

(vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENT

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

By Order of the Board of Directors
For Panama Petrochem Ltd

Amirali E Rayani
Chairman
DIN:00002616

Date : August 05, 2021
Place : Mumbai

ANNEXURE A TO THE DIRECTORS' REPORT

FORM AOC.1
Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures [Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]
Part "A": Subsidiaries

(₹ in lakhs)

Sr. No.	Particulars	1
1	Name of subsidiary	Panol Industries RMC FZE, UAE
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	N.A
3	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	AED (AED 1 = 19.93 INR)
4	Share Capital	5,185.62
5	Reserves & Surplus	6,219.97
6	Total Assets	23,301.60
7	Total liabilities	11,896.01
8	Investments	-
9	Turnover	24,469.36
10	Profit before taxation	1,191.95
11	Provision for taxation	-
12	Profit after taxation	1,191.95
13	Proposed Dividend	Nil
14	% of shareholding	100%

Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on March 31, 2021.

By Order of the Board of Directors
For Panama Petrochem Ltd

Amirali E Rayani
Chairman
DIN:00002616

Date : August 05, 2021
Place : Mumbai

ANNEXURE B TO THE DIRECTORS' REPORT

Annual Report on CSR Activities

1. A brief outline on Corporate Social Responsibility (CSR) Policy of the Company: The focus areas of the CSR Policy of the Company are as follows:

   Panama's CSR policy, which encompasses the Company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013. By applying its resources towards communities that need it the most, the company ensures equitable access. The Company's CSR strategy incorporates an inclusive approach into the design of every program.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Mukesh Mehta (Chairperson)	Independent Non-Executive Director	2	2
2	Ms. Nargis Kabani	Independent Non-Executive Director	2	2
3	Mr. Amin Rayani	Managing Director CEO	2	2

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the company:

   - Composition of CSR committee: http://panamapetro.com/wp-content/uploads/2021/06/Board_of_Directors__Its_Committees.pdf
   - CSR Policy: http://panamapetro.com/wp-content/uploads/2021/06/CSR_Policy_amended.pdf
   - CSR projects approved by the board: http://panamapetro.com/wp-content/uploads/2021/07/ApprovedCSRProjects.pdf

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): **Not applicable**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the Financial Year, if any:

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be setoff for the financial year, if any (in ₹₹)
	-	NIL	NIL

6. Average net profit of the Company as per Section 135(5): **5,422.87 Lakhs**

7. (a) Two percent of average net profit of the Company as per section 135(5): **108.46 Lakhs**

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**

(C) Amount required to be set off for the financial year, if any: **Nil**

(d) Total CSR obligation for the financial year (7a+7b-7c): **108.46 Lakhs**

8. (a) CSR amount spent or unspent for the financial year: **113.70 Lakhs**

Total Amount Spent for the Financial Year. (₹in lakhs)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
113.70	NIL	-	-	NIL	-

(b) Details of CSR amount spent against ongoing projects for the financial year: **Nil**

(c) Details of CSR amount spent against other than ongoing projects for the financial year: **Annexure B-1**

(d) Amount spent in Administrative Overheads: **Nil**

(e) Amount spent on Impact Assessment, if applicable: **Not Applicable**

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): **113.70**

(g) Excess amount for set off, if any: **5.24**

Sr. No.	Particulars	Amount (₹ in lakhs)
(i)	Two percent of average net profit of the Company as per Section 135(5)	**108.46**
(ii)	Total amount spent for the Financial Year	**113.70**
(iii)	Excess amount spent for the financial year [(ii)-(i)]	**5.24**
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	**-**
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	**5.24**

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (₹ crore)	Amount spent in the reporting Financial Year (₹ crore)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of transfer	
1	-	NIL	-	-	NIL	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **NIL**

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

    (a) Date of creation or acquisition of the capital asset(s) : **None**

    (b) Amount of CSR spent for creation or acquisition of capital asset : **NIL**

    (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : **Not Applicable**

    (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) : **Not Applicable**

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5) : **Not Applicable**

	Amin A. Rayani	**Mukesh Mehta**
	Managing Director & CEO	**Chairman - CSR Committee**
Date : August 05,2021	**DIN: 00002652**	**DIN: 00002702**
Place : Mumbai		

Annexure B-1 to CSR Report (point 5 (c) of the CSR Report) (₹ in lakhs)

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local Area Yes/ No	Location of the Project		Amount spent for the project (in ₹).	Mode of implementation -Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State	District			Name	CSR Registration No.
1	Aga Khan Education Service India	Clause (ii), Promoting education	Yes	Maharashtra	Mumbai	28.00	Direct	-	-
2	Aga Khan Foundation	Clause (ii), Promoting education	Yes	Delhi	Delhi	51.00	Direct	-	-
3	Fidai Girls Education Institute	Clause (ii), Promoting education	Yes	Maharashtra	Mumbai	11.00	Direct	-	-
4	Focus Humanitation Assistance India	Clause (ii), Promoting education	Yes	Maharashtra	Mumbai	21.00	Direct	-	-
5	Shree Parnnath Hospital	Clause (i) Promoting Healthcare	Yes	Gujarat	Surat	1.70	Direct	-	-
6	Silver Coin Nursing Home	Clause (i) Promoting Healthcare	Yes	Maharashtra	Mumbai	1.00	Direct	-	-
	Total					**113.70**			

ANNEXURE C TO THE DIRCTORS' REPORT

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2021.
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014

To,
The Members,
PANAMA PETROCHEM LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PANAMA PETROCHEM LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the PANAMA PETROCHEM LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2021 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **PANAMA PETROCHEM LIMITED** ("the Company") for the financial year ended on March 31, 2021 ('Audit Period'), according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: Not applicable to the Company for the audit period.

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: Not applicable to the Company for the audit period.

   d. The Securities and Exchange Board of India (share Based Employee Benefits) Regulations, 2014: Not applicable to the Company for the audit period.

   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: Not applicable to the Company for the audit period.

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not applicable to the Company for the audit period.

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: Not applicable to the Company for the audit period.

vi. Other laws specifically applicable to the Company namely

- The Petroleum Act, 1934
- Lubricating Oils & Greases (Processing, Supply, & distribution Regulation) Orders, 1987
- Drugs & Cosmetics Act, 1940
- Water (Prevention and Control of Pollution)Act, 1974
- Air (Prevention and Control of Pollution) Act,1981
- Industries (Development & Regulations) Act, 1951
- Hazardous Waste (Management, Handling & Trans-boundary Movement) Rule-2008

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The SEBI (Listing Obligation & Disclosure Requirements), Regulation 2015 entered into by the Company with Stock Exchanges

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

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

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

Decisions at the Board Meetings were taken unanimously.

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

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

CS. MILIND NIRKHE
FCS No: 4156
C P No.: 2312
UDIN NO: F004156C000738076

Place : Mumbai
Date : August 05, 2021

'Annexure A'

To,
The Members
PANAMA PETROCHEM LIMITED.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

CS. MILIND NIRKHE
FCS No: 4156
C P No.: 2312
UDIN NO: F004156C000738076

Place : Mumbai
Date : August 05, 2021

ANNEXURE D TO THE DIRECTORS' REPORT

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

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

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

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

   The ratio of remuneration of each Director to the Median Remuneration of all employees who were on the payroll of the Company and the percentage increase in remuneration of the Directors during the financial year 2020-21 are given below:

Directors	Ratio to Median	Percentage Increase in Remuneration
Mr. Amirali Rayani	181.08	1,211.11%
Mr. Samir Rayani	179.83	1,312.12%
Mr. Hussein Rayani	179.83	1,312.12%

Managing Directors & CEO	Ratio to Median	Percentage Increase in Remuneration
Mr. Amin Rayani	180.33	1,269.59%

   The percentage increase in remuneration of the Chief Financial Officer is 10% and of the Company Secretary is 10%

3. The percentage increase in the median remuneration of employees in the financial year: 10%

4. The number of permanent employees on the rolls of Company: 167

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 percentage increase made in the salaries of Employees other than the managerial personnel in the last financial year i.e. 2020-21 was 10% whereas the increase in the managerial remuneration was 1276.24%. The increments given to managerial personnel are based on their potential, exemplary work and contribution to the company's overall performance.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company: It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and Senior Management, adopted by the Company.

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

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

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

1. Mr. Amirali Rayani (77), Chairman, ₹ 436.00 lakhs, SSC.,(49), 09.03.1982, None.
2. Mr. Amin Rayani (49), Managing Director & CEO, ₹ 434.20 lakhs, B.Com.,(25), 01.12.2000, None
3. Mr. Samir Rayani (46), Whole-time Director, ₹ 433 lakhs, B.E-Chemical. (24) 01.12.2000, None.
4. Mr. Hussein Rayani (43), Joint Managing Director, ₹ 433 lakhs, Masters Degree in Chemical Engineering (22), 01.04.2004 , None
5. Mr. Pramod Maheshwari (44), Chief Financial Officer, ₹ 42.28 lakhs, B.Com., CA, (21), 19.04.2010, Unimark Remedies Limited- General Manager.
6. Ms. Gayatri Sharma (36), Company Secretary & Compliance Officer ₹ 31.46 lakhs, B.Com,CS, LL.B. (13), 08.12.2010, Pinkcity Build Home Pvt. Ltd. - Company Secretary.
7. Mr. Santosh Kamath (47), National Sales Manager, ₹ 29.64 lakhs, B.E (Chemical), (26), 01.11.2012, M/s ITW Chemin-OEM Sales.
8. Mr. Pradip kumar Nikam (59), Vice President, ₹ 23.21 lakhs, BE Electrical, (37), 20.01.1982, Kankariya Chemicals.
9. Mr. P.K Johari (64), Area Sales Manager, ₹ 22.32 lakhs, MSC (42), 01.04.2016, GP Petroleum Ltd.-Senior Vice President-RPO.
10. Mr. Mayur Jagdish Parikh (42) Area Sales Manager ₹ 20.13 lakhs, B.Sc.(chemistry), DBM(20.5), 01.08.2013, GP Petroleum Ltd.- Senior Marketing Manager.

Notes:

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

By Order of the Board of Directors
For Panama Petrochem Ltd

Amirali E Rayani
Chairman
DIN:00002616

Date : August 05, 2021
Place : Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management of Panama Petrochem Ltd. presents the analysis of the Company for the year ended on March 31, 2021 and its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic and other developments both in India and abroad.

This management discussion and analysis (“MD&A”) of Panama Petrochem Ltd. for the year ended on March 31, 2021 contains financial highlights but does not contain the complete financial statements of the Company. It should be read in conjunction with the Company’s audited financial statements for the year ended on March 31, 2021.

GLOBAL ECONOMY

In 2020, the world experienced a crisis like no other and it is expected to continue in 2021. The pandemic has caused heavy toll on life and livelihood and pushed millions into poverty. This may impact economic activities and the income level for some time. Assuming success of the vaccine rollout, the World Bank indicated that the global economy will expand by 4% in 2021. However, the latest surge of Covid-19 infection in the leading economies may dent the expansion to some extent.

Oil prices averaged US$43/bbl in 2020 vs US$64/bbl in 2019 as COVID-19 led to an unprecedented erosion in global oil demand. Global demand averaged ~90.5 mb/d in 2020 (down 9.5 mb/d y-o-y). Large production cuts by OPEC+ 9.7 mb/d in May-July and 7.7 mb/d thereafter helped with a price floor in the face of the unprecedented demand shock. Global crude oil prices have recovered in 2021 as economies begin reopening amidst vaccine roll out. The US fiscal stimulus has further improved global oil demand outlook. Global demand is expected to grow 5.9 mb/d y-o-y in 2021 to average ~96.4 mb/d. The global economy is expected to see a rebound in 2021 with the International Monetary Fund (IMF) expecting 6% growth, with US stimulus and vaccine optimism leading to further opening up of the economies.

INDIAN ECONOMY

The pandemic hit the economy when the growth was declining. The Government action on managing the pandemic as well as the economy helped to arrest the de-growth to 9.6% for the financial year (‘FY’) 2020-21. This is a significant improvement considering 23.9% shrinkage recorded in GDP for April-June quarter. Considering positive sentiments of the last two quarters of FY 2020-21, the World Bank estimates that the Indian economy will recover by 5.4% in FY 2021-22. However, the surge in Covid-19 positive cases and the death toll starting in April 2021 may slow down the economy to some extent and may adversely impact the forecast growth.

INDUSTRY OVERVIEW

FY 2020-21 was characterised by unprecedented volatility in crude oil and feedstock prices. Global oil demand plunged by 16.2% y-o-y in 2Q CY 2020 to 82.9 mb/d. It recovered sharply to 92.6 mb/d in 3Q CY 2020. Overall demand in CY 2020 was at 91.0 mb/d, 8.7% below that in CY 2019. China was the only country to register growth. OPEC and several other oil exporting countries carried out coordinated supply cuts, which peaked at 9.7 mb/d during May-June 20 and averaged 5.3 mb/d for CY 2020. These cuts helped reduce crude inventories and rebalance supply and demand supporting oil prices.

BUSINESS OVERVIEW

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

MANUFACTURING FACILITIES

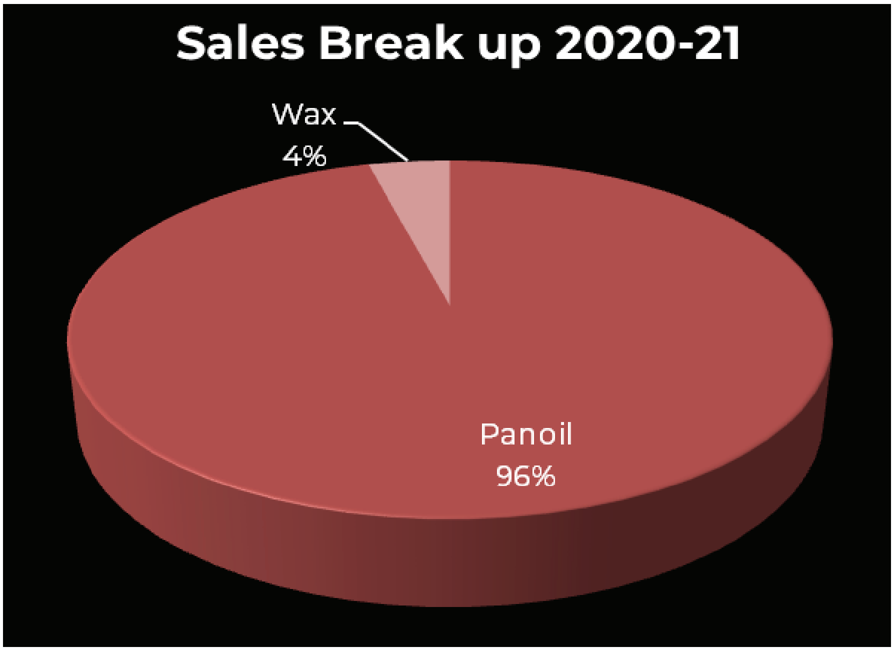
The Company has adequate manufacturing capacity to cater the domestic as well as International requirements. It has four manufacturing units, all located in western India, namely in Ankleshwar (Gujarat), Daman (Union Territory), Taloja (Raigadh, Maharashtra) and Dahej (Bharuch, Gujarat). The Company’s products are exported to more than 40 countries globally. The

Company has the certification of being a Star Export House. The Company has a fully equipped state-of-the-art Research and Development Center at its Ankleshwar unit where it formulates new and value-added products. The Company manufactures more than 80 product variants used across 6-7 broad industry segments. The Company is accredited as ISO 9001:2008 certification by Benchmark.

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

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

PRODUCT WISE SALES BREAK UP FOR THE FINANCIAL YEAR 2020-21



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

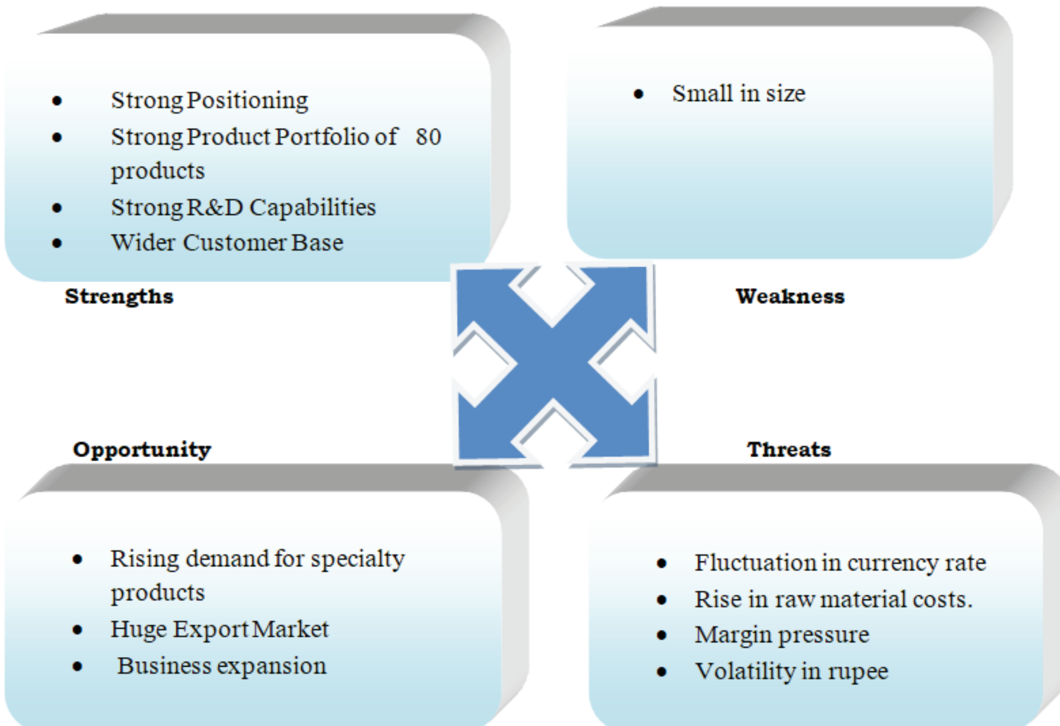
FUTURE OUTLOOK

Global economic growth is projected to grow at 6 percent in 2021 after an estimated contraction of 3.3 percent in 2020. While there is still uncertainty on the path of the health crisis, with a likelihood of third or fourth wave, and the emergence of new strains of the virus, overall business outlook of the Company appears to be positive. The aggregate demand of all the key segments in the petrochemical industry is likely to regain a sharp positive trajectory, with key players aiming to ramp up scale.

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

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

SWOT PROFILE



OPPORTUNITIES:

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

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

THREATS:

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

RISKS AND CONCERNS

- **Strategic and Commercial Risks**

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

- **Environmental Risks**

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

- **Financial Risks**

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

- **Operational Risks**

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

- **Cyber Security Risks**

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

- **Safety Risks**

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

PERFORMANCE

The Company's performance improved significantly during the year under review , Net Profit on a standalone basis boosted by 577% to ₹ 12,343.37 lakhs as compared to the previous year. Revenue from Operations on a standalone basis grew by 48% to ₹ 1,20,226.85 lakhs.

Earning per share on a standalone basis (EPS) improved from ₹ 3.01 to ₹ 20.40 as compared to the previous year.

Net Profit on a consolidated basis higher by 370% to ₹ 13,535.32 lakhs.

By a combination of a better product mix helped by specialty products and continual improvement in the efficiency of operations, the Company has managed to keep its operating margins healthy during the year and has achieved a substantial improvement in the EBIDTA levels.

KEY FINANCIAL RATIOS

Ratio Analysis	Units	Standalone		Consolidated	
		FY 2021	FY 2020	FY 2021	FY 2020
Debtors Turnover Ratio	Times	4.97	3.58	5.04	3.55
Inventory Turnover Ratio	Times	5.32	3.23	4.68	3.15
Interest Coverage Ratio	Times	30.76	2.97	21.92	3.26
Current Ratio	Times	2.02	1.09	1.86	1.80
Debt Equity Ratio	Times	0.02	0.0019	0.12	0.11
Operating Profit Margin	%	14.42	4.30	13.02	4.95
Net Profit Margin	%	10.27	2.24	9.35	2.87
Return on Networth	%	24.75	4.77	24.13	6.65

The Company continues to have a high interest coverage ratio indicating stronger financial health and capability of meeting interest obligations.

A very low debt to equity ratio indicates a strong ability to repay its debt obligations.

HUMAN RESOURCE / INDUSTRIAL RELATIONS

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

It is the people that make an organization. With human resources department being the custodian of all people related processes, it becomes the critical success factor in organisational success. The HR works with an objective of aligning the aspirational needs of the people with the organizational objectives of sustained growth, market leadership and cost competitiveness. Its sole aim is to build the Company as an exemplary organisation that inspires excellence every day. People development has been a constant focus of HR.

SUSTAINABILITY

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

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

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

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

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

CAUTIONARY STATEMENT

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

By Order of the Board of Directors
For Panama Petrochem Ltd

Amirali E. Rayani
Chairman
DIN:00002616

Date : August 05 , 2021
Place : Mumbai

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

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

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

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

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

2. BOARD OF DIRECTORS

(a) Composition

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

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

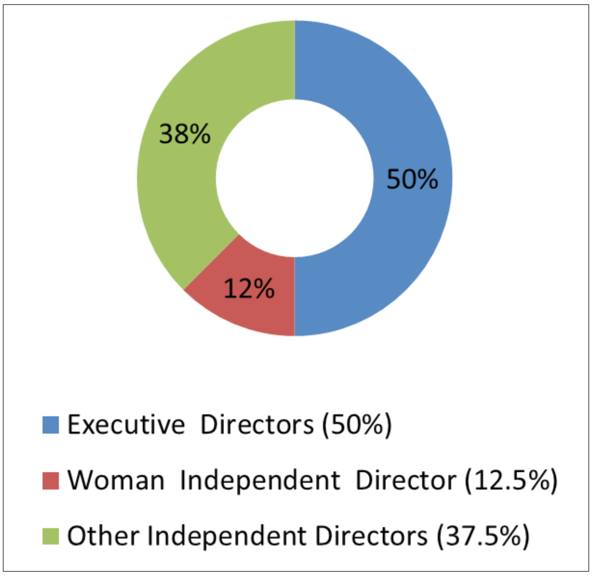
As on March 31, 2021 your Company's Board comprises of 8 Directors with considerable experience in their respective fields. Of these 4 are Executive Directors and 4 are Non-Executive (Independent) Directors. The Chairman of the Board is an Executive Director.

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

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

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

Board Composition as on March 31, 2021



(b) Meetings and attendance during the year

Five Board Meetings were held during the financial year April 1, 2020 to March 31, 2021. The maximum gap between any two Board meetings was within the stipulated time.

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

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

Details of attendance of Directors in the Board Meetings during the financial year April 1, 2020 to March 31, 2021 are as under:

Sr. no.	Name of the Director	Category of Directorship	Attendance details		
			Board Meetings Attended	% of total meetings attended during the tenure as a Director	Last AGM
1	Mr. Amirali E. Rayani	Executive Director	5	100	Yes
2	Mr. Amin A. Rayani	Executive Director	5	100	Yes
3	Mr. Hussein V. Rayani	Executive Director	5	100	Yes
4	Mr. Samir A. Rayani	Executive Director	5	100	Yes
5	Mr. Mukesh Mehta	Independent Non-Executive	5	100	Yes
6	Mr. Madan Mohan Jain	Independent Non-Executive	5	100	Yes
7	Ms. Nargis Mirza Kabani	Independent Non-Executive	5	100	Yes
8	Mr. Kumar Raju Nandimandalam	Independent Non-Executive	4	80	Yes

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

During the Financial Year April 1, 2020 to March 31, 2021, 5 (Five) meetings were held on the following dates:

June 12, 2020, August 05, 2020, November 07, 2020, February 03, 2021, and March 25, 2021

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

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

1. *Excludes Directorships in Associations, Private Limited Companies, Foreign Companies, Government Bodies and Companies registered under Section 8 of the Companies Act, 2013.*

2. *Only Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for committee positions.*

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

(d) Independent Directors

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

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

Based on intimations/disclosures received from the Directors periodically, the Memberships/Chairmanships of all the Directors of the Company are within the prescribed limits.

(e) Selection of Independent Directors

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

(f) Board and Director Evaluation and criteria for evaluation

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

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

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

(g) Familiarization Programme for Independent Directors

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

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

(h) Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on November 07, 2020, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations.

At the Meeting, the Independent Directors:

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

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

(i) Skills, Expertise and Competencies of the Board

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

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

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

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

3. AUDIT COMMITTEE

(a) Terms of Reference of Audit Committee

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

Role of Audit Committee inter alia, includes the following:

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

- Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

- Reviewing and monitoring the auditors independence and performance and effectiveness of audit process.

- Approval or any subsequent modification in transactions of the Company with related parties.

- Scrutiny of inter-corporate loans and investments.

- Valuation of undertakings or assets of the Company, wherever it is necessary.

- Evaluation of internal financial controls and risk management systems.

- Reviewing with the management, performance of statutory auditors, including cost auditors and internal auditors, adequacy of internal control systems.

- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.

- Discussion with internal auditors, any significant findings and follow-up thereon.

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and reporting the matter to the Board.

- Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.

- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

- To review the functioning of the Whistle Blower mechanism.

- Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background of the candidate.

- Carrying out such other functions as may be specifically referred to the Committee by the Company's Board of Directors and/or other Committees of Directors.

- Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.

- Reviewing the following information:

    - The Management Discussion and Analysis of financial condition and results of operations;

    - Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;

- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of internal auditors / chief internal auditor.

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

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

During the Financial Year April 1, 2020 to March 31, 2021, 4 (Four) meetings were held on the following dates:

June 12, 2020, August 05, 2020, November 07, 2020, and February 03, 2021

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

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

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

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

The Chairman of the Audit Committee, Mr. Madan Mohan Jain was present at the Annual General Meeting of the Company held on September 08, 2020.

4. NOMINATION AND REMUNERATION COMMITTEE

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

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

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To carry out evaluation of every Director's performance.

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

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

During the Financial Year April 1, 2020 to March 31, 2021, 2 (two) meetings were held on August 05, 2020 and February 03, 2021.

Name of the Member	Attendance at the Nomination & Remuneration Meeting	% of total attended during the tenure as a Director / Secretary
Mr. Mukesh Mehta (Chairman)	2	100
Mr. Madan Mohan Jain (Member)	2	100
Ms. Nargis Kabani (Member)	2	100
Company Secretary		
Ms. Gayatri Sharma	2	100

The Chairman of the Nomination and Remuneration Committee, Mr. Mukesh Mehta was present at the Annual General Meeting of the Company held on September 08, 2020.

(c) Remuneration Policy of the Company

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

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

(i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(ii) remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

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

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

- **Fixed pay:**

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

- **Minimum Remuneration:**

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

- **Provisions for excess remuneration:**

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

Remuneration to Non- Executive / Independent Director:

- **Remuneration / Commission:**

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

- **Sitting Fees:**

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

- **Commission:**

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

  No remuneration is paid to any Non-Executive Directors during the financial year April 1, 2020 to March 31, 2021 except sitting fees for attending Board meetings and committee meetings.

(d) Details of the Executive Directors Remuneration for the financial year ended March 31, 2021

(₹ in lakhs)

<table>
<tr><th colspan="2" rowspan="3">REMUNERATION</th><th colspan="5">DIRECTORS</th></tr>
<tr><th colspan="4">Executive Directors</th><th></th></tr>
<tr><th>Mr. Amirali E. Rayani</th><th>Mr. Amin A. Rayani</th><th>Mr. Samir A Rayani</th><th>Mr. Hussein V.Rayani</th><th>Non-Executive Directors</th></tr>
<tr><td>(a)</td><td>Salary & Allowances (fixed)</td><td>36.00</td><td>34.20</td><td>33.00</td><td>33.00</td><td>Nil</td></tr>
<tr><td>(b)</td><td>Benefits & Perquisites</td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>(c)</td><td>Bonus</td><td>400.00</td><td>400.00</td><td>400.00</td><td>400.00</td><td>Nil</td></tr>
<tr><td>(d)</td><td>Pension, Contribution to Provident fund & Superannuation Fund</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>(e)</td><td>Stock Option Details(if any)</td><td colspan="5">The Company has not offered any Stock Options to its employees.</td></tr>
<tr><td>(f)</td><td>Notice period</td><td colspan="4">The Agreement may be terminated by either party giving the other party six months’ notice.</td><td>Reasonable (to be decided by the Board) written notice, to be served</td></tr>
<tr><td>(g)</td><td>Severance fess</td><td colspan="4">Nil</td><td>Nil</td></tr>
</table>

Note:

i. The agreement with each Executive Director is for a period of 5 years.

(e) Details of the Sitting Fees paid to Non-Executive Directors for the financial year ended March 31, 2021

(₹ in lakhs)

Name of the Non-Executive Director	Amount of Sitting Fees Paid
Mr. Madan Mohan Jain	2.15
Mr. Mukesh Mehta	2.35
Ms. Nargis Mirza Kabani	1.75
Mr. Kumar Raju Nandimandalam	1.00

(f) Shareholdings of Non-Executive Directors

None of the Non-Executive Directors held shares in the Company as on March 31, 2021.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

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

Terms of Reference of Stakeholders Relationship Committee

- To look into redressing shareholders and investors' complaints and to expedite the process of redressal of complaints like transfer of shares, non-receipt of annual report, non-receipt of declared dividends etc. and carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

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

Name of the Member	Attendance At the Stakeholders Relationship Committee Meeting	% of total attended during the tenure as a Director / Secretary
Mr. Mukesh Mehta (Chairman)	2	100
Mr. Madan Mohan Jain (Member)	2	100
Mr. Amin A. Rayani (Member)	2	100
Mr. Amirali E. Rayani (Member)	2	100
Company Secretary		
Ms. Gayatri Sharma	2	100

(b) Meetings of the Committee

During the Financial Year April 1, 2020 to March 31, 2021, 2 (Two) meetings were held on the following dates:

June 12, 2020 and August 05, 2020

(c) Name & Designation of the Compliance Officer

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

(d) Redressal of Complaints

Shareholders may send their complaints for redressal at: cs@panamapetro.com

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

During the financial year, the Company has not received any complaints from the shareholders.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

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

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

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

The Board has adopted the CSR Policy as formulated and recommended by the Committee. The same is displayed on the website of the Company. The Annual Report on CSR activities for the year 2020-21 forms a part of the Directors' Report.

(b) Composition of Corporate Social Responsibility Committee

During the Financial Year April 1, 2020 to March 31, 2021, 2 (Two) meetings were held on the following dates:

June 12, 2020 and February 03, 2021.

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

7. GENERAL BODY MEETINGS

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

Year	Date	Venue	Time	No. of Special Resolution(s) passed
2018	August 20,2018	Rajmahal Conference hall of Hotel Lords Plaza at C 4/6, GIDC, Old National Highway No. 8, Ankleshwar, Gujarat 393 002	11:30 A.M	1
2019	September 17,2019	Conference hall of Hotel Lords Plaza at C 4/6, GIDC, Old National Highway No. 8, Ankleshwar, Gujarat 393 002	11:30 A.M	5
2020	September 08,2020	Through Video Conference	11:30 A.M	2

(b) Postal Ballot

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

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

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

8. CODE OF CONDUCT

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

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

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

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

9. SUBSIDIARIES

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

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

10. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

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

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

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

11. DISCLOSURES

(a) Related Party Transactions

There are no materially significant related party transactions with its Promoters, Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the Company at large. The other related party transactions are given in Notes to Accounts annexed to and forming the part of Balance Sheet and Profit and Loss Account of the Company. The Company has formulated a Related Party Transactions Policy and the same is displayed on the Company's website at the web link http://panamapetro.com/wp-content/uploads/2016/01/Related-Party-Transactions.pdf

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

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

(c) Disclosure of Risk management

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

(d) Whistle Blower Policy

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

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

(e) Material Subsidiary

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

(f) Disclosure of Accounting Treatment

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

(g) Details of compliance with mandatory requirements

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

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

The Managing Director & CEO and the Chief Financial Officer have certified to the Board in accordance with Part B of Schedule II to the Listing Regulations pertaining to CEO/ CFO certification for the Financial Year ended March 31, 2021.

(i) Adoption of non-mandatory requirements

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

- **Reporting of Internal Auditor**
  The Internal Auditor reports to the Audit Committee.

- **Audit qualifications**
  The financial statements of the Company are with unmodified audit opinion.

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

Status of complaints in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 for the FY 2020-2021 is as follows:

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

(k) Details of utilization of funds

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

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

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

(m) Fees paid to Statutory Auditor

A total fee of ₹ 19.45 lakhs was paid by the Company and its subsidiaries, on a consolidated basis, for all the services rendered by JMR & Associates LLP, Statutory Auditors.

12 MEANS OF COMMUNICATION

(a) Quarterly Results / Annual Results

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

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

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

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

13 GENERAL SHAREHOLDERS INFORMATION

(a) Annual General Meeting

Day, Date and Venue : Monday, September 06, 2021 through Video Conference only as per the General Circulars issued by the MCA dated May 5, 2020 read with general Circulars dated April 08, 2020, April 13, 2020 and January 13, 2021.

Time : 11.30 A.M.

(b) Financial Year : April 2021 to March 2022

Financial Calendar

Events	Tentative time frame
Financial Reporting for the second quarter ending September 30, 2021	2nd week of November, 2021
Financial Reporting for the third quarter ending December 31, 2021	2nd week of February, 2022
Financial Reporting for the fourth quarter ending March 31, 2022	Last Week of May, 2022

(c) Dates of Book Closure:

August 31, 2021 to September 2, 2021 (Both days inclusive)

(d) Dividend Payment Date:

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

(e) Listing on Stock Exchanges:

Equity Shares

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

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

The Company has paid the listing fees to these Stock Exchanges for the year 2020-21.

Global Depository Receipts (GDRs)

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

Security codes of GDRs

COMMON CODE : 065195372
ISIN : US6982941055
CUSIP : 698294105

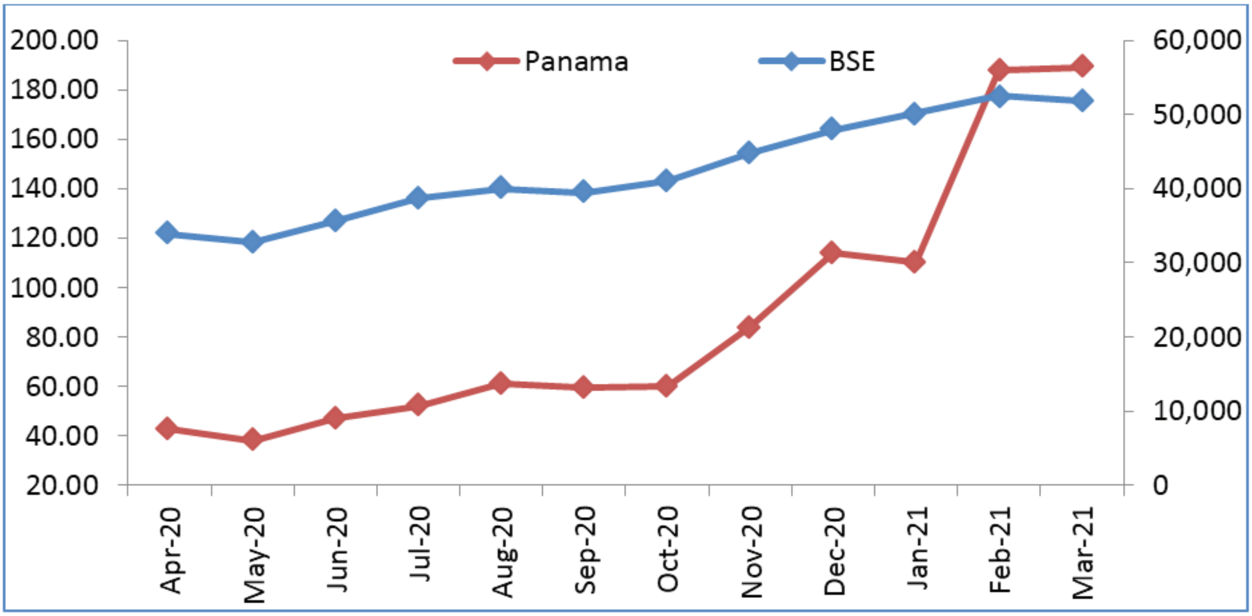
(f) Market Price Data:

High/ low of market price of the Company's equity shares traded on BSE during the last financial year April 1, 2020 to March 31, 2021 were as follows:

Month	High (₹) BSE	High (₹) NSE	Low (₹) BSE	Low (₹) NSE	Month	High (₹) BSE	High (₹) NSE	Low (₹) BSE	Low (₹) NSE
April	42.60	43.05	27.00	26.80	October	60	61.45	50.20	50.20
May	38.10	39.00	30.80	30.60	November	84.3	84.25	50.95	50.85
June	47.15	47.50	35.70	34.20	December	114	109.95	76.25	73.20
July	52.00	52.15	40.65	40.50	January	110.05	110.00	92.05	92.20
August	61.15	61.50	39.65	40.10	February	187.9	188.00	101.15	101.15
September	59.45	59.90	49.80	49.60	March	189.15	189.40	140.50	140.15

Source: www.bseindia.com & www.nseindia.com

(g) Performance in comparison to BSE SENSEX



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

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

Name	Bigshare Services Pvt. Ltd.
Address	1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059
Telephone No.	91-22-62638200
E mail	info@bigshareonline.com

(i) Share Transfer System

The Company's shares are traded in the BSE Ltd. & National Stock Exchange of India Limited, compulsorily in Demat mode.

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

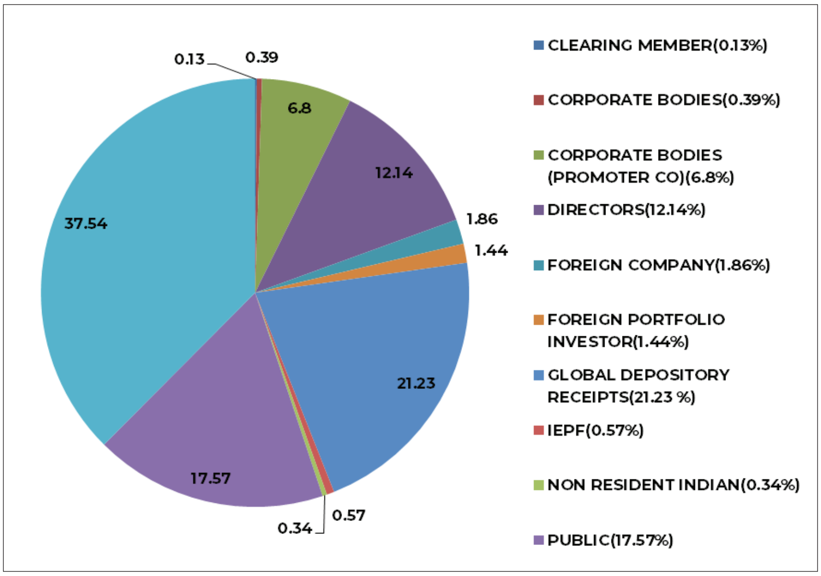
(j) Distribution of Shareholding as on March 31,2021:

Shareholding of	Nominal Value of	Shareholders		Share Amount	
₹	₹	Number	% to Total	In ₹	% to Total
(1)		(2)	(3)	(4)	(5)
Up to 5,000		13,188	96.1435	69,11,192	5.7123
5,001	10000	231	1.6840	17,03,042	1.4076
10,001	20000	135	0.9842	19,94,824	1.6488
20,001	30000	49	0.3572	12,43,728	1.0280
30,001	40000	24	0.1750	8,56,602	0.7080
40,001	50000	13	0.0948	5,81,262	0.4804
50,001	100000	24	0.1750	16,42,548	1.3576
100,001 and Above		53	0.3864	10,60,53,998	87.6572
Total		**13,717**	**100**	**12,09,87,196**	**100**

(k) Shareholding Pattern as on March 31,2021

Category	Total Shares	Percentage
CLEARING MEMBER	7,7132	0.13
CORPORATE BODIES	2,34,087	0.39
CORPORATE BODIES (PROMOTER CO)	41,11,436	6.80
DIRECTORS	73,45,251	12.14

Category	Total Shares	Percentage
FOREIGN COMPANY	11,25,000	1.86
FOREIGN PORTFOLIO INVESTOR	8,69,202	1.44
GLOBAL DEPOSITORY RECEIPTS	1,28,42,587	21.23
IEPF	3,42,637	0.57
NON-RESIDENT INDIAN	2,06,063	0.34
PUBLIC	1,06,29,028	17.57
RELATIVES OF DIRECTOR	2,27,11,175	37.54
Total	**6,04,93,598**	**100.00**



(I) Secretarial Audit

- M/s Milind Nirkhe & Associates, Practicing Company Secretaries have conducted a Secretarial Audit of the Company for the year 2020-21. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act, 2013 and the Rules made there under, Listing Regulations, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Directors' Report.

- Pursuant to Regulation 40 (9) of the Listing Regulations with the Stock Exchanges, certificates have been issued on a half-yearly basis, by the Company Secretary in practice.

- The Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

- The Company has obtained an Annual Secretarial Compliance Report from M/s Milind Nirkhe & Associates, Practicing Company Secretaries confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2021.

- M/s Milind Nirkhe & Associates, Practicing Company Secretaries have issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by SEBI/Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

(m) Dematerialization of shares and liquidity:

As on March 31, 2021 about 99.02% of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in demat mode.

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

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

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

Outstanding GDRs as on March 31, 2021 are 3,42,469 representing 1,28,42,587 Equity shares constituting 27.43 % of the paid up share capital of the Company.

(p) Credit Rating:

On the basis of the financial performance of the company for the year under review, CARE Ratings Limited has upgraded the rating on long term bank facilities to "CARE A" Stable and on the Short Term bank Facilities to "CARE A1".

(q) Plant Locations:

The Company has the following units located at:

1. Plot No: 3303, GIDC Industrial Estate, Ankleshwar-393 002, Gujarat.
   Tel: 91-2646-221 068 / 250 281
   Email: ankl@panamapetro.com

2. Survey No: 78/2, Daman Industrial Estate, Unit III, Poly Cab Road,
   Village Kadaiya, Dist. Daman, Daman (UT)-396 210.
   Tel: 91-260-329 1311
   Email: daman@panamapetro.com

3. Plot No. H-10-11-12 and H-15 M.I.D.C., Taloja, Navi Mumbai - 410208.
   Tel: 91-22-27411456
   Email: taloja@panamapetro.com

4. Plot No. 23 & 24 SEZ ,Dahej, Bharuch District, Gujarat-392110.
   Tel:91-2641-320980
   Email: dahej@panamapetro.com

(r) Address for Correspondence:

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

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

By Order of the Board of Directors
For Panama Petrochem Ltd

Amirali E. Rayani
Chairman
DIN:00002616

Date : August 05, 2021
Place : Mumbai

CEO CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
PANAMA PETROCHEM LIMITED

I, Amin A. Rayani, Managing Director & CEO of Panama Petrochem Limited hereby declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2021.

For PANAMA PETROCHEM LTD

Place : Mumbai
Date : May 31, 2021

Amin A. Rayani
Managing Director & CEO
DIN: 00002652

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

CEO & CFO CERTIFICATION

To,
The Board of Directors,
PANAMA PETROCHEM LIMITED

We hereby certify that:

(a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief:

  i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent illegal or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee:

  i) significant changes in internal control over financial reporting during the year;
  ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For PANAMA PETROCHEM LTD

Amin A Rayani
Managing Director & CEO
DIN: 00002652

Place: Mumbai
Date : May 31, 2021

Pramod Maheshwari
CFO

CERTIFICATE OF NON -DISQUALIFICATION OF DIRECTORS

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by Panama Petrochem Limited , having its Registered office at Plot No.3303, GIDC Estate, Ankleshwar, Gujarat-393002 and also the information provided by the Company, its officers, agents and authorized representatives, we hereby report that during the Financial Year ended on March 31, 2021, in our opinion, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by the Board/Ministry of Corporate Affairs or any such Statutory authority.

For MILIND NIRKHE & ASSOCIATES
Company Secretaries

MILIND NIRKHE
Membership No: 4156
CP NO: 2312
UDIN NO: F004156C000399243

Place : Mumbai
Date : May 31, 2021

PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of Panama Petrochem Limited

We have examined the compliance of the conditions of Corporate governance by Panama Petrochem Limited ('the Company') for the year ended 31st March, 2021 as stipulated under Regulation 17 to 27, clauses (b) to (i) of sub-regulation(2) of Regulation 46 and para C,D,& E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

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

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

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

For MILIND NIRKHE & ASSOCIATES
Company Secretaries

MILIND NIRKHE
Membership No: 4156
CP NO: 2312
UDIN NO: F004156C000738111

Place : Mumbai
Date : August 05, 2021

BUSINESS RESPONSIBILITY REPORT

Panama Petrochem Limited is committed to fulfilling its economic, environmental and social responsibilities while conducting its business. The Company is conscious of its impact on the society within which it operates. The Company works towards resource conservation, improving social relations within the communities where it operates and works towards generating value for all stakeholders.

During the year under review, the Company continued to fulfil its obligations as a responsible corporate citizen thereby contributing to the society in the form of inclusive growth of the stakeholders associated with the Company. Panama Petrochem Limited also endeavors to undertake initiatives under the principles prescribed under the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business.

Section A: General Information about the Company:

1.	Corporate Identity Number (CIN)	:	L23209GJ1982PLC005062
2.	Name of the Company	:	Panama Petrochem Limited
3.	Registered Address	:	Plot No. 3303, GIDC Estate, Ankleshwar – 393002, Gujarat
4.	Website	:	www.panamapetro.com
5.	E-mail id	:	ho@panamapetro.com
6.	Financial Year reported	:	2020-2021
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	:	192 (Manufacture of refined petroleum products)
8.	List three product / services that the Company is engaged (industrial activity code wise)	:	Mineral oils, Ink oils, and Petroleum jelly's
9.	Total Number of locations where business activity is undertaken by the Company	:	5 - Both International and National
i.	Number of international locations	:	1 Location through Subsidiary
ii.	Number of national locations	:	4 Locations
10.	Market served by the Company Local / State / National / International	:	The markets for the Company's products are across India. Globally, it serves more than 40 countries

Section B: Financial Details of the Company:

1.	Paid up capital (INR)	:	1,209.87 Lakhs
2.	Total Turnover (INR)	:	1,20,226.85 Lakhs
3.	Total Profit after taxes (INR)	:	12,343.37 Lakhs
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	:	0.92%
5.	List of activities in which expenditure in point 4 has been incurred	:	1. Healthcare 2. Education

Section C: Other details:

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

Section D: BR Information:

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

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

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

P1 - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability,

P2 - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle,

P3 - Businesses should promote the well-being of all employees,

P4 - Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized,

P5 - Businesses should respect and promote human rights,

P6 - Businesses should respect, protect, and make efforts to restore the environment, P7 - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner,

P8 - Businesses should support inclusive growth and equitable development,

P9- Businesses should engage with and provide value to their customers and consumers in a responsible manner.

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

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

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

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

3. **Governance related to BR**

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

   The Management assess the Business responsibility performance annually.

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

   Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time), the Company publishes a Business Responsibility Report as an Annexure to the Board's Report on an annual basis. Business Responsibility Report of the Company is available at the website of the viz; www.panamapetro.com.

Section E: Principle-wise Performance:

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

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

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

   a. **Ethics:** In consonance with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time), the Company has adopted a "Code of Business Conduct and Ethics" which mandates the Directors, Senior Management and Employees of the Company to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner.

   b. **Transparency:** The Governance structure of the Company is further supported by a Vigil Mechanism Policy which serves as a tool for its directors and employees to report any genuine concerns about unethical behavior, actual or suspected without fear of reprisal. The mechanism provides an avenue to stakeholders to raise concerns or violations pertaining to activities of the Company.

   c. **Accountability:** In order to instil accountability amongst the employees the Company has in place an Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons. The Code serves a threefold objective of:

      - monitoring the trades of designated employees of the Company;
      - obligating the employees to handle price sensitive information of the Company on a need-to-know basis thereby avoiding leakage of information;
      - mandating the employees to restrict unauthorized access to any individual other than the intended recipient of the information.

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

   The Company has in place a mechanism for dealing with complaints received from various stakeholders. The details of shareholders complaints received and resolved during the financial year 2020-21 are provided in the Corporate Governance Report.

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

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

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

   The three products are:

   i Speciality Rubber process oils branded as Panoil 2900, 3000 (TRAE)MES) & P 2500 (TDAE) are the products which are 100% Import substitute and environment free operation for rubber industries.

   ii Petroleum distillates & black ink oils as Panoil 500D.

   iii Various grades of Speciality lubricants

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

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

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

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

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

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

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

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

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

   The Company encourages local procurement of goods and services around its plants proximity and region. Several community development and training initiatives are regularly conducted by the Company in order to educate the local vendors, improve their capability, enhance their skills and raise their scope for employment and their standard of living. Further, the Company procures goods and services like security, housekeeping, gardening, and such other services from the suppliers located near the factories of the Company. Major workforce of the company is employed from the surroundings of the manufacturing unit across all locations.

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

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

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

<u>Principle 3:</u> Businesses should promote the wellbeing of all employees:

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

1. Please indicate the Total number of employees.- 167 Employees
2. Please indicate the Total number of employees hired on temporary / contractual / casual basis. - 76 Employees
3. Please indicate the Number of permanent women employees.- 19 Employees
4. Please indicate the Number of permanent employees with disabilities.-NIL
5. Do you have an employee association that is recognized by management?

   NO
6. What percentage of your permanent employees is members of this recognized employee association?

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

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

8. What percentage of your under mentioned employees were given safety & skill up- gradation training in the last year? 100% employees were covered for various safety trainings as on 31st March, 2021.

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

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

   Yes, to the extent possible.

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

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

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

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

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

   The Company believes that as a corporate citizen, it is the responsibility of the Company to engage with the marginalized stakeholders and contribute in the upliftment of their standards of living While developing our CSR strategy, the Company has ensured that all communities benefit from its CSR activities, with special focus on groups that are socially and economically marginalized.

<u>**Principle 5:**</u> **Businesses should respect and promote human rights**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

   None.

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

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

   The Company is a member of:

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

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

   No.

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

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

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

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

   CSR activities in the Company are implemented by the in-house CSR team, through participatory approach. Volunteering by the employees is focused on and is engrained into the team of the Company.

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

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

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

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

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

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

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

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

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

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

   Yes, the Company displays product information on the product label as per applicable rules and guidelines.

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

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

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

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

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Panama Petrochem Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Panama Petrochem Limited ("the Company")**, which comprises of the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements gives a true and fair view in conformity, with the aforesaid Ind AS and other accounting principles generally accepted in India prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit (other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Sr. No.	Key Audit Matter	Auditor's Response
1	**Inventory Existence:** The Company recognized inventory of ₹ 25,979.91 Lakhs as at 31 March 2021. Inventory held at various locations across India. Within each Location, inventory is stored in warehouses, tanks, containers and tanks attached to the Bonded Custom Warehouse.	Due to various restrictions imposed currently as part of measures to combat COVID-19 pandemic, we have not attended inventory counts at any locations, which we selected based on financial significance and risk.

Sr. No.	Key Audit Matter	Auditor's Response
	This is a key audit matter because of the • Significance of the inventory balance to the statement of financial position and • Complexity involved in determining inventory quantities on hand due to the number, conversion from Ltr. to Kgs., location and diversity of inventory storage locations, inventories lying with third parties etc.	For locations selected, we performed the following procedures at each site: • evaluated the design and implementation of the controls over physical verification of inventories and tested the operating effectiveness of the controls during the year. • for stocks at third party warehouses, obtained confirmations, and as appropriate performed roll-back procedures to tally with stock quantities at the year end, on a sample basis. • observed the physical verification of inventories carried out by management at certain locations subsequent to year end through virtual mediums, and performed roll back procedures evidencing the movement in stocks from the date of such verification to the year end, on a sample basis. • verified the analytical reviews performed by the management such as consumption analysis and stock movement analysis for the year for raw material and finished goods at factories, on a sample basis.
2	**Trade Receivables:** Trade receivables comprise a significant portion of the current assets of the Company and serve as security for a majority of the Company short-term debt. As indicated in Note 6.2 to the Standalone financial statements. The receivables provision has made based on Expected Credit Loss method. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID -19. Accordingly, the estimation of the allowance for trade receivables is a significant judgments area and is therefore considered a key audit matter.	We assessed the validity of material long outstanding receivables by obtaining third-party confirmations of amounts receivable. We also considered payments received subsequent to year-end, insurance held for overseas trade receivables, past payment history and unusual patterns to identify potentially impaired balances. The assessment of the appropriateness of the allowance for trade receivables comprised a variety of audit procedures across the Company including: • Assessing the appropriateness and reasonableness of the assumptions applied in the managements' assessment of the receivables allowance; • Consideration of the creditworthiness of significant trade receivables over 90 days; • Consideration and concurrence of the agreed payment terms; • Verification of receipts from trade receivables subsequent to year-end; • Inspection of credit insurance policies; and

Sr. No.	Key Audit Matter	Auditor's Response
		• Considered the completeness and accuracy of the disclosures. To address the risk of management bias, we evaluated the results of audit procedures on other key balances to assess whether or not there was an indication of bias. We were satisfied that the Company's trade receivables are fairly valued and adequately provided. We further considered whether the provisions were misstated and concluded that they were appropriate in all material respects, and disclosures related to trade receivable in the standalone financial statements are appropriate.

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

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

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

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

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

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act,2013 ("the Act") with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e. On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

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

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **JMR & Associates LLP**
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No. 114003
UDIN : 21114003AAAADS7124
Place : Mumbai
Date : 31 May, 2021

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

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

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **JMR & Associates LLP**
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No. 114003
UDIN : 21114003AAAADS7124
Place : Mumbai
Date : 31 May, 2021

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

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

i. In respect of property, plant and equipment’s:

a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment’s.

b) As informed to us, the property, plant and equipment’s have been physically verified by the management during the period according to a phased program. In our opinion, such program is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification by the management.

c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as property, plant and equipment in the standalone financial statements, the lease agreements are in the name of the Company

ii. In respect of its inventories:

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

iii. The Company has not granted loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act and accordingly, the provisions of Clause (iii) (a) to (c) of Para 3 of the Order are not applicable to the Company.

iv. The Company has not granted any loan under section 185 of the Act. The Company has complied with the provisions of section 186 of the Act, with respect to the investment and guarantees. The Company has neither given any security nor given any loans during the year.

v. According to the information and explanations given to us, the Company has not accepted any deposits from the public as per the provisions of section 73 to 76 of the Act and rules framed thereunder, and accordingly, the provisions of Clause (v) of Para 3 of the Order are not applicable to the Company.

vi. We have broadly reviewed accounts and records maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section (1) of Section 148 of the Act, related to manufacture of specialty petroleum products and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of records with a view to determine whether they are accurate.

vii. In respect of statutory dues:

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

According to the information and explanations given to us there were no outstanding statutory dues as on 31 March 2021 for a period of more than six months from the date they became payable.

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

Name of the Statute	Nature of the Dues	Amount (INR in lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Central Excise Duty	40.47	FY 2016-17	The Commissioner Appeals CGST & Central Excise Commissionerate, Surat.
Central Excise Act, 1944	Central Excise Duty	27.97	FY 2017-18	The Commissioner Appeals CGST & Central Excise Commissionerate, Surat.

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

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

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

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

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

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with the directors, requiring compliance with Section 192 of the Companies Act.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi) of the Order is not applicable to the Company.

For **JMR & Associates LLP**
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No. 114003
UDIN : 21114003AAAADS7124
Place : Mumbai
Date : 31 May, 2021

BALANCE SHEET AS AT 31 MARCH 2021

Particulars	Notes	As at 31 March 2021 ₹ In lakhs	As at31 March 2020 ₹ In lakhs
Assets			
1. Non-current assets			
(a) Property, Plant and Equipment	3	**9,022.72**	7,955.07
(b) Capital work-in-progress	3	**2,239.62**	1,723.76
(c) Investment property	4	**990.52**	1,008.63
(d) Right -of-use assets	3, 5.1	**2,418.09**	2,504.68
(e) Intangible Assets	5.2	**-**	-
(f) Financial Assets			
(i) Investments	6.1	**5,193.16**	5,192.68
(ii) Others	6.6	**37.43**	70.22
(g) Other non-current assets	8	**50.34**	61.27
Total Non Current Assets		**19,951.88**	18,516.31
2. Current assets			
(a) Inventories	7	**25,979.91**	19,247.73
(b) Financial Assets			
(i) Trade Receivables	6.2	**29,282.99**	19,092.70
(ii) Cash and cash equivalents	6.4	**4,150.42**	3,009.24
(iii) Bank Balances other than (ii) above	6.5	**66.50**	352.04
(iv) Loans	6.3	**57.73**	46.12
(v) Others	6.6	**215.58**	432.35
(c) Current Tax Assets (Net)	15	**12.75**	306.78
(d) Other Current Assets	8	**1,436.67**	1,023.05
Total Current Assets		**61,202.55**	43,510.01
Total Assets		**81,154.43**	62,026.32
Equity and Liabilities			
Equity			
(a) Equity Share Capital	9	**1,209.87**	1,209.87
(b) Other Equity	10	**48,667.33**	37,038.51
Total Equity		**49,877.20**	38,248.38
Liabilities			
1. Non-current Liabilities			
Financial liabilities			
(a) Lease liabilities	11.1	**15.00**	48.92
(b) Other Non-current Liabilities		**-**	-
Provisions	12	**71.59**	87.95
Deferred Tax Liabilities (Net)	13	**951.90**	747.04
Total Non -current Liabilities		**1,038.49**	883.91
2. Current Liabilities			
(a) Financial Liabilities			
(i) Lease liabilities	11.1	**32.58**	48.67
(ii) Borrowings	11.2	**779.10**	72.01
(iii) Trade Payables	11.3		
Total outstanding dues of micro enterprises and small enterprises		**-**	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		**27,932.25**	22,029.20
(iv) Other Financial Liabilities	11.4	**233.77**	209.15
(b) Provisions	12	**22.85**	18.43
(c) Current Tax Liabilities (Net)	15	**-**	-
(d) Other Current Liabilities	14	**1,238.19**	516.57
Total Current Liabilities		**30,238.74**	22,894.03
Total Equity and Liabilities		**81,154.43**	62,026.32
Significant Accounting Policies	**2**		
The accompanying notes are an integral part of the financial statements			

As per our report of even date

For JMR & Associates LLP
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No : 114003

Place: Mumbai
Date : 31 May 2021

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

Amirali E. Rayani
Chairman
DIN:00002616

Amin A. Rayani
Managing Director & CEO
DIN:00002652

Pramod Maheshwari
CFO

Gayatri Sharma
Company Secretary & Compliance Officer

Place: Mumbai
Date : 31 May 2021

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

Particulars	Notes	Year ended 31 March 2021 ₹ In lakhs	Year ended 31 March 2020 ₹ In lakhs
Income			
Revenue from operations	16	**1,20,226.85**	81,345.77
Other income	17	**671.58**	351.70
Total Income		**1,20,898.43**	81,697.47
Expenditure			
Cost of material consumed	18	**89,563.61**	69,414.18
Purchase of traded goods	19	**4,953.97**	736.63
Change in inventories of traded goods and finished goods	20	**(2,548.09)**	971.60
Employee benefits expense	21	**2,512.63**	922.64
Finance costs	22	**579.75**	1,334.61
Depreciation and Amortisation expense	23	**495.59**	471.78
Other expenses	24	**8,581.72**	5,686.73
Total Expenses		**1,04,139.18**	79,538.17
Profit for the year before tax		**16,759.25**	2,159.30
Tax expenses			
Current tax	38	**4,200.00**	490.00
Deferred tax	38	**204.18**	(153.30)
Short/(excess) provision of tax relating to earlier years		**11.70**	-
Total tax expenses		**4,415.88**	336.70
Profit for the year from continuing operations		**12,343.37**	1,822.60
Other Comprehensive Income			
A) Items that will not be reclassified subsequently to profit or loss			
(i) Re-measurement gains/(losses) on defined benefit plans		**14.72**	1.98
(ii) Income tax related to above		**(3.71)**	(0.40)
B) Items that will be reclassified to profit or loss			
(i) Equity instruments through other comprehensive income		**0.48**	(6.78)
(ii) Income tax related to above		**(0.12)**	1.71
Other Comprehensive Income		**11.37**	(3.49)
Total Comprehensive Income		**12,354.74**	1,819.11
Basic and Diluted earnings per share in ₹ (face value of ₹ 2 each) (Refer Note 37)		**20.40**	3.01
Significant Accounting Policies			
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

For JMR & Associates LLP
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No : 114003

Place: Mumbai
Date : 31 May 2021

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

Amirali E. Rayani
Chairman
DIN:00002616

Amin A. Rayani
Managing Director & CEO
DIN:00002652

Pramod Maheshwari
CFO

Gayatri Sharma
Company Secretary & Compliance Officer

Place: Mumbai
Date : 31 May 2021

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2021

		31 March 2021 ₹ In lakhs	31 March 2020 ₹ In lakhs
A.	**Cash Flows from operating activities**		
	Profit before tax from continuing operation	**16,759.25**	2,159.30
	Adjustments for -		
	Depreciation on property, plant and equipment and investment property	**495.59**	471.78
	Finance costs	**579.75**	1,334.61
	(Profit)/loss on sale of property, plant and equipment (net)	**(0.06)**	(0.79)
	Unrealized foreign exchange loss/(gain)	**37.73**	222.83
	Unrealized foreign exchange loss/(gain) on derivative contract	**5.68**	291.75
	Interest income	**(81.82)**	(30.76)
	Dividend income	**(0.04)**	(0.06)
	Lease rental received	**(344.12)**	(227.87)
	Bad debts, provision for doubtful debts	**(26.46)**	(19.67)
	Operating profit before working capital changes	**17,425.50**	4,201.12
	(Increase)/decrease in trade Receivables	**(10,345.03)**	7,758.35
	(Increase)/decrease in inventories	**(6,732.18)**	11,822.72
	(Increase)/decrease in loans and advances	**197.29**	(341.63)
	(Increase)/decrease in other current assets	**(379.22)**	1,245.78
	Increase/(decrease) in trade Payables	**6,080.91**	(6,724.16)
	Increase/(decrease) in other financial liabilities and provisions	**674.23**	(724.35)
	Increase/(decrease) in other liabilities	**-**	-
	Cash generated from operation	**6,921.50**	17,237.83
	Income tax paid	**(3,917.67)**	(629.16)
	Net cash flow from operating activity (A)	**3,003.83**	16,608.67
B.	**Cash flows from investing activities**		
	Additions to property, plant and equipment and investment property	**(1,943.56)**	(1,455.76)
	Sales of property, plant and equipment	**0.39**	9.26
	Reclassified on account of adoption of Ind AS 116	**-**	(145.05)
	Redemption/maturity of bank deposits (having original maturity of more than three months)	**322.77**	(183.72)
	Payment from unpaid dividend account	**(2.24)**	(27.04)
	Interest received	**81.83**	37.34
	Lease Rental received	**344.12**	227.87
	Dividend received	**0.04**	0.06
	Net cash flow from/(used in) investing activities (B)	**(1,196.65)**	(1,537.04)

	31 March 2021 ₹ In lakhs	31 March 2020 ₹ In lakhs
C. Cash flows from financing activities		
Proceeds/ (Repayment) from/of short-term borrowing (net)	**707.09**	(10,395.62)
Interest paid	**(615.02)**	(1,305.46)
Dividend paid	**(723.68)**	(722.27)
Dividend tax paid	**-**	(149.22)
Net cash flow from/(used in) financing activities (C)	**(631.61)**	(12,572.57)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**1,175.57**	2,499.06
Effect of exchange differences on cash & cash equivalents held in foreign currency	**(34.39)**	148.61
Cash and cash equivalents at the beginning of the year	**3,009.24**	361.57
Cash and cash equivalents at the end of the year	**4,150.42**	3,009.24
Components of Cash and Cash Equivalents		
Cash on hand	**1.24**	2.84
With banks		
- on current accounts	**4,149.18**	3,006.40
- on deposit accounts	**37.22**	325.00
Total	**4,187.64**	3,334.24
Less: Deposit accounts with more than 3 months but less than 12 months maturity	**37.22**	325.00
Total Cash and Cash Equivalents (refer note 6.4 and 6.5)	**4,150.42**	3,009.24

Note :

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

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

As per our report of even date

For JMR & Associates LLP
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No : 114003

Place: Mumbai
Date : 31 May 2021

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

Amirali E. Rayani
Chairman
DIN:00002616

Amin A. Rayani
Managing Director & CEO
DIN:00002652

Pramod Maheshwari
CFO

Gayatri Sharma
Company Secretary & Compliance Officer

Place: Mumbai
Date : 31 May 2021

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

Equity Share Capital

	₹ In lakhs
Balance as at 31 March 2019	1,209.87
Balance as at 31 March 2020	1,209.87
Balance as at 31 March 2021	**1,209.87**

Other Equity

	Reserves and Surplus					
	Investment Allowance Reserve	Capital Redemption Reserves	Securities Premium Account	General reserve	Retained earnings	Total
Balance as at 1 April 2019	0.24	-	9,018.48	1,157.99	25,917.83	36,094.54
Profit for the year	-	-	-	-	1,822.60	1,822.60
Other comprehensive income	-	-	-	-	(3.49)	(3.49)
Total Comprehensive income for the year	**0.24**	**-**	**9,018.48**	**1,157.99**	**27,736.94**	**37,913.65**
Dividend for 2018-2019	-	-	-	-	725.92	725.92
Dividend tax on Dividend for 2018-2019				-	149.22	149.22
					875.14	**875.14**
Balance as at 31 March 2020	**0.24**	**-**	**9,018.48**	**1,157.99**	**26,861.80**	**37,038.51**
Profit for the year	-	-	-	-	12,343.37	12,343.37
Other comprehensive income	-	-	-	-	11.37	11.37
	-	-	-	-	12,354.74	12,354.74
Dividend for 2019-2020	-	-	-	-	725.92	725.92
Dividend tax on Dividend for 2019-2020	-	-	-	-	-	-
Balance as at 31 March 2021	**0.24**	**-**	**9,018.48**	**1,157.99**	**38,490.62**	**48,667.33**

Notes :

The Board of Directors have recommended dividend @ 100% (P.Y. 60%) i.e. per equity share [face value ₹ 2 each] aggregating to ₹ 1209.87 lakhs for the year ended 31 March 2021.

Investment Allowance Reserve	:	This reserve represents Govt grants received against investments.
Securities Premium	:	Premium collected on issue of securities are accumulated as part of securities premium.
General Reserve	:	General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.
Retained Earning	:	This represents profits remaining after all appropriations. This is free reserve and can be used for distribution of profits.

As per our report of even date

For JMR & Associates LLP
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No : 114003

Place: Mumbai
Date : 31 May 2021

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

Amirali E. Rayani
Chairman
DIN:00002616

Amin A. Rayani
Managing Director & CEO
DIN:00002652

Pramod Maheshwari
CFO

Gayatri Sharma
Company Secretary & Compliance Officer

Place: Mumbai
Date : 31 May 2021

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1. Company Information

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

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

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

Authorisation of financial statements

The standalone financial statements were authorised for issue in accordance with a resolution of the Board of Directors passed on 31st May 2021.

2. Significant Accounting Policies:

(A) Basis of Preparation of Financial Statements

(i) Compliance with Ind AS: The standalone financial statements have been prepared to comply, in all material aspects, with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Companies Act, 2013.

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

(ii) Classification of assets and liabilities : All assets and liabilities have been classified as current or non-current based on the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Deferred tax assets and liabilities are classified as non-current on net basis.

(iii) Historical cost convention : The financial statements have been prepare on going concern basis under the historical cost convention except:

(a) certain financial instruments (including derivative instruments) and
(b) defined benefit plans

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

(iv) Functional and presentation currency : The Company's functional and presentation currency is Indian Rupee (₹). All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs (₹ lakhs), except otherwise indicated.

(v) Fair value measurement : The Company measures certain financial assets and financial liabilities including derivatives and defined benefit plans at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability take place either

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(a) in the principal market for the asset or liability or

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

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

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

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

(B) Property, Plant and Equipment

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

(ii) Stores and spares which meet the definition of property, plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalised as property, plant and equipment.

(iii) When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

(iv) An Item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset or significant part) is included in the Statement of Profit and Loss when the asset is derecognised.

(v) In line with the provisions of Schedule II to the Companies Act, 2013, the Company depreciates significant components of the main asset (which have different useful lives as compared to the main asset) based on the individual useful life of those components. Useful life for such components of property, plant and equipment has been assessed based on the historical experience and internal technical inputs.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(vi) Depreciation on property, plant and equipment is provided as per straight line method based on useful life prescribed under Schedule II to the Companies Act, 2013. The Company has assessed the estimated useful lives of its property, plant and equipment and has adopted the useful lives and residual value as prescribed in Schedule II.

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

(vii) The residual values and useful lives of property, plant and equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.

(viii) Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. These are stated at cost to date relating to items or project in progress, incurred during construction / preoperative period. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under “Other non-current Assets”.

(C) Investment Property

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

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

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

(D) Intangible Assets

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

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

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

(E) Borrowing Costs

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

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(F) Impairment of Non-financial Assets

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

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

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

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

(G) Non-current Assets held for sale

Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the assets is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

(H) Inventories

Inventories are valued as follows:

Raw materials, Packing Materials and Traded Goods	Lower of cost or net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First In First Out (FIFO) basis. Cost of raw materials comprises of cost of purchase (net of discount) and other cost in bringing the inventory to their present location and condition excluding Input GST credit . Customs duty on stock lying in bonded warehouse is included in cost.
Work-in-progress and Finished goods	Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a First In First Out (FIFO) basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(I) Revenue from contracts with customer:

Revenue from contracts with customers is recognised on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of discounts offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

(i) Sale of Goods:

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

(ii) Interest income:

Under Ind AS 109, Interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at fair value through Profit and loss (FVTPL).

The EIR in case of a financial asset is computed

a. As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

b. By considering all the contractual terms of the financial instruments in estimating the cash flows.

c. Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premium or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

(iii) Net Gain on fair value changes :

Any differences between the fair values of financial assets classified as fair value through the profit or loss held by Company on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised in “Net gains on fair value changes” under “Other Income” and if there is a net loss the same is disclosed under “Expenses” in the statement of Profit and Loss.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at Fair value through Other Comprehensive Income (“FVTOCI”) is recognised in net gain / loss on fair value changes.

However, net gain / loss on derecognition of financial instruments classified as amortised is presented separately under the respective head in the Statement of Profit and Loss.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(iii) Dividend income:

Dividend income is recognised :

a. When the right to receive the payment is established.
b. It is probable that the economic benefits associated with the dividend will flow to the entity and
c. The amount of the dividend can be measured reliably.

(iv) Rental Income:

Revenue is recognised on the basis of income arising from operating lease of investment properties is accounted for on a straight-line basis over the lease unless the payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases and is included in the head "other income" in the Statement of Profit and Loss.

(v) Others:

Revenue is recognised in respect of export incentives, insurance / other claims etc., when it is reasonably certain that the ultimate collection will be made.

(J) Expenditure on Research and Development

Revenue expenditure on Research and Development is charged to Statement of Profit and Loss under the appropriate heads of expenses. Expenditure relating to property, plant and equipment are capitalised under respective heads.

(K) Foreign Currency Transactions

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in financial statements, are recognized as income or as expenses in the year in which they arise.

(iv) Forward Contracts

The premium or discount arising at the inception of forward exchange contracts is booked as expense or income immediately. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rates changes. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(L) Employee Benefits

All employee benefits payable wholly within 12 months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

Post Retirement Benefits

The Company operates the following post-employment schemes:

(a) defined benefit plan - gratuity

(b) defined contribution plan - provident fund

Defined benefit plan - Gratuity obligation

Post-employment benefits (benefits which are payable on completion of employment) are measured on a discounted basis by the Projected Unit Credit Method on the basis of actuarial valuation annually.

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less fair value of plan assets.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

Defined contribution plan

Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective fund are due. There are no other obligations other than the contribution payable to the respective fund.

(M) Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Infosys's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the company has concluded that no changes are required to lease period relating to the existing lease contracts. Refer note no 11.1

(a) As Company is the lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset

At the date of commencement of the lease, the Company recognizes a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(b) Company is the lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(N) Taxation

Income tax expense comprises of current tax expense and the net change in the deferred tax asset or liability during the year.

(a) Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(b) Deferred Tax: Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are off set if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(c) Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the Profit and Loss Statement and shown as “MAT Credit Entitlement.” The Company reviews the “MAT Credit Entitlement” asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the sufficient period.

(O) Segment Reporting

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

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The operating segments have been identified on the basis of nature of product/services.

The board of directors of the Company has appointed the Managing Director as the chief operating decision maker (CODM) who is assessesing the financial performance and position of the Company, and makes strategic decisions.

(P) Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events, if any, such as bonus issue, bonus elements in a rights issue to existing shareholders, shares split and reverse share split (consolidation of shares).

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

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

(Q) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as as result of past events, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made.

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates

Contingent liabilities are disclosed in the case of:

a) a present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;

b) a present obligation arising from the past events, when no reliable estimate is possible;

c) a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

(R) Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

I. Financial Assets

A. Initial recognition and measurement :

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of the financial asset [other than financial assets at fair value through profit or loss (FVTPL)] are added to the fair value of the financial assets. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset. Transaction costs of financial assets carried at FVTPL are expensed in the Statement of Profit and Loss.

B. Subsequent measurement:

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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(i) Debt instruments at amortised cost

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

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

(ii) Debt instruments included within the Fair Value Through Profit or Loss (FVTPL) category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

(iii) Equity instruments: All equity instruments within the scope of Ind-AS 109 are measured at fair value. Equity instruments which are classified as held for trading are measured at FVTPL. For all other equity instruments, the Company decides to measure the same either at Fair Value Through Other Comprehensive Income (FVTOCI) or FVTPL. The Company makes such selection on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments measured at FVTOCI, all fair value changes on the instrument, excluding dividends, are recognised in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such instruments.

iv) Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

C. De-recognition:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Company's balance sheet) when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement, and either:

  (i) the Company has transferred substantially all the risks and rewards of the asset, or
  (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

D. Impairment of financial assets:

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on trade receivables and other advances. The Company follows 'simplified approach' for recognition of impairment loss on these financial assets. The application of simplified approach does not require

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Allowance for credit losses on receivables and unbilled revenue

The company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The company considered current and anticipated future economic conditions relating to industries the company deals with and the countries where it operates. In calculating expected credit loss, the company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID -19.

II. Financial Liabilities

A. Initial recognition and measurement:

Financial liabilities are classified at initial recognition as :

(i) financial liabilities at fair value through profit or loss,
(ii) loans and borrowings, payables, net of directly attributable transaction costs or
(iii) derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

B. Subsequent measurement :

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

(i) Borrowings: Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished and the consideration paid is recognised in the Statement of Profit and Loss as other gains / (losses).

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender has agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(ii) Trade and other payables: These amounts represent liabilities for goods and services provided to the Company prior to the end of financial period which are unpaid. The amounts are unsecured and are usually paid within twelve months of recognition. Trade and other payables are presented as current liabilities unless

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

payment is not due within twelve months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(iii) Derivative financial instruments: The Company uses derivative financial instruments, such as foreign exchange forward contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Hedge accounting :

The Company designates certain hedging instruments which include derivatives, embedded derivatives and non derivatives in respect of foreign currency risk, as either fair value hedges, cash flow hedges or hedges of net investments in foreign operations. At the inception of the hedge relationship, the Company documents the relationship between the hedging instruments and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

C. De-recognition

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

D. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

(a) Operating lease commitments – Company as lessor;
(b) Assessment of functional currency;
(c) Evaluation of recoverability of deferred tax assets

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Estimates and assumptions

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year :

a) Useful lives of property, plant and equipment, investment property and intangible assets;
b) Fair value measurements of financial instruments ;
c) Impairment of non-financial assets;
d) Taxes;
e) Defined benefit plans (gratuity benefits);
f) Provisions;
g) Valuation of inventories;
h) Contingencies

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

03. Property, plant and equipment

₹ In lakhs

03.	Property, plant and equipment										Right-of-use assets		
	Freehold land	Leasehold Land	Factory Building	Non Factory Building	Plant & Equipment	Office Equipment	Computers	Furniture and fixtures	Vehicles	Total Property, plant and equipment	Leasehold land	Leased properties	Total Right-ofuse assets
Cost or valuation													
At 1 April 2019	6.19	2,883.73	1,772.07	2,972.22	3,883.26	133.32	93.18	419.48	602.68	12,766.13	-	-	-
Additions	-	-	76.95	100.82	419.44	12.17	5.40	114.20	65.64	794.62	-	-	-
Other adjustments	-	-	-	-	(7.00)	-	-	-	(11.46)	-18.46	-	-	-
Reclassified on account of adoption of Ind AS 116	-	(2,883.73)	-	-	-	-	-	-	-	-2,883.73	2,883.73	145.05	3,028.78
At 31 March 2020	**6.19**	**0.00**	**1,849.02**	**3,073.04**	**4,295.70**	**145.49**	**98.58**	**533.68**	**656.86**	**10,658.56**	**2,883.73**	**145.05**	**3,028.78**
Additions	-	-	84.19	1,076.70	177.99	3.22	4.29	7.23	107.55	1,461.17	-	6.90	6.90
Other adjustments	-	-	-	-	-	-	-	-	(6.63)	(6.63)	-	(9.43)	(9.43)
Deletion												(8.13)	(8.13)
Asset reclassified to Right-of-use assets	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2021	**6.19**	**-**	**1,933.21**	**4,149.74**	**4,473.69**	**148.71**	**102.87**	**540.91**	**757.78**	**12,113.10**	**2,883.73**	**134.39**	**3,018.12**
Depreciation													
At 1 April 2019	-	434.95	441.50	204.59	983.31	105.59	84.73	231.55	297.70	2,783.92	-	-	-
Asset reclassified to Right-of-use assets		(434.95)								(434.95)	434.95	-	434.95
Charge for the year	-	-	55.21	48.54	150.77	10.01	6.03	38.60	55.35	364.51	36.59	52.56	89.15
Other adjustments	-	-	-	-	(0.17)	-	-	-	(9.82)	(9.99)	-	-	-
At 31 March 2020	**-**	**-**	**496.71**	**253.13**	**1,133.91**	**115.60**	**90.76**	**270.15**	**343.23**	**2,703.49**	**471.54**	**52.56**	**524.10**
Asset reclassified to Right-of-use assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	-	57.72	49.39	164.57	9.06	4.94	43.72	63.79	393.19	36.59	47.70	84.29
Other adjustments	-	-	-	-	-	-	-	-	(6.30)	(6.30)	-	(0.23)	(0.23)
Deletion	-	-	-	-	-	-	-	-	-	-	-	(8.13)	(8.13)
Adjustment on account of reclassicaton of lease term	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2021	**-**	**-**	**554.43**	**302.52**	**1,298.48**	**124.66**	**95.70**	**313.87**	**400.72**	**3,090.38**	**508.13**	**91.90**	**600.03**
Net Block													
At 31 March 2020	**6.19**	**0.00**	**1,352.31**	**2,819.91**	**3,161.79**	**29.89**	**7.82**	**263.53**	**313.63**	**7,955.07**	**2,412.19**	**92.49**	**2,504.68**
At 31 March 2021	**6.19**	**0.00**	**1,378.78**	**3,847.22**	**3,175.21**	**24.05**	**7.17**	**227.04**	**357.06**	**9,022.72**	**2,375.60**	**42.49**	**2,418.09**
Capital work-in-progress													
At 31 March 2020	**-**	**-**	**-**	**1,723.76**	**-**	**-**	**-**	**-**	**-**	**1,723.76**	**-**	**-**	**-**
At 31 March 2021	**-**	**-**	**-**	**2,239.62**	**-**	**-**	**-**	**-**	**-**	**2,239.62**	**-**	**-**	**-**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Notes:-

	Gross Block	Depreciation For the year	Accumulated Depreciation	Net Block
3.1 Factory Building includes those constructed on leasehold land:				
At 31 March 2020	1,749.19	51.96	456.47	1,292.72
At 31 March 2021	1,833.38	54.47	510.94	1,322.44
3.2 Non Factory Building includes those constructed on leasehold land:				
At 31 March 2020	411.06	7.27	18.76	392.30
At 31 March 2021	411.06	7.27	26.03	385.03

3.3 Capital expenditure on research & development

a) Addition to fixed assets includes capital assets of ₹ Nil lakhs (31 March 2020 : ₹ Nil)
b) Gross block includes fixed assets in research & development (R&D) unit

Furniture ₹ 4.08 lakhs (31 March 2020 : ₹ 4.08 lakhs)
Lab Equipment's ₹ 93.24 lakhs (31 March 2020 : ₹ 93.24 lakhs)

Computer ₹ 00.55 lakh (31 March 2020 : ₹ 00.55 lakh)
Air Conditioner ₹ 1.13 lakhs (31 March 2020 : ₹ 1.13 lakhs)

3.4 The Board currently estimates that there are no components which have significantly different lives from the underlying primary assets

4. Investment Property	**As at 31.03.2021 ₹ in lakhs**	As at 31.03.2020 ₹ in lakhs
I. Gross Carrying Amount		
Balance at the beginning of the year	**1,145.30**	1,145.30
Additions / reclassification	**-**	-
Deletions / reclassification	**-**	-
Balance at the end of the year	**1,145.30**	1,145.30
II. Accumulated Depreciation and Impairment		
Balance at the beginning of the year	**136.67**	118.56
Depreciation for the year	**18.11**	18.11
Accumulated depreciation on Addition/deletions	**-**	-
Balance at the end of the year	**154.78**	136.67
III. Net Carrying Amount at end of the year	**990.52**	1,008.63
IV. Fair value of investment property at the end of the year	**2,302.00**	1,920.46

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

4.1 Information regarding income and expenditure of Investment Property

	2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
Rental income derived from investment properties	**314.61**	216.47
Less: Direct operating expenses (including repairs and maintenance) generating rental income	**11.34**	10.26
Less: Direct operating expenses (including repairs and maintenance) that did not generate rental income	**-**	-
Profit arising from investment properties before depreciation and indirect expenses	**303.27**	206.21
Less: Depreciation	**18.11**	18.11
Profit arising from investment properties before indirect expenses	**285.16**	188.10

4.2 Fair value of the Company's investment properties

The fair value of the Company's investment properties as at 31 March 2021 was arrived at on the basis of a valuation carried out by independent registered valuers not related to the Company. The Company has adopted policy of revaluing investment property generally every year. (Level 3)

4.3 a) Details of the Company's Investment properties and information about their Fair value hierarchy

	Fair value measurement	
	31.03.2021 ₹ in lakhs	31.03.2020 ₹ in lakhs
Valuation at the end of the year	**2,302.00**	1,920.46

b) Reconciliation of fair value

	2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
Opening balance	**1,920.46**	1,920.46
Fair value difference	**-**	-
Reclassification	**381.54**	-
Closing balance	**2,302.00**	1,920.46

c) Description of valuation techniques used and key inputs to valuation on investment properties

The investment properties have been valued at Fair Market Value. It is the value of the property at which it can be sold in open market at a particular time free from forced value or sentimental value. Prevailing market value is a result of demand/ supply /merits /demerits of properties and various locational, social, economical, political factors and circumstances. Prevailing market value can be estimated through market survey, through dependable data/ sale instances, local estate developers/ brokers, real estate portal enquiries and verbal enquiries in neighbourhood area.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

5.1 Leases

The Company has entered into agreements for taking lease certain offices and warehouses on lease and licence basis. The lease term is a period ranging from 12 to 36 months. The Company has contracts which have fixed rentals. The Company has also taken leasehold factory lands on one time payment basis. The lease term is a period ranging from 30 years to 99 years.

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 142.53 Lakhs, and a lease liability of ₹ 145.05 Lakhs. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments

The following is the summary of practical expedients elected on initial application:

a) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date

b) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application

c) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

d) Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 11.39%

Disclosure as per the requirement of Ind AS 116

Amounts recognised in balance sheet

The balance sheet shows the following amounts relating to leases	**As at 31.03.2021 ₹ in lakhs**	As at 31.03.2020 ₹ in lakhs
Right-of-use assets	**3,018.12**	3,028.78
Lease liabilities		
Current	**32.58**	48.67
Non-current	**15.00**	48.92

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2021 on an undiscounted basis:

Particulars	**As at 31.03.2021 ₹ in lakhs**	As at 31.03.2020 ₹ in lakhs
Less than one year	**35.71**	57.35
One to five years	**15.75**	52.88
More than five years	**-**	-
Total	**51.46**	110.23

The cash outflow of lease payments with respect to the above lease recognised in the statement of profit and loss for the financial year 2020-2021 is ₹ 55.00 lakhs (Previouse Year ₹ 60.45 lakhs).

B) Where the Company is lessor

The future minimum lease payments receivable as per the lease agreements are as follows:

Particulars	**As at 31.03.2021 ₹ in lakhs**	As at 31.03.2020 ₹ in lakhs
Less than one year	**197.82**	314.61
One to five years	**132.62**	330.44
More than five years	**-**	-

The amount of minimum lease income with respect to operating lease recognised in the statement of profit and loss for the year is ₹ 314.61 Lacs (previous year ₹ 216.47 Lacs).

5.2 Other Intangible Assets	**As at 31.03.2021 ₹ in lakhs**	As at 31.03.2020 ₹ in lakhs
I. Gross Carrying Amount		
Balance at the beginning of the year	**7.11**	7.11
Additions	**-**	-
Deletions	**-**	-
Balance at the end of the year	**7.11**	7.11
II. Accumulated Depreciation and Impairment		
Balance at the beginning of the year	**7.11**	7.11
Depreciation for the year	**-**	-
Accumulated depreciation on deletions	**-**	-
Balance at the end of the year	**7.11**	7.11
III. Net Carrying Amount at end of the year	**-**	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

6 Financial Assets

6.1 Non-current Investments (fully paid up)

Investments in equity instruments	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
Unquoted - Others		
1,795 (31 March 2020 : 1,795) fully paid equity shares of ₹ 10 each of Bharuch Enviro Infrastructure Limited #	**0.19**	0.19
975 (31 March 2020 : 975) Fully paid equity shares of ₹ 100 each of The Marol Co operative Industrial Estate Limited #	**0.98**	0.98
In Subsidiary Company		
33,018 (31 March 2020 : 33,018) Fully Paid Equity Shares of AED 1,000 each of Panol Industries RMC FZE, UAE #	**5,185.62**	5,185.62
	5,186.79	5,186.79
# It is carried at cost.		
Aggregate amount of Unquoted Investments - gross	**5,186.79**	5,186.79
Aggregate amount of impairment in value of investments	**-**	-
Aggregate amount of Unquoted Investments - net	**5,186.79**	5,186.79

Disclosure pursuant to Ind AS 27 - "Separate Financial Statements"

Subsidiary Company	Principal place of business	Effective Proportion of ownership [%]		Effective Proportion of voting power (%)	
		31.03.2021	31.03.2020	**31.03.2021**	31.03.2020
Panol Industries RMC FZE	UAE	**100%**	100%	**100%**	100%

Quoted		
Designated at Fair value thorugh Other Comprehensive Income		
6,200 (31 March 2020 : 6,200) fully paid equity shares of face value of ₹ 10 each of DCB Bank Limited	**6.37**	5.89
	6.37	5.89
Aggregate amount of Quoted Investments - gross (at market value)	**6.37**	5.89
Aggregate amount of impairment in value of investments	**-**	-
Aggregate amount of Quoted Investments - net	**6.37**	5.89
Total	**5,193.16**	5,192.68

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

6.2 Trade Receivables

	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
Current		
Unsecured, Considered good	**29,282.99**	19,092.70
Unsecured, Considered doubtful	**24.41**	50.87
Unsecured, credit impaired	**13.89**	13.89
	29,321.29	19,157.46
Less: Impairment under expected credit loss	**38.30**	64.76
	29,282.99	19,092.70

Note:- Impairment under expected credit loss includes ₹ 13.89 Lakhs P.Y. (₹ 13.89 Lakhs) for doubtful debts.

The entity has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follow. The management provided specific provisions for credit impaired parites.

	As at 31.3.2021			
Age of receivables	**Gross Carrying Amount**	**Expected Credit Loss Rate**	**Credit Loss**	**Net Carrying Amount**
	₹ in lakhs	**%**	**₹ in lakhs**	**₹ in lakhs**
0-180 days past due	**167.10**	**5.09%**	**8.51**	**158.59**
180-365 days past due	**69.16**	**10.31%**	**7.13**	**62.03**
More than 365 days past due	**68.05**	**12.89%**	**8.77**	**59.28**
Credit impaired	**13.89**	**100.00%**	**13.89**	**-**
Total	**318.20**	**12.04%**	**38.30**	**279.90**

	As at 31.3.2020			
Age of receivables	Gross Carrying Amount	Expected Credit Loss Rate	Credit Loss	Net Carrying Amount
	₹ in lakhs	%	₹ in lakhs	₹ in lakhs
0-180 days past due	251.91	5.09%	12.82	239.09
180-365 days past due	23.20	10.31%	2.39	20.81
More than 365 days past due	276.60	12.89%	35.65	240.94
Credit impaired	13.89	100.00%	13.89	-
Total	565.59	11.45%	64.76	500.83

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		Year ended 31.3.2021 ₹ in lakhs	Year ended 31.3.2020 ₹ in lakhs
	Movement in the expected credit loss allowance		
	Balance at the beginning of the year	**64.76**	70.54
	Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	**(26.46)**	(5.78)
	Balance at the end of the year	**38.30**	64.76
6.3	**Loans and advances**		
	Current		
	Other Loans		
	Unsecured, considered good	**57.73**	46.12
		57.73	46.12

6.4	**Cash and Cash Equivalents**	**As at 31.03.2021 ₹ in lakhs**	As at 31.03.2020 ₹ in lakhs
	Balances with banks		
	On current accounts	**4,149.18**	3,006.40
	Cash Balances		
	Cash on hand	**1.24**	2.84
		4,150.42	3,009.24
6.5	**Other bank balances**		
	Deposit accounts with more than 3 months but less than 12 months maturity	**37.22**	325.00
	Unpaid dividend accounts	**29.28**	27.04
		66.50	352.04
6.6	**Other Financial Assets**		
	Non-current		
	Bank deposits with more than 12 months maturity	**0.15**	35.14
	Security deposits	**37.28**	35.08
		37.43	70.22
	Current		
	Security deposits	**180.09**	162.27
	Derivative asset	**26.04**	256.62
	Receivable against expenses incurred on behalf of subsidiary (Refer note 36)	**8.41**	11.55
	Other financial assets	**1.04**	1.91
		215.58	432.35
		253.01	502.57

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Disclosure pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Loans and advances to subsidiary companies

	Maximum amount due at any time during the year	
	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
Panol Industries RMC FZE	**53.65**	82.30

7 Inventories

	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
(Valued at lower of cost and net realisable value)		
Raw material	**22,050.46**	17,862.50
Finished goods	**2,482.97**	1,060.16
Traded goods	**1,358.53**	233.25
Packing material	**87.95**	91.82
	25,979.91	19,247.73

8 Other Assets

	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
Non-current		
Capital advances	**50.34**	61.27
	50.34	61.27
Current		
Cenvat/GST balances	**767.16**	625.54
Advances to vendors	**481.85**	268.92
Others including duties and taxes receivable (other than Cenvat/GST balances)	**187.66**	128.59
	1,436.67	1,023.05

9 Equity Share Capital

	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
Authorised shares		
12,77,50,000 (31 March 2020 : 12,77,50,000, equity shares of ₹ 2 each)	**2,555.00**	2,555.00
Issued shares		
6,04,93,598 (31 March 2020 : 6,04,93,598 equity shares of ₹ 2 each)	**1,209.87**	1,209.87
Subscribed and fully paid-up shares		
6,04,93,598 (31 March 2020 : 6,04,93,598 equity shares of ₹ 2 each)	**1,209.87**	1,209.87

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	As at 31.03.2021		As at 31.03.2020	
a) Reconciliation of shares	**Nos.**	**₹ in lakhs**	Nos.	₹ in lakhs
At the beginning of the year	**6,04,93,598**	**1209.87**	6,04,93,598	1209.87
Issued/Buyback during the year	**-**	**-**	-	-
At the end of the year	**6,04,93,598**	**1,209.87**	6,04,93,598	1,209.87

b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share, however the holders of global depository receipts (GDR's) do not have any voting rights in respect of shares represented by the GDR's till the shares are held by the custodian bank. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive assets (after repayment of liability) in proportion to the number of equity shares held by the shareholders.

c) Details of shareholders holding more than 5% of equity shares

	As at 31.03.2021		As at 31.03.2020	
	No of Shares	**% holding in the class**	No of Shares	% holding in the class
Equity Shares of ₹ 2 each fully paid up				
Ms. Shelina Arif Rayani	**31,90,462**	**5.27%**	41,90,462	6.93%
Arif Amirali Rayani	**36,70,567**	**6.07%**	31,23,706	5.16%
Ittefaq Ice and Cold Storage Private Limited	**39,12,406**	**6.47%**	37,60,308	6.22%
Shares held by Custodian as against which global depository receipts have been issued (Citi Bank N.A.)	**1,28,42,587**	**21.23%**	1,47,17,587	24.33%

d) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date:

Particulars	**Year ended 31 March**				
	2021	2020	2019	2018	2017
Equity shares of ₹ 2 each	**-**	-	-	403.29	-

The shareholders in the 35th Annual General Meeting held on 18 Sept 2017 approved the issue of bonus shares in the ratio of one equity share of ₹ 2/- each for two existing share of ₹ 2/- each held and accordingly, the Company has allotted 2,01,64,533 number of equity shares on 5th October 2017.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

10. Other Equity

	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
Investment Allowance Reserve		
Balance at the beginning & at the end of the year	**0.24**	0.24
	0.24	0.24
Securities Premium Account		
Balance at the beginning of the year	**9,018.48**	9,018.48
Less:- Utilized for during the year	**-**	-
Balance at the end of the year	**9,018.48**	9,018.48
General reserve		
Balance at the beginning of the year	**1,157.99**	1,157.99
Add: Transfer from surplus in the Statement of Profit and Loss	**-**	-
Balance at the end of the year	**1,157.99**	1,157.99
Surplus in the Statement of Profit and Loss		
Balance at the beginning of the year	**26,861.80**	25,917.83
Add: Profit / (loss) for the year	**12,343.37**	1,822.60
Add/Less: Other comprehensive income arising from re-measurement of defined benefit obligation net of income tax	**14.72**	1.98
Add/Less: Income tax related to above	**(3.71)**	(0.40)
Add/Less: Equity instruments through other comprehensive income	**0.48**	(6.78)
Add/Less: Income tax related to above	**(0.12)**	1.71
	39,216.54	27,736.94
Less: Appropriations		
Dividend Paid	**725.92**	725.92
Tax on dividend paid	**-**	149.22
Total Appropriations	**725.92**	875.14
Net Retained earning	**38,490.62**	26,861.80
Total other equity	**48,667.33**	37,038.51

Notes:

Investment Allowance Reserve	:	Investment Allowance Reserve is a statutory reserve and can be utilise for further issue of capital.
Securities Premium	:	Premium collected on issue of securities are accumulated as part of securities premium. Utilisation of such reserve is restricted by The Companies Act, 2013.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

General Reserve : General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.

Retained Earning : This represents profits remaining after all appropriations. This is free reserve and can be used for distribution of profits.

11 Financial Liabilities

	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
11.1 Lease Liability		
Non Current		
Non Current lease liability	**15.00**	48.92
	15.00	48.92
Current		
Current lease liability	**32.58**	48.67
	32.58	48.67

The following is the movement in lease liabilities during the year ended

Particulars	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
Balance at the beginning	**97.59**	-
Additions	**11.44**	145.05
Finance cost accrued during the period	**7.82**	13.60
Deletions	**(14.27)**	-
Payment of lease liabilities	**(55.01)**	(61.06)
Balance at the end	**47.58**	97.59

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

11.2 Short-term Borrowings (Secured)		
Current		
Cash Credits from banks	**779.10**	72.01
Secured by ;		
hypothecation of inventories, receivables and other current assets and		
The cash credit is repayable on demand and carried an interest rate of		
Current Year 7.90% to 15.75% p.a. (Previous Year 8.25% to 14.05% p.a.)	**779.10**	72.01

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
11.3 Trade payables		
Current		
Trade payables:		
Micro and small Enterprises	**-**	-
Other than micro and small enterprises	**27,932.25**	22,029.20
(Refer Note 32 for details of dues to micro and small enterprises)	**27,932.25**	22,029.20
11.4 Other Financial Liabilities		
Current		
Financial liabilities at fair value through profit or loss (FVTPL)		
Derivatives liabilities carried at fair value	**-**	-
Other Financial liabilities at amortised cost		
Unpaid dividends	**29.28**	27.04
Security deposit	**150.10**	150.26
Creditors for capital goods	**54.39**	31.85
	233.77	209.15
12. Provisions		
Non Current		
Provision for gratuity (Refer Note 34)	**71.59**	87.95
	71.59	87.95
Current		
Provision for gratuity (Refer Note 34)	**22.85**	18.43
	22.85	18.43
	94.44	106.38

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
13	**Deferred Tax Liability (Net)**		
	Deferred Tax Liability	**1,001.38**	823.91
	Deferred Tax Assets	**49.48**	76.87
	Net Deferred Tax Liability	**951.90**	747.04
	Deferred Tax Assets		
	Deductible temporary differences		
	Provision for doubtful debts and advances	**4.81**	4.81
	Provision for ECL	**6.14**	12.80
	Finance Lease	**11.86**	34.89
	Defined benefit obligation	**25.12**	22.71
	Others	**1.55**	1.66
		49.48	76.87
	Deferred Tax Liability		
	Taxable temporary differences		
	Property, plant and equipment and investment property	**990.69**	787.33
	Right of Use	**10.69**	36.58
		1,001.38	823.91
14	**Other Liabilities**		
	Current		
	Advances from customers	**448.43**	151.86
	Income tax deducted at source	**274.61**	20.00
	Duties and taxes	**493.83**	312.00
	Other liabilities	**21.32**	32.71
		1,238.19	516.57
15	**Current tax assets and liabilities**		
	Current tax assets		
	Advance Tax (Gross)	**9,407.75**	7,560.46
		9,407.75	7,560.46
	Current tax liabilities		
	Income tax payable (Gross)	**9,395.00**	7,253.68
	Current tax assets/(liabilities)	**12.75**	306.78

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
16	**Revenue from Operations**		
	Sale of products		
	Finished products	**1,15,273.65**	79,969.98
	Traded products	**4,953.20**	1,375.79
		1,20,226.85	81,345.77
17	**Other Income**		
	Interest income	**80.96**	29.89
	Interest income on lease	**0.86**	0.87
	Dividend income - Long-term investments	**0.04**	0.06
	Gain on foreign currency transactions and translation (net)	**168.00**	70.37
	Profit on sale of property, plant and equipment's (net)	**0.06**	0.79
	Rent received	**344.12**	227.87
	Miscellaneous income	**77.54**	21.85
		671.58	351.70
18	**Cost of Materials Consumed**		
	Raw material consumed		
	Inventory at the beginning of the year	**17,862.50**	28,685.25
	Add : Purchases	**90,966.07**	56,175.65
		1,08,828.57	84,860.90
	Less : Inventory at the end of the year	**22,050.46**	17,862.50
	Cost of raw material consumed	**86,778.11**	66,998.40
	Packing material consumed		
	Inventory at the beginning of the year	**91.82**	120.19
	Add : Purchases	**2,781.63**	2,387.41
		2,873.45	2,507.60
	Less : Inventory at the end of the year	**87.95**	91.82
	Cost of packing material consumed	**2,785.50**	2,415.78
	Total material consumed	**89,563.61**	69,414.18
	Details of inventory		
	Base oil & Wax	**22,050.46**	17,862.50
	Packing material	**87.95**	91.82
		22,138.41	17,954.32

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Imported and indigenous raw materials consumed

	% of total consumption	**₹ in lakhs**	% of total consumption	₹ in lakhs
	31 March 2021	**31 March 2021**	31 March 2020	31 March 2020
Imported	**79%**	**68,278.28**	77%	51,298.27
Indigenous	**21%**	**18,499.83**	23%	15,700.13
	100%	**86,778.11**	100%	66,998.40

		2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
19	**Purchase of Traded Goods**		
	Traded goods	**4,953.97**	736.63
		4,953.97	736.63
20	**(Increase) / Decrease in Inventories**		
	Inventories at the end of the year		
	Finished Goods	**2,482.97**	1,060.16
	Traded Goods	**1,358.53**	233.25
		3,841.50	1,293.41
	Inventories at the beginning of the year		
	Finished Goods	**1,060.16**	1,545.53
	Traded Goods	**233.25**	719.48
		1,293.41	2,265.01
		(2,548.09)	971.60
21	**Employee Benefits Expense**		
	Salaries, wages and bonus	**2,446.99**	853.90
	Contribution to employees' provident and other funds	**33.79**	35.56
	Gratuity expense	**24.80**	22.91
	Staff welfare expenses	**7.05**	10.27
		2,512.63	922.64

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
22	**Finance costs**		
	Interest on borrowings	**336.64**	1,097.12
	Interest expense on lease liabilities	**18.09**	23.94
	Bank charges	**225.02**	213.55
		579.75	1,334.61
23	**Depreciation / Amortisation (Refer Note 3 and 4)**		
	Depreciation on property, plant and equipment	**393.19**	401.11
	Depreciation on investment property	**18.11**	18.11
	Depreciation of right-of-use assets	**84.29**	52.56
		495.59	471.78
24	**Other Expenses**		
	Power and fuel	**124.02**	104.18
	Water charges	**6.87**	4.88
	Repairs and maintenance :		
	Buildings	**25.97**	41.12
	Machinery	**178.83**	154.88
	Others	**52.30**	57.73
	Insurance	**195.76**	145.99
	Rent	**49.17**	38.60
	Rates and taxes	**16.87**	39.33
	Communication costs	**25.50**	40.39
	Legal and professional fees	**49.00**	81.92
	Payment to auditor (Refer details below)	**19.45**	17.75
	Director sitting fees	**7.25**	6.30
	Clearing and forwarding expenses	**4,161.49**	1,864.31
	Freight outwards	**1,952.08**	1,570.37
	Travelling and conveyance	**128.95**	247.25
	Advertising and sales promotion	**123.34**	136.40
	Brokerage and commission	**565.80**	260.66
	Security charges	**53.67**	52.01
	Bad debts and sundry balances written off	**233.33**	254.49
	CSR expense and donation (Refer note 25)	**111.38**	30.46
	Premium on forward exchange contract amortized	**118.24**	237.74
	Miscellaneous expenses	**382.45**	299.97
		8,581.72	5,686.73

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
Payment to auditor (excluding GST)		
As auditor:		
Statutory audit and limited review fees	**16.00**	16.00
Tax audit fees	**1.75**	1.75
Certfication charges	**1.00**	-
Taxation matters	**0.70**	-
	19.45	17.75

25. The Company has spent ₹ 113.70 lakhs (Previous year ₹ 27.30 lakhs) towards Corporate Social Responsibility expenditure (including capital expenditure ₹ Nil, Previous year ₹ Nil) and debited the same to the Statement of Profit and Loss as against ₹ 108.46 lakhs (Previous year ₹ 135.30 lakhs) computed as per the provisions of section 135(5) of the Companies Act, 2013 and ₹ 5.24 Lakhs carry forward to next year.

	2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
Amount to be spent during the year	**108.46**	135.30
Amount spent during the year	**113.70**	27.30

26. Expenses on Scientific Research

The Company has incurred total expenditure of ₹ 34.62 lakhs (previous year ₹ 35.14 lakhs) on account of Research & Development expenses the break up of which is as follows :

(a) Revenue Expenditure		
Employment cost	**34.57**	33.86
Laboratory charges	**0.05**	1.28
TOTAL	**34.62**	35.14

(b) The gross block of Property, Plant and Equipment in Note 3 includes the following assets purchased for Research & Development:		
Furniture & fixture	**4.08**	4.08
Laboratory equipment	**93.24**	93.24
Computer & accessories	**0.55**	0.55
Air conditioner	**1.13**	1.13
	99.00	99.00

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
27. Value of imports calculated on CIF basis (accrual)		
Raw materials (Includes Goods in transit)	**63,030.49**	38,872.57
Traded goods	**1,132.44**	425.76
	64,162.94	39,298.33
28. Expenditure in foreign currency		
Brokerage & Commission	**142.13**	38.04
Bank Interest	**209.22**	559.30
Bank Charges	**21.78**	22.98
Travelling Expenses	**-**	22.74
Others	**9.52**	8.02
	382.65	651.08
29. Earnings in foreign exchange		
Exports at F.O.B Value	**40,826.87**	28,317.47
	40,826.87	28,317.47

30. Disaggregated Revenue Information

The table below represents disaggregation of Company's revenue from contracts with the customers. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of its revenues and cash flows are affected by industry, market and other economic factors.

Particulars	2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
Type of goods		
Finished products	**1,15,273.65**	79,969.98
Traded products	**4,953.20**	1,375.79
Total revenue from contracts with the customers	**1,20,226.85**	81,345.77
Geographical markets		
-India	**78,284.60**	51,998.12
-Outside India	**41,942.25**	29,347.65
Total revenue from contracts with the customers	**1,20,226.85**	81,345.77
Relation with customer		
-Non related party	**1,20,226.85**	81,345.77
-Related Party	**-**	-
Total revenue from contracts with the customers	**1,20,226.85**	81,345.77
Timing of revenue recognition		
-Goods transferred over a period of time	**-**	-
-Goods transferred over a point of time	**1,20,226.85**	81,345.77
Total revenue from contracts with the customers	**1,20,226.85**	81,345.77

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
31.	**Commitments and Contingencies**		
i.	**Contingent Liabilities**		
	Claims against the Company not acknowledged as debts #:		
i)	Custom Matter disputed The Hon'ble High Court of Judicature, Mumbai	-	126.70
ii)	Excise Matter disputed Central Excise, Customs and Sales Tax and Commissioner (Appeals) Daman & Surat.	**40.47**	40.47
iii)	Excise Matter disputed Central Excise, Customs and Sales Tax and Hon'ble CESTAT, Ahmedabad.	**27.97**	27.97
ii.	**Commitments**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	**13.12**	11.23
iii.	**Others**		
a)	Bank Guarantees	**6,449.62**	5,058.54
b)	Corporate Guarantees	**3,675.24**	6,784.73

The management does not expect these claims to succeed. Accordingly no provision for contingent liability has been recognised in the financial statements.

32. Details of dues to micro and small enterprises as defined under the MSMED Act 2006 *

		31 March 2021 ₹ in lakhs	31 March 2020 ₹ in lakhs
a.	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
	- Principal amount due to micro and small enterprises	-	-
	- Interest due on above	-	-
b.	The amount of interest paid by the buyer in terms of section 16 of the Micro and Small enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c.	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro and Small Enterprise Development Act, 2006.	-	-
d.	The amount of interest accrued and remaining unpaid at the end of each accounting year;	-	-
e.	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro and Small Enterprises Development Act, 2006.	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

* The company has initiated the process of identification of suppliers registered under Micro and Small Enterprise Development Act, 2006, by obtaining confirmations from all suppliers. Information has been collated only to the extent of information received as at the balance sheet date.

33. Details of loans given, investments made and guarantee given covered u/s 186 (4) of the Companies Act, 2013

Name of the company	Balance as at	
	31-Mar-21 ₹ in lakhs	31-Mar-20 ₹ in lakhs
Receivable from subsidiary against reimburshment of expenses		
Panol Industries RMC FZE, UAE	**8.41**	11.55
Guarantees given:		
Panol Industries RMC FZE, UAE (Bank Guarantee US $ 85 lakhs PY US $ 65 lakhs) *	**6,247.90**	4,900.08
Panol Industries RMC FZE, UAE (Corporate Guarantee US $ 50 lakhs PY US $ 90 lakhs) *	**3,675.24**	6,784.73

* guarantee given against working capital loan received from banks

34. Employee Benefits:

i) Defined Contribution Plan:

Company's contribution to Provident Fund ₹ 30.50 lakhs (Previous year ₹ 31.80 lakhs).

The company also contributes to the following:

-Employee State Insurance Contribution Fund : ₹ 3.29 lakhs (Previous year ₹ 3.76 lakhs)

ii) Defined Benefit Plan:

The following table sets out the funded status of the Gratuity Plan and the amounts recognised in the Company's financial statements:

	₹ In lakhs	
	As at 31 March 2021	As at 31 March 2020
(a) Change in the obligation benefits:		
Projected benefit obligation at the beginning of the year	**192.54**	171.39
Service Cost	**18.43**	16.88
Interest cost	**11.04**	10.97
Actuarial (Gains) / Losses on Obligations - Due to Change in Financial Assumptions	**0.71**	10.69
Actuarial (Gains) / Losses on Obligations - Due to Change in Demographic Assumptions	**-**	(0.14)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		₹ In lakhs As at 31 March 2021	As at 31 March 2020
	Actuarial (Gains) / Losses on Obligations - Due to Experience	**(8.63)**	(12.70)
	Past Service Cost	**-**	-
	Benefits paid	**(2.01)**	(4.55)
	Projected benefit obligation at the end of the year	**212.08**	192.54
(b)	Change in the plan assets:		
	Fair value of the plan assets at the beginning of the year	**86.16**	81.40
	Expected return on plan assets	**11.49**	4.76
	Employer's contribution	**20.00**	-
	Benefits paid	**-**	-
	Return on plan assets, excluding interest income	**-**	-
	Fair value of the plan assets at the end of the year	**117.65**	86.16
	Funded status [Surplus / (Deficit)]	**(94.43)**	(106.38)
(c)	Net Gratuity and other cost:		
	Service cost	**18.43**	16.88
	Past service cost and loss/(gain) on curtailments	**-**	-
	Interest on defined benefit obligation	**6.37**	6.03
	Interest income	**-**	-
	Net gratuity cost	**24.80**	22.91
(d)	Amounts recognised in the statement of other comprehensive income:		
	Actuarial gain/(loss)	**(7.91)**	(2.14)
	Return on plan assets, excluding interest income	**(6.81)**	0.16
	Net income / (expense) for the period recognised in other comprehensive income	**-**	-
		(14.72)	(1.98)
(e)	Category of Assets:		
	Policy of Insurance	**100%**	100%
		100%	100%

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		₹ In lakhs	
		As at 31 March 2021	As at 31 March 2020
(f)	Assumptions used in accounting for the Gratuity Plan:	**%**	%
	Discount rate	**6.50%**	6.55%
	Expected rate of return on plan assets	**6.55%**	6.55%
	Age of Retirement	**60**	60
	Annual increase in salary cost	**6%**	6%
(g)	Sensitivity Analysis :		
	Discount rate Sensitivity		
	Increase by 0.5%	**205.17**	186.10
	% Change	**-3.26%**	-3.35%
	Decrease by 0.5%	**219.51**	199.47
	% Change	**3.50%**	3.60%
	Salary growth rate Sensitivity		
	Increase by 0.5%	**216.98**	197.07
	% Change	**2.31%**	2.35%
	Decrease by 0.5%	**207.06**	188.00
	% Change	**-2.37%**	-2.36%
	Withdrawal rate Sensitivity		
	Withdrawal rate X 110%	**212.56**	193.17
	% Change	**0.23%**	0.33%
	Withdrawal rate X 90%	**211.57**	191.90
	% Change	**-0.24%**	-0.33%

(h) Projected plan cash flow :

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date

	₹ In lakhs	
	As at 31 March 2021	As at 31 March 2020
Maturity Profile		
Expected benefits for year 1 to 3	**92.82**	75.99
Expected benefits for year 4 to 5	**28.63**	31.83
Expected benefits for year 6 and above	**58.22**	42.54

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

35. Segment Information

A. Factors used to identify the entity's reportable segments, including the basis of organisation

For management purposes, as the Company is in the business of manufacturing and trading of specialty petroleum products, the Company has considered petroleum products as the only business segment for disclosure in this context of Indian Accounting Standard 108.

The Managing Director (MD) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segment. The MD reviews revenue and gross profit as the performance indicator for the operating segment. However, the Company's finance (including finance cost and finance income) and income taxes are managed on a company as a whole basis and are not allocated to any segment.

Geographical segment of the organisation

For the purpose of geographical segment the sales are divided into two segments - Domestic and Overseas. The accounting policies of the segments are the same as those described in Note 2 (O)

B. Information about reportable segment

The following table shows the distribution of the Company's reportable segment by geographical market, regardless of where the goods were produced:

₹ in lakhs

Particulars	2020-2021			2019-2020		
	Within India	**Outside India**	**Total**	Within India	Outside India	Total
Revenue						
Sales to external customers	**78,284.60**	**41,942.25**	**1,20,226.85**	51,998.12	29,347.65	81,345.77
Other segment information						
Non-current Assets *	**14,721.29**	**-**	**14,721.29**	13,253.41	-	13,253.41

* Non-current assets excludes investment in subsidiaries, Other investments, Other financials assets, Income tax assets (Net) and Deferred tax assets (Net).

36. Details of related party transactions in accordance with Ind AS 24 'Related Party Disclosures'

(a) Names of related parties with whom transactions have taken place during the year

Key Management Personnel	**Designation**
Amirali E Rayani	Executive Chairman
Amin A Rayani	Managing Director & CEO
Samir Rayani	Executive Whole-Time Director
Hussein Rayani	Joint Managing Director
Pramod Maheshwari	Chief Financial Officer
Gayatri Sharma	Company Secretary & Compliance Officer

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Independent Director	**Designation**
Madan Mohan Jain	Independent Director
Mukesh Mehta	Independent Director
Nargis Mirza Kabani	Independent Director
Kumar Raju Nandimandalam	Independent Director

Relatives of key management personnel	**Relation**
Akbarali Rayani	Brother of Mr. Amirali E Rayani
Vazirali Rayani	Brother of Mr. Amirali E Rayani
Salimali Rayani	Brother of Mr. Amirali E Rayani
Arif Rayani	Brother of Mr. Amin Rayani
Nilima Kheraj	Sister of Mr. Samir Rayani
Munira Rayani	Wife of Mr. Hussein Rayani

Subsidiary	**Type**
Panol Industries RMC FZE, UAE	Wholly owned

(b) Transactions with Related Parties

Transaction with Key Managerial Personnel and relatives of Key Managerial Personnel

	2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
Key Managerial remuneration *		
Short term benefits	**1,809.94**	207.67
Director sitting fees	**7.25**	6.30
Payment of Rent		
Amin A Rayani	**6.00**	5.46
Samir Rayani	**7.20**	6.66
Remuneration paid to Relative of Key Managerial Personnel		
Short term benefits		
Akbarali Rayani	**5.40**	5.40
Vazirali Rayani	**5.40**	5.40
Salimali Rayani	**5.40**	5.40
Arif Rayani	**12.00**	12.00
Nilima Kheraj	**5.40**	5.40
Munira Rayani	**5.40**	5.40
Payment of Rent		
Arif Rayani	**3.60**	3.10

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
Transaction with Subsidiary		
Bank Guarantee Given (US $ 85 Lakhs PY US $ 65 Lakhs)	**6,247.90**	4,900.08
Corporate Guarantee Given (US $ 50 Lakhs PY US $ 90 Lakhs)	**3,675.24**	6,784.73
Reimbursement of expenses incurred on behalf of subsidiary	**50.46**	44.44
Balances at the end of the year with wholly owned subsidiary		
Receivable against expenses incurred on behalf	**8.41**	11.55

* Key managerial remuneraton related to retirement benefits (i.e. Gratuity) are recognised under Employee benefit expenses in Statement of Profit and Loss along with other employees gratuity costs of the Company based on the actuarial valuation carried out by the Independent Actuary.

37. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations :

	2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
Profit after tax attributable to equity shareholders	**12,343.37**	1,822.60
Net profit for calculation of basic and diluted EPS	**12,343.37**	1,822.60
	No. of shares	No. of shares
Weighted average number of equity shares in calculating basic EPS	**6,04,93,598**	6,04,93,598
Basic Earnings per share	**20.40**	3.01
Diluted Earnings per share	**20.40**	3.01

38. Tax expense

	2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
(a) Amounts recognised in the statement of profit and loss		
Current tax expense		
Current year	**4,200.00**	490.00
Changes in estimates relating to prior years	**11.70**	-
	4,211.70	490.00
Deferred tax expense		
Origination and reversal of temporary differences	**204.18**	(153.30)
Change in tax rate	**-**	-
	204.18	(153.30)
Tax expense recognised in the statement of profit and loss	**4,415.88**	336.70

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(b) Amounts recognised in other comprehensive income

	2020-2021			2019-2020		
	Before Tax	**Tax (expense)/ benefit**	**Net of Tax**	Before Tax	Tax (expense)/ benefit	Net of Tax
Items that will not be reclassified to profit or loss:						
a) Re-measurements of the defined benefit plans	**14.72**	**(3.71)**	**11.01**	1.98	(0.40)	1.58
b) Equity instruments through Other Comprehensive Income	**0.48**	**(0.12)**	**0.36**	(6.78)	1.71	(5.07)
Total	**15.20**	**(3.83)**	**11.37**	(4.80)	1.31	(3.49)

	Year ended 31.3.2021 ₹ in lakhs	Year ended 31.3.2020 ₹ in lakhs
(c) Reconciliation of effective tax rate		
Profit before tax	**16,759.25**	2,159.30
Statutory income tax rate	**25.168**	25.168
Tax using the Company's domestic tax rate	**4,217.97**	543.45
Increase due to change in tax rate	**-**	-
Tax effect of:		
Non-deductible tax expenses / disallowances under Income Tax Act	**28.03**	7.67
Tax-exempt income and deductions under Chapter VI A of Income Tax Act	**(13.97)**	(3.95)
Temporary difference recognised in deferred taxes	**(47.18)**	(60.37)
Tax payable at special rates		
Others	**14.10**	0.03
Amounts recognised in other comprehensive income	**1.05**	3.17
	4,200.00	490.00

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(d) Movement in deferred tax balances

₹ in lakhs

Particulars	Net balance 1.4.2020	Rec-ognised in profit or loss	Rec-ognised in OCI	Net balance 31.3.2021	Deferred tax asset	Deferred tax liability
Movement in Liability						
Property, plant and equipment and intangible assets	787.33	203.35	-	990.69	-	990.69
Deffer tax on ROU	36.58	-25.89	-	10.69	-	10.69
Investment	0.78	-0.00	(0.12)	0.66	0.66	-
Total (A)	**824.69**	**177.46**	**(0.12)**	**1,002.04**	**0.66**	**1,001.38**
Movement in Asset						
Employee Retirement Benefits	24.27	5.87	(3.71)	26.44	26.44	-
Provision for doubtful debts and advances	4.81	-0.00	-	4.81	4.81	-
Provision for ECL	12.80	-6.66	-	6.14	6.14	-
Prepaid expenses	0.88	0.01	-	0.89	0.89	-
Deffer tax on lease	34.89	-23.03	-	11.86	11.86	-
Total (B)	**77.65**	**(26.72)**	**(3.71)**	**50.14**	**50.14**	
Tax assets / (liabilities) (A-B)	**747.04**	**204.18**	**(3.83)**	**951.90**	**49.48**	**1,001.38**

₹ in lakhs

Particulars	Net balance 1.4.2019	Rec-ognised in profit or loss	Rec-ognised in OCI	Net balance 31.3.2020	Deferred tax asset	Deferred tax liability
Movement in Liability						
Property, plant and equipment and intangible assets	962.27	-174.94	-	787.33	-	787.33
Deferred tax on ROU	-	36.58	-	36.58	-	36.58
Investment	-0.93	-	1.71	0.78	0.78	-
Total (A)	**961.34**	**-138.36**	**1.71**	**824.69**	**0.78**	**823.91**
Movement in Asset						
Employee Retirement Benefits	32.21	-8.34	-0.40	24.27	24.27	-
Provision for doubtful debts and advances	4.81	-	-	4.81	4.81	-
Provision for ECL	24.65	-11.85	-	12.80	12.80	-
Prepaid expenses	0.64	0.24	-	0.88	0.88	-
Deferred tax on lease	-	34.89	-	34.89	34.89	-
Total (B)	**62.31**	**14.94**	**-0.40**	**77.65**	**77.65**	
Tax assets / (liabilities) (A-B)	**899.03**	**(153.30)**	**1.31**	**747.04**	**76.87**	**823.91**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

39. Financial Instruments : Accounting classifications and fair value measurements

(i) Accounting classifications

The fair values of the financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The carrying amounts of trade receivables, cash and cash equivalents, bank balances, short term deposits, trade payables, payables for acquisition of property, plant and equipment, short term loans from banks, financial institutions and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

(ii) Fair value measurements

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table presents carrying value and fair value of financial instruments by categories and also fair value hierarchy of assets and liabilities measured at fair value :

As at 31st March, 2021	**Carrying Value**	**Classification**			
		FVTPL	**FVTOCI**	**Amortised Cost**	**Fair Value**
Financial assets					
Investments					
Investment in equity shares (unquoted)	1.17	1.17	-	-	1.17
Investment in equity shares (quoted)	6.37	-	6.37	-	6.37
Others non current financial assets	37.43	-	-	37.43	37.43
Trade receivables	29,282.99	-	-	29,282.99	29,282.99
Loans and advances					-
Loans to employees	57.73	-	-	57.73	57.73
Others	0.00	-	-	0.00	0.00
Other financial assets					
Derivative instruments	26.04	26.04	-	-	26.04
Others	189.54	-	-	189.54	189.54
Cash and cash equivalents	4,150.42	-	-	4,150.42	4,150.42
Bank balances	66.50	-	-	66.50	66.50
	33,818.19	**27.21**	**6.37**	**33,784.61**	**33,818.19**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

₹ in lakhs

	Carrying Value	Classification			
		FVTPL	FVTOCI	Amortised Cost	Fair Value
Financial liabilities					
Lease liabilities	32.58	-	-	32.58	32.58
Borrowings					
Short term loans from banks	779.10	-	-	779.10	779.10
Trade payables and acceptances	27,932.25	-	-	27,932.25	27,932.25
Other financial liabilities	233.77	150.10	-	83.67	233.77
	28,977.70	**150.10**	**-**	**28,827.60**	**28,977.70**

As at 31st March, 2020	Carrying Value	Classification			
		FVTPL	FVTOCI	Amortised Cost	Fair Value
Financial assets					
Investments					
Investment in equity shares (unquoted)	1.17	1.17	-	-	1.17
Investment in equity shares (quoted)	5.89	-	5.89	-	5.89
Others non current financial assets	70.22	-	-	70.22	70.22
Trade receivables	19,092.70	-	-	19,092.70	19,092.70
Loans and advances					
Loans to employees	45.40	-	-	45.40	45.40
Others	0.72	-	-	0.72	0.72
Other financial assets					
Derivative instruments	256.62	256.62	-	-	256.62
Others	175.73	-	-	175.73	175.73
Cash and cash equivalents	3,009.24	-	-	3,009.24	3,009.24
Bank balances	352.04	-	-	352.04	352.04
	23,009.73	**257.79**	**5.89**	**22,746.05**	**23,009.73**
Financial liabilities					
Lease liabilities	48.67	-	-	48.67	48.67
Borrowings					
Short term loans from banks	72.01	-	-	72.01	72.01
Trade payables and acceptances	22,029.20	-	-	22,029.20	22,029.20
Other financial liabilities	541.15	-	-	541.15	541.15
	22,691.03	**-**	**-**	**22,691.03**	**22,691.03**

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	As at 31st March, 2021			As at 31st March, 2020		
	Fair Value			Fair Value		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Investments						
Investment in equity shares (unquoted)	-	-	1.17	-	-	1.17
Investment in equity shares (quoted)	6.37	-	-	5.89	-	-
Others non current financial assets	-	-	-	-	-	35.08
Loans and advances						
Loans to employees	-	-	57.73	-	-	45.40
Other financial assets	-	-	189.54	-	-	162.27
Derivative instruments	-	26.04	-	-	256.62	-
	6.37	26.04	248.44	5.89	256.62	243.92
Financial liabilities						
Security deposit	-	-	150.10	-	-	150.26
	-	-	150.10	-	-	150.26

During the reporting period ending 31st March, 2021 and 31st March, 2020, there were no transfers between Level 1 and Level 2 fair value measurements and no transfer into and out of Level 3 fair value measurements.

(iii) Description of significant observable inputs to valuation:

The following table shows the valuation techniques used to determine fair value :

Type	Valuation technique
Investments in equity shares (unquoted)	Book value *
Investments in equity shares (quoted)	Fair Value
Loan to employees	Based on prevailing market interest rate
Derivative instruments	Fair valued based on prevailing market rate at each closing date
Short term loans from banks	Based on quotes from banks and financial institutions

* Based on unobservable inputs which generally approximates to the carrying value of the investments unless significantly impaired. Fair value has been considered Nil for significantly impaired investments. Sensitivity change in the unobservable input does not have a significant impact in its value and accordingly, sensitivity disclosure is not given.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

40. Financial risk management

Risk management framework

The Company has identified financial risks and categorised them in three parts viz. (i) Credit Risk, (ii) Liquidity Risk and (iii) Market Risk. Details regarding sources of risk in each such category and how Company manages the risk is explained in following notes:

(i) Credit risk

Credit risk refers to the possibility of a customer and other counterparties not meeting their obligations and terms and conditions which would result into financial losses. Such risk arises mainly from trade receivables and investments. Credit risk is managed through internal credit control mechanism such as credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

Trade receivables

As per the credit policy of the Company, generally no credit are given exceeding the accepted credit norms. The Company deals with large corporate houses and State Electricity Boards after considering their credit standing. The credit policy with respect to other customers is strictly monitored by the Company at periodic intervals. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers. In addition, for amounts recoverable on exports, the Company has adequate insurance to mitigate overseas customer and country risk.

The Company uses an allowance matrix to measure the expected credit losses of trade receivables (which are considered good). The following table provides information about the exposure to credit risk and loss allowance (including expected credit loss provision) for trade receivables:

Ageing	**As at 31st March, 2021**			**₹ in lakhs**
	Gross Carrying Amount	**Expected Credit Loss Rate**	**Credit Loss**	**Net Carrying Amount**
0-180 days past due	**167.10**	**5.09%**	**8.51**	**158.59**
180-365 days past due	**69.16**	**10.31%**	**7.13**	**62.03**
More than 365 days past due	**68.05**	**12.89%**	**8.77**	**59.28**
Credit impaired	**13.89**	**100.00%**	**13.89**	**-**
	318.20	**12.04%**	**38.30**	**279.90**

Ageing	As at 31st March, 2020			₹ in lakhs
	Gross Carrying Amount	Expected Credit Loss Rate	Credit Loss	Net Carrying Amount
0-180 days past due	251.91	5.09%	12.82	239.09
180-365 days past due	23.20	10.31%	2.39	20.81
More than 365 days past due	276.60	12.89%	35.65	240.94
Credit impaired	13.89	100.00%	13.89	-
	565.59	11.45%	64.76	500.83

Note:- Impairment under expected credit loss includes ₹ 13.89 Lakhs for doubtful debts P.Y. ₹ 13.89 Lakhs

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Cash and cash equivalents

The Company held cash and cash equivalents of ₹ 4150.42 lakhs at 31.3.2021 (31.3.2020: ₹ 3,009.24 lakhs). The cash and cash equivalents are held with banks with good credit ratings. Also, the Company invests its surplus funds in bank fixed deposits, which carry no / low mark to market risks for short duration and therefore, does not expose the Company to credit risk.

Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

Derivatives

The forward contracts were entered into with banks having an investment grade rating and exposure to counterparties is closely monitored and kept within the approved limits.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations on due date. The Company has a strong focus on effective management of its liquidity to ensure that all business and financial commitments are met on time. This is ensured through proper financial planning with detailed annual business plans, discussed at appropriate levels within the organisation. Annual business plans are divided into quarterly plans and put up to management for detailed discussion and an analysis of the nature and quality of the assumptions, parameters etc. Daily and monthly cash flows are prepared, followed and monitored at senior levels to prevent undue loss of interest and utilise cash in an effective manner. Cash management services are availed to avoid any loss of interest on collections. In addition, the Company has adequate borrowing limits with reputed banks in place duly approved.

a) Financing arrangements

The Company has an adequate fund and non-fund based limits lines with various banks. The Company's diversified source of funds and strong operating cash flow enables it to maintain requisite capital structure discipline. The financing products include working capital loans, buyer's credit loan, supplier's credit loan etc.

b) Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows within one year

	As at 31.3.2021 ₹ in lakhs	As at 31.3.2020 ₹ in lakhs
Short term loans from banks	**779.10**	72.01
Trade payables	**27,932.25**	22,029.20
Other financial liabilities (other than derivative liabilities)	**233.77**	541.15
Derivative liabilities	**-**	-
	28,945.12	22,642.36

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(iii) Market Risk

The risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market price. Market risk further comprises of (a) Currency risk , (b) Interest rate risk and (c) Commodity risk.

a) Currency Risk

The Company is exposed to currency risk mainly on account of its import payables and export receivables in foreign currency. The major exposures of the Company are in U.S. dollars. The Company hedges its import foreign exchange exposure partly through exports and depending upon the market situations partly through forward foreign currency covers. The Company has a policy in place for hedging its foreign currency exposure. The Company does not use derivative financial instruments for trading or speculative purposes.

	31-Mar-21 $ In lakhs	**31-Mar-21 ₹ in lakhs**	31-Mar-20 $ In lakhs	31-Mar-20 ₹ in lakhs
Financial assets				
Trade Receivables	**114.79**	**8,437.30**	70.23	5,294.16
Cash and cash equivalents	**41.25**	**3,032.21**	29.82	2,248.18
Other financial assets	**3.30**	**256.27**	-	-
Net exposure for assets - A	**159.34**	**11,725.78**	100.05	7,542.34
Financial liabilities				
Trade Payables	**342.06**	**25,143.04**	228.94	17,259.11
Other financial liabilities	**5.19**	**381.67**	2.25	169.87
Less: Foreign currency forward exchange contracts	**43.92**	**3,228.08**	67.25	5,069.91
Net exposure for liabilities - B	**303.34**	**22,296.63**	163.94	12,359.07
Net exposure (A-B)	**(144.00)**	**(10,570.84)**	(63.89)	(4,816.73)

The following exchange rates have been applied at the end of the respective years

	31-03-2021	**31-03-2020**
USD Rate	73.50	75.39

Sensitivity analysis

The table below shows sensitivity of open forex exposure to USD / INR movement. We have considered 1% (+/-) change in USD / INR movement, increase indicates appreciation in USD / INR whereas decrease indicates depreciation in USD / INR. The indicative 1% movement is directional and does not reflect management forecast on currency movement.

Impact on profit or loss due to % increase / (decrease) in currency

Particulars	**2020-2021**		2019-2020	
	Increase	**(Decrease)**	Increase	(Decrease)
Movement (%)	**1%**	**1%**	1%	1%
USD	**(119.61)**	**119.61**	(47.84)	47.84

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

b) Interest rate risk

The Company is not exposed to significant interest rate risk during the respective reporting periods. Short term loans are taken on fixed interest rates.

(i) Interest Rate Risk Exposure

The Exposure of the borrowing to interest rate changes at the end of the reporting period are included in the table below. As at the end of the reporting period the following weighted average interest rate on the borrowings.

Particulars	2020-2021			2019-2020		
	Weighted average Interest rate	Balance ₹ in Lakhs	% of Total Loans	Weighted average Interest rate	Balance ₹ in Lakhs	% of Total Loans
Cash Credits from banks	**9.77**	**779.10**	**100.00**	10.82	72.01	100

The percentage of total loans shows the proportion of loans that are currently at weighted average in relation to the total amount of borrowings.

(ii) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rate. In interest rate risk note we have considered impact on profit after tax.

Particulars	2020-2021		2019-2020	
	Increase	(Decrease)	Increase	(Decrease)
Movement by 100 basis point	**5.83**	**(5.83)**	0.54	(0.54)

c) Commodity Risk

Raw Material Risk

Timely availability and also non-availability of good quality base oils from across the globe could negate the qualitative and quantitative production of the various products of the Company. Volatility in prices of crude oil and base oil is another major risk for this segment. The Company procures base oils from various suppliers scattered in different parts of the world. The Company tries to enter into long term supply contracts with regular suppliers and at times buys the base oils on spot basis.

Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

i) Debt Equity Ratio

The Company monitors capital using debt equity ratio. The Company's debt to equity ratios are as follows:

	Year ended 31.3.2021 ₹ In lakhs	Year ended 31.3.2020 ₹ In lakhs
Total borrowings (Refer note 11.2)	**779.10**	72.01
Total equity (Refer note 9 and 10)	**49,877.20**	38,248.38
Debt to Equity ratio	**1.56%**	0.19%

ii) Dividends

	Year ended 31.3.2021		Year ended 31.3.2020	
	Rate Per Share	**₹ In lakhs**	Rate Per Share	₹ In lakhs
Dividends paid during the year	**1.2**	**725.92**	1.2	725.92

41. Impact of Covid -19:

(i) Impact of the COVID-19 pandemic on the Business:

The Company is considered as a continuous process industry using three types of mineral oil : paraffinic, naphtenic and aromatic. Paraffinic oils are produced either by hydrocracking or solvent extraction process. Most hydrocarbon molecules of paraffinic oils have non-ring long-chained structure. Paraffinic oils are relatively viscous and resistant to oxidation. This classification has helped the Company to operate during the lockdown period from 21st April 2020 onwards. There was material impact on the Company's business during the corresponding 20 days of March / April.

(ii) Ability to maintain operations including the factories / units / office spaces functioning and closed:

The Company has taken conscious decision through balanced uninterrupted operations and ensuring a safe working environment. To ensure this, critical staffs have been asked to report to work at the Plant location. The Company has also made necessary arrangements to ensure that their staffs are safe and protective at work. The staffs at HO have been asked to work from home, thereby ensuring seamless operations, reporting and controls.

(iii) Schedule, if any, for restarting the operations:

The Company had shut down its operations from 25th March 2020 and resumed from 15th April 2020 on account of Covid-19. The Company's operations are fully functional as of now with respect to production.

(iv) Steps taken to ensure smooth functioning of operations:

The Company has put in place strict monitoring process for Covid-19 which are as follows:

(a) Thermal Screening of all employees and visitors & sanitizing the premises and vehicles on regular basis.

(b) Maintenance of social distancing at the work place & enforcing wearing of masks and regular cleaning of hands

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(c) Regular update of the health of all the employees and their families

(d) Conducting awareness programmes for the employees, labourers, etc.

(e) Virtual meetings are conducted to discuss about the operations of the Company.

(v) Estimation of the future impact of CoVID-19 on the operations :

There has not been a material impact on the Company's performance during the financial year 2020-2021.

(vi) Details of impact of CoVID-19 on the Company :

Capital and financial resources:

The Company does not plan to raise any capital in the near future and hence, there is no impact. Further, the Company is leveraged on the debt front and can raise further debt for operations

Profitability:

The Company not seen any adverse Covid impact on profits. Company product demand rise during this period. The production of the Company was fully operational during the period of reporting.

Liquidity position:

A collection from debtors has been impacted marginally with some of the customers, as they have requested for a deferred payment schedule, which the company, keeping in mind, the long-term relationship, has accepted. We expect this situation to come back to normalcy after the lockdown. However, the Company has been meeting all its financial and contractual obligations so far. Further, the Company is also evaluating the effectiveness on "Forward Contract" in its foreign currency transactions due to volatility in the currency rates especially in US dollar to rupees.

Ability to service debt and other financing arrangements:

The Company did not avail any moratorium from any of its lender banks. The Company has never defaulted in the past on any interest or loan payment and does not see any issue meeting future obligations too.

Assets:

Assets of the Company have not been materially impacted or impaired by Covid-19, since there is no significant change in the extent or manner in which the asset is used or is expected to be used.

Internal financial reporting and control:

The Company has ERP system in place and all its locations are well networked. Even during the lockdown with a combination of critical staffs working from location and all others working from home, all reporting systems worked seamlessly without any major disruption and deviation

Supply chain:

Raw material supplies did not get affected by Covid-19. However, finished goods movements had some constraints and gradually improved during the year.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Demand for its products/services:

The Company's product demand not effected by Covid-19. All the Manufacturing facility fully operational during the year.

42. Previous year figures

The company has reclassified previous year figures to conform to this year's classification.

Signature to Notes 1 to 42 of the financial statements

As per our report of even date

For JMR & Associates LLP
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No : 114003

Place: Mumbai
Date : 31 May 2021

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

Amirali E. Rayani
Chairman
DIN:00002616

Amin A. Rayani
Managing Director & CEO
DIN:00002652

Pramod Maheshwari
CFO

Gayatri Sharma
Company Secretary & Compliance Officer

Place: Mumbai
Date : 31 May 2021

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Panama Petrochem Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Panama Petrochem Limited** ("the Company") and its subsidiary company i.e. **Panol Industries RMC FZE** (the Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2021, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity, with Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2021, the consolidated profit, consolidated other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Sr. No.	Key Audit Matter	Auditor's Response
1	**Inventory Existence:** The Group recognized inventory of ₹ 36,505.70 lakhs as at 31 March 2021. Inventory held at various locations across India, outside India.	Due to various restrictions imposed currently as part of measures to combat COVID-19 pandemic, we have not attended inventory counts at any locations, which we selected based on financial significance and risk.

Sr. No.	Key Audit Matter	Auditor's Response
	Within Each Location, inventory is stored in warehouses, tanks, containers and tanks attached to the Bonded Custom Warehouse. This is a key audit matter because of the • Significance of the inventory balance to the statement of financial position and • Complexity involved in determining inventory quantities on hand due to the number, conversion from Ltr. to Kgs., location, diversity of inventory storage locations, inventory lying With third parties Etc.	For locations selected, we performed the following procedures at each site: • evaluated the design and implementation of the controls over physical verification of inventories and tested the operating effectiveness of the controls during the year. • for stocks at third party warehouses, obtained confirmations, and as appropriate performed roll-back procedures to tally with stock quantities at the year end, on a sample basis. • observed the physical verification of inventories carried out by management at certain locations subsequent to year end through virtual mediums, and performed roll back procedures evidencing the movement in stocks from the date of such verification to the year end, on a sample basis. • verified the analytical reviews performed by the management such as consumption analysis and stock movement analysis for the year for raw material and finished goods at factories, on a sample basis.
2	**Trade Receivables:** Trade receivables comprise a significant portion of the Current assets of the Group and serve as security for a majority of the Group short-term debt, the receivables provision has been made based on Expected Credit Loss method. The Group considered current and anticipated future economic conditions relating to industries the Group deals with and the countries where it operates. In calculating expected credit loss, the Group has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID -19. Accordingly, the estimation of the allowance for trade receivables is a significant judgment area and is therefore considered a key audit matter.	We assessed the validity of material long outstanding receivables by obtaining third-party confirmations of amounts Receivables. We also considered payments received subsequent to year-end, insurance held for Overseas trade receivables, past payment history and unusual patterns to identify potentially impaired balances. The assessment of the appropriateness of the allowance for trade receivables comprised a variety of audit procedures across the Group including: • Assessing the appropriateness and reasonableness of the assumptions applied in the managements' assessment of the receivables allowance; • Consideration of the creditworthiness of significant trade receivables over 90 days; • Consideration and concurrence of the agreed payment terms; • Verification of receipts from trade receivables subsequent to year-end; • Inspection of credit insurance policies; and

Sr. No.	Key Audit Matter	Auditor's Response
		• Considered the completeness and accuracy of the disclosures. To address the risk of management bias, we evaluated the results of our procedures against audit procedures on other key balances to assess whether or not there was an indication of bias. We were satisfied that the Group's trade receivables are fairly valued and adequately provided. We further considered whether the provisions were misstated and concluded that they were appropriate in all material respects, and disclosures related to trade receivable in the consolidated financial statements are appropriate.

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

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

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

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

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

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company, has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

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

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

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

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

Other Matters

a) We did not audit the financial statements of the subsidiary i.e. **Panol Industries RMC FZE**, whose financial statements reflect total assets of ₹ 23,301.60 lakhs as at 31 March 2021, total revenue of ₹ 24,484.38 lakhs and net profit after tax of ₹ 1,191.95 lakhs for the year ended 31 March 2021 as considered in the consolidated Ind AS financial statements. These financial statements of the subsidiary have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditor.

b) Subsidiary is located outside India whose financial statements have been prepared in accordance with accounting principles generally accepted in its respective country and which have been reviewed and audited by the other auditor as applicable, under generally accepted auditing standards applicable in its respective country. The Company's Management has converted the financial statements of such subsidiary located outside India from accounting principles generally accepted in its country to the accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's Management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the Management of the Company and audited by us.

Our opinion is not modified in respect of this matter

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements, including, inter-alia financial statement of the subsidiary duly audited by the component auditor;

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors of the Company as on March 31, 2021 taken on record by the Board of Directors of the Company, none of the directors of the Company is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of the Company, for reasons stated therein. Internal control over financial reporting is not applicable to the subsidiary, which is incorporated outside India.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group.

ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts, including derivative contracts.

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

For **JMR & Associates LLP**
Chartered Accountants
Firm Registration No. 106912W / W100300

Nikesh Jain
Partner
Membership No. 114003
Place : Mumbai
UDIN : 21114003AAAADT1405
Date : 31 May, 2021

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

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

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of **Panama Petrochem Limited** (hereinafter referred to as "Company") as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **JMR & Associates LLP**
Chartered Accountants
Firm Registration No. 106912W / W100300

Nikesh Jain
Partner
Membership No. 114003
Place : Mumbai
UDIN : 21114003AAAADT1405
Date : 31 May, 2021

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2021

Particulars	Notes	As at 31 March 2021 ₹ In lakhs	As at 31 March 2020 ₹ In lakhs
Assets			
1. Non-current assets			
(a) Property, Plant and Equipment	3	**15,097.05**	13,739.52
(b) Capital work-in-progress	3	**2,239.62**	1,723.76
(c) Investment property	4	**990.52**	1,008.63
(d) Right -of-use assets	3, 5.1	**2,418.09**	2,504.68
(e) Intangible Assets	5.2	**-**	-
(f) Financial Assets			
(i) Investments	6.1	**7.54**	7.06
(ii) Others	6.6	**37.43**	70.22
(g) Other non-current assets	8	**50.34**	61.27
Total Non Current Assets		**20,840.59**	19,115.14
2. Current assets			
(a) Inventories	7	**36,505.70**	25,392.84
(b) Financial Assets			
(i) Trade Receivables	6.2	**32,318.53**	25,106.47
(ii) Cash and cash equivalents	6.4	**7,042.26**	3,045.30
(iii) Bank Balances other than (ii) above	6.5	**435.63**	1,043.14
(iv) Loans	6.3	**57.73**	46.12
(v) Others	6.6	**421.18**	425.46
(c) Current Tax Assets (Net)	15	**12.75**	306.78
(d) Other Current Assets	8	**1,627.64**	1,209.62
Total Current Assets		**78,421.42**	56,575.73
Total Assets		**99,262.01**	75,690.87
Equity and Liabilities			
Equity			
(a) Equity Share Capital	9	**1,209.87**	1,209.87
(b) Other Equity	10	**54,887.30**	42,092.34
Equity attributable to equity holders of the parent		**56,097.17**	43,302.21
Non-controlling interests		**-**	-
Total equity		**56,097.17**	43,302.21
Liabilities			
1. Non-current Liabilities			
Financial liabilities			
(a) Lease liabilities	11.1	**15.00**	48.92
(b) Other Non-current Liabilities		**-**	-
Provisions	12	**71.59**	87.95
Deferred Tax Liabilities (Net)	13	**951.90**	747.04
Total Non -current Liabilities		**1,038.49**	883.91
2. Current Liabilities			
(a) Financial Liabilities			
(i) Lease liabilities	11.1	**32.58**	48.67
(ii) Borrowings	11.2	**6,516.73**	4,969.17
(iii) Trade Payables	11.3	**-**	-
Total outstanding dues of micro enterprises and small enterprises			
Total outstanding dues of creditors other than micro enterprises and small enterprises		**32,805.79**	25,718.69
(iv) Other Financial Liabilities	11.4	**233.77**	209.15
(b) Provisions	12	**22.85**	18.43
(c) Current Tax Liabilities (Net)	15	**-**	-
(d) Other Current Liabilities	14	**2,514.63**	540.64
Total Current Liabilities		**42,126.35**	31,504.75
Total Equity and Liabilities		**99,262.01**	75,690.87
Significant Accounting Policies	**2**		
The accompanying notes are an integral part of the consolidated financial statements			

As per our report of even date

For JMR & Associates LLP
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No : 114003

Place: Mumbai
Date : 31 May 2021

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

Amirali E. Rayani
Chairman
DIN:00002616

Amin A. Rayani
Managing Director & CEO
DIN:00002652

Pramod Maheshwari
CFO

Gayatri Sharma
Company Secretary & Compliance Officer

Place: Mumbai
Date : 31 May 2021

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

	Notes	Year ended 31 March 2021 ₹ In lakhs	Year ended 31 March 2020 ₹ In lakhs
Income			
Revenue from operations	16	**144,696.21**	100,275.39
Other income	17	**631.90**	359.57
Total Income		**145,328.11**	100,634.96
Expenditure			
Cost of material consumed	18	**107,271.84**	80,902.90
Purchase of traded goods	19	**4,953.97**	736.63
Change in inventories of traded goods and finished goods	20	**(195.52)**	4,490.42
Employee benefits expense	21	**2,632.53**	995.52
Finance costs	22	**894.64**	1,744.27
Depreciation and Amortisation expense	23	**761.24**	725.24
Other expenses	24	**11,058.21**	7,825.53
Total Expenses		**127,376.91**	97,420.51
Profit for the year before tax		**17,951.20**	3,214.45
Tax expenses			
Current tax	38	**4,200.00**	490.00
Deferred tax	38	**204.18**	(153.30)
Short/(excess) provision of tax relating to earlier years		**11.70**	-
Total tax expenses		**4,415.88**	336.70
Profit for the year from continuing operations		**13,535.32**	2,877.75
Other Comprehensive Income			
A) Items that will not be reclassified subsequently to profit or loss			
(i) Re-measurement gains/(losses) on defined benefit plans		**14.72**	1.98
(iii) Income tax related to above		**(3.71)**	(0.40)
B) Items that will be reclassified to profit or loss			
(ii) Equity instruments through other comprehensive income		**0.48**	(6.78)
(iii) Income tax related to above		**(0.12)**	1.71
Other Comprehensive Income		**11.37**	(3.49)
Total Comprehensive Income		**13,546.69**	2,874.26
Basic and Diluted earnings per share in ₹ (face value of ₹ 2 each) (Refer Note 36)		**22.37**	4.76
Significant Accounting Policies			
The accompanying notes are an integral part of the consolidated financial statements.			

As per our report of even date

For JMR & Associates LLP
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No : 114003

Place: Mumbai
Date : 31 May 2021

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

Amirali E. Rayani
Chairman
DIN:00002616

Amin A. Rayani
Managing Director & CEO
DIN:00002652

Pramod Maheshwari
CFO

Gayatri Sharma
Company Secretary & Compliance Officer

Place: Mumbai
Date : 31 May 2021

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2021

	31 March 2021 ₹ In lakhs	31 March 2020 ₹ In lakhs
Cash Flows from operating activities		
Profit before tax	**17,951.20**	3,214.45
Adjustments for -		
Depreciation on property, plant and equipment and investment property	**761.24**	725.24
Finance costs	**894.64**	1,744.27
(Profit)/loss on sale of property, plant and equipment (net)	**(0.06)**	(0.79)
Foreign currency translation reserve	**(25.81)**	(73.76)
Unrealized foreign exchange loss/(gain)	**37.73**	222.84
Unrealized foreign exchange loss/(gain) on derivative contract	**5.68**	291.75
Interest income	**(88.37)**	(49.15)
Dividend income	**(0.04)**	(0.06)
Lease rental received	**(344.12)**	(227.87)
Bad debts, provision for doubtful debts	**(26.46)**	(19.67)
Operating profit before working capital changes	**19,165.63**	5,827.25
(Increase)/decrease in Trade Receivables	**(7,366.80)**	6,765.54
(Increase)/decrease in Inventories	**(11,112.86)**	12,966.77
(Increase)/decrease in Loans and advances and other assets	**(15.21)**	(408.88)
(Increase)/decrease in other current assets	**(423.56)**	1,144.13
Increase/(decrease) in Trade Payables	**7,264.96**	(6,635.22)
Increase/(decrease) in other financial liabilities and provisions	**1,926.60**	(1,150.91)
Cash generated from/(used in) operations	**9,438.76**	18,508.68
Direct taxes paid (Net of refunds)	**(3,917.67)**	(629.16)
Net cash flow from/(used in) operating activity (A)	**5,521.09**	17,879.52
Cash flows from investing activities		
Additions to property, plant and equipment and investment property	**(2,499.08)**	(2,012.87)
Sales of property, plant and equipment	**0.39**	9.26
Reclassified on account of adoption of Ind AS 116	**-**	(145.05)
Redemption/maturity of bank deposits (having original maturity of more than three months)	**644.74**	(212.73)
Payment from unpaid dividend account	**(2.24)**	(27.04)
Interest received	**92.18**	59.23
Lease Rental received	**344.12**	227.87
Dividend received	**0.04**	0.06
Net cash flow from/(used in) investing activities (B)	**(1,419.85)**	(2,101.27)
Cash flows from financing activities		

	31 March 2021 ₹ In lakhs	31 March 2020 ₹ In lakhs
Proceeds/ (Repayment) from/of short-term borrowing (net)	**1,547.56**	(11,020.35)
Interest paid	**(893.77)**	(1,737.69)
Dividend paid	**(723.68)**	(722.27)
Dividend tax paid	**-**	(149.22)
Net cash flow from/(used in) financing activities (C)	**(69.89)**	(13,629.53)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**4,031.35**	2,148.72
Effect of exchange differences on cash & cash equivalents held in foreign currency	**(34.39)**	148.61
Cash and cash equivalents at the beginning of the year	**3,045.30**	747.97
Cash and cash equivalents at the end of the year	**7,042.26**	3,045.30
Components of Cash and Cash Equivalents		
Cash on hand	**14.15**	25.90
With banks		
- on current accounts	**7,028.11**	3,019.40
- on deposit accounts	**406.35**	1,016.10
Total	**7,448.61**	4,061.40
Less: Deposit accounts with more than 3 months but less than 12 months maturity	**406.35**	1,016.10
Total Cash and Cash Equivalents (refer note 6.4 and 6.5)	**7,042.26**	3,045.30

Note :

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

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

As per our report of even date

For JMR & Associates LLP
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No : 114003

Place: Mumbai
Date : 31 May 2021

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

Amirali E. Rayani
Chairman
DIN:00002616

Amin A. Rayani
Managing Director & CEO
DIN:00002652

Pramod Maheshwari
CFO

Gayatri Sharma
Company Secretary & Compliance Officer

Place: Mumbai
Date : 31 May 2021

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

Equity Share Capital

	₹ In lakhs
Balance as at 1 April 2019	1,209.87
Balance as at 31 March 2020	1,209.87
Balance as at 31 March 2021	1,209.87

Other Equity

	Reserves and Surplus					
	Investment Allowance Reserve	Securities Premium Account	General reserve	Foreign currency translation reserve	Retained earnings	Total
Balance as at 1 April 2019	0.24	9,018.48	1,157.99	548.42	29,441.85	40,166.98
Profit for the year	-	-	-	-	2,877.75	2,877.75
Other comprehensive income	-	-	-	-	(3.49)	(3.49)
Foreign Currency Translation during the year	-	-	-	(73.76)	-	(73.76)
Bonus shares issued	-	-	-	-	-	-
Total Comprehensive income for the year	**0.24**	**9,018.48**	**1,157.99**	**474.66**	**32,316.11**	**42,967.48**
Dividend for 2018-2019	-	-	-	-	725.92	725.92
Dividend tax on Dividend for 2018-2019	-	-	-	-	149.22	149.22
Balance as at 31 March 2020	**0.24**	**9,018.48**	**1,157.99**	**474.66**	**31,440.97**	**42,092.34**
Profit for the year	-	-	-	-	13,535.32	13,535.32
Other comprehensive income	-	-	-	-	11.37	11.37
Foreign Currency Translation during the year	-	-	-	(25.81)	-	(25.81)
Bonus shares issued	-	-	-	-	-	-
	-	-	-	(25.81)	13546.69	13520.88
Dividend for 2019-2020	-	-	-	-	725.92	725.92
Dividend tax on Dividend for 2019-2020	-	-	-	-	-	-
Balance as at 31 March 2021	**0.24**	**9,018.48**	**1,157.99**	**448.85**	**44,261.74**	**54,887.30**

Notes :

The Board of Directors have recommended dividend @ 100% (P.Y. 60%) i.e. per equity share [face value ₹ 2 each] aggregating to ₹ 1209.87 lakhs for the year ended 31 March 2021.

Investment Allowance Reserve	:	This reserve represents Govt grants received against investments.
Securities Premium	:	Premium collected on issue of securities are accumulated as part of securities premium.
General Reserve	:	General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.
Retained Earning	:	This represents profits remaining after all appropriations. This is free reserve and can be used for distribution of profits.
Foreign currency translation reserve	:	This represents exchange differences arising on the translation of non-monetary assets at the date of the reclassification

As per our report of even date

For JMR & Associates LLP
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No : 114003

Place: Mumbai
Date : 31 May 2021

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

Amirali E. Rayani
Chairman
DIN:00002616

Amin A. Rayani
Managing Director & CEO
DIN:00002652

Pramod Maheshwari
CFO

Gayatri Sharma
Company Secretary & Compliance Officer

Place: Mumbai
Date : 31 May 2021

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

1. (A) Corporate Group Information

Panama Petrochem Limited is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Panama Petrochem Limited and its subsidiary (collectively referred as "the group"). The Group's principal operations are located in India and it subsidiary operation in United Arab Emirates. The Group is engaged in the manufacture of specialty petroleum products for diverse user industries like printing, textiles, rubber, pharmaceuticals, cosmetics, power and other industrial oil. The equity shares of the Company are listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) in India. The Global Depository Receipts (GDRs) of the Company are listed on the Luxembourg stock exchange.

(B) Subsidiary

Subsidiary is entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiary are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

(C) Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(D) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, net of deferred taxes, are eliminated.

Authorisation of financial statements

The consolidated financial statements were authorised for issue in accordance with a resolution of the Board of Directors passed on 31st May 2021.

2. Significant Accounting Policies:

(A) Basis of Preparation of Financial Statements

(i) Compliance with Ind AS: These consolidated financial statements of the Group have been prepared to comply, in all material aspects, with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Companies Act, 2013.

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

(ii) Classification of assets and liabilities : All assets and liabilities have been classified as current or non-current based on the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Deferred tax assets and liabilities are classified as non-current on net basis.

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(iii) Historical cost convention : The financial statements have been prepare on going concern basis under the historical cost convention except:

(a) certain financial instruments (including derivative instruments) and
(b) defined benefit plans

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

(iv) Functional and presentation currency : The Group's functional and presentation currency is Indian Rupee (₹). All amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs (₹ lakhs), except otherwise indicated.

(v) Fair value measurement : The Group measures certain financial assets and financial liabilities including derivatives and defined benefit plans at fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability take place either

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

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

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

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

(vi) Principles of consolidation

1) The consolidated financial statements include the financial statements of Panama Petrochem Limited, the parent company (hereinafter referred to as 'the Company') and its subsidiary (collectively referred to as the 'Group').

The consolidated financial statements have been prepared on the following basis:

i. The financial statements of the parent company and the subsidiary have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealized profits in full. Unrealized losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

assets is lower than their cost to the Group. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post acquisition increase in the relevant reserves of the subsidiaries.

ii. The excess of the cost of acquisition of investments in the subsidiaries over the acquired portion of equity in the subsidiaries is recognized in the financial statements as 'goodwill'. The excess of acquired portion of equity in subsidiaries over the cost of acquisition of investments in the subsidiaries is recognized in the financial statements as 'capital reserve'.

iii. Minority interest in the net assets of consolidated subsidiaries consists of:

(a) the amount of equity attributable to minorities at the date on which investment in subsidiary is made; and
(b) the minorities share of movements in equity since the date the parent and subsidiary relationship came into existence.

iv. The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.

v. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances to the extent possible.

2) The subsidiary company considered in the consolidated financial statements are:

Name of the Subsidiary	Country of incorporation	Extent of holding (%)	Reporting currency	Effective date of becoming subsidiary
Panol Industries RMC FZE	United Arab Emirates (U.A.E.)	100	AED	1 January 2013

(B) Property, Plant and Equipment

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

(ii) Stores and spares which meet the definition of property, plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalised as property, plant and equipment.

(iii) When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives.

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(iv) An Item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset or significant part) is included in the Statement of Profit and Loss when the asset is derecognised.

(v) In line with the provisions of Schedule II to the Companies Act, 2013, the Group depreciates significant components of the main asset (which have different useful lives as compared to the main asset) based on the individual useful life of those components. Useful life for such components of property, plant and equipment has been assessed based on the historical experience and internal technical inputs.

(vi) Depreciation on property, plant and equipment is provided as per straight line method based on useful life prescribed under Schedule II to the Companies Act, 2013. The Group has assessed the estimated useful lives of its property, plant and equipment and has adopted the useful lives and residual value as prescribed in Schedule II.

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

(vii) The residual values and useful lives of property, plant and equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.

(viii) Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. These are stated at cost to date relating to items or project in progress, incurred during construction / preoperative period. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under “Other non-current Assets”.

(C) Investment Property

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

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

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

(D) Intangible Assets

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

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

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

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

(E) Borrowing Costs

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

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

(F) Impairment of Non-financial Assets

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

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

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

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated.

(G) Non-current Assets held for sale

Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets are classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the assets is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

(H) Inventories

Inventories are valued as follows:

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Raw materials, Packing Materials and Traded Goods	Lower of cost or net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First In First Out (FIFO) basis. Cost of raw materials comprises of cost of purchase (net of discount) and other cost in bringing the inventory to their present location and condition excluding Input GST credit . Customs duty on stock lying in bonded warehouse is included in cost.
Work-in-progress and Finished goods	Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a First In First Out (FIFO) basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(I) Revenue from contracts with customer:

Revenue from contracts with customers is recognised on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of discounts offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognised only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

(i) Sale of Goods:

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

(ii) Interest income:

Under Ind AS 109, Interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at fair value through Profit and loss (FVTPL).

The EIR in case of a financial asset is computed

a. As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

b. By considering all the contractual terms of the financial instruments in estimating the cash flows.

c. Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premium or discounts.

Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets.

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(iii) Net Gain on fair value changes :

Any differences between the fair values of financial assets classified as fair value through the profit or loss held by Company on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised in "Net gains on fair value changes" under "Other Income" and if there is a net loss the same is disclosed under "Expenses" in the statement of Profit and Loss.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at Fair value through Other Comprehensive Income ("FVTOCI") is recognised in net gain / loss on fair value changes.

However, net gain / loss on derecognition of financial instruments classified as amortised is presented separately under the respective head in the Statement of Profit and Loss.

(iii) Dividend income:

Dividend income is recognised :

a. When the right to receive the payment is established.
b. It is probable that the economic benefits associated with the dividend will flow to the entity and
c. The amount of the dividend can be measured reliably.

(iv) Rental Income:

Revenue is recognised on the basis of income arising from operating lease of investment properties is accounted for on a straight-line basis over the lease unless the payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases and is included in the head "other income" in the Statement of Profit and Loss.

(v) Others:

Revenue is recognised in respect of export incentives, insurance / other claims etc., when it is reasonably certain that the ultimate collection will be made.

(J) Expenditure on Research and Development

Revenue expenditure on Research and Development is charged to Statement of Profit and Loss under the appropriate heads of expenses. Expenditure relating to property, plant and equipment are capitalised under respective heads.

(K) Foreign Currency Transactions

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of Group at rates different from those at which they were initially recorded during the year, or reported in financial statements, are recognized as income or as expenses in the year in which they arise.

(iv) Forward Contracts

The premium or discount arising at the inception of forward exchange contracts is booked as expense or income immediately. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the year in which the exchange rates changes. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

(L) Employee Benefits

All employee benefits payable wholly within 12 months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognised during the period in which the employee renders related service.

Post Retirement Benefits

The Group operates the following post-employment schemes:

(a) defined benefit plan - gratuity
(b) defined contribution plan - provident fund

Defined benefit plan - Gratuity obligation

Post-employment benefits (benefits which are payable on completion of employment) are measured on a discounted basis by the Projected Unit Credit Method on the basis of actuarial valuation annually.

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less fair value of plan assets.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet.

Defined contribution plan

Retirement benefits in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective fund are due. There are no other obligations other than the contribution payable to the respective fund.

(M) Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Infosys's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group has concluded that no changes are required to lease period relating to the existing lease contracts. Refer note no 11.1

(a) Group is the lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(b) Group is the lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(N) Taxation

Income tax expense comprises of current tax expense and the net change in the deferred tax asset or liability during the year.

(a) Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the the respective jurisdiction.

(b) Deferred Tax: Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are off set if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(c) Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Group recognizes MAT credit available as an asset only to the extent there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Group recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the Profit and Loss Statement and shown as “MAT Credit Entitlement.” The Group reviews the “MAT Credit Entitlement” asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the sufficient period.

(O) Segment Reporting

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

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

on profit or loss and is measured consistently with profit or loss in the financial statements. The operating segments have been identified on the basis of nature of product/services.

The board of directors of the Company has appointed the Managing Director as the chief operating decision maker (CODM) who is assessesing the financial performance and position of the Company, and makes strategic decisions.

(P) Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events, if any, such as bonus issue, bonus elements in a rights issue to existing shareholders, shares split and reverse share split (consolidation of shares).

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

(Q) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as as result of past events, for which it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made.

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates

Contingent liabilities are disclosed in the case of:

a) a present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;

b) a present obligation arising from the past events, when no reliable estimate is possible;

c) a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

(R) Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

I. Financial Assets

A. Initial recognition and measurement :

Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of the financial asset [other than financial assets at fair value through profit or loss (FVTPL)] are added to the fair value of the financial assets. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset. Transaction costs of financial assets carried at FVTPL are expensed in the Statement of Profit and Loss.

B. Subsequent measurement:

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

(i) Debt instruments at amortised cost

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

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

(ii) Debt instruments included within the Fair Value Through Profit or Loss (FVTPL) category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

(iii) Equity instruments: All equity instruments within the scope of Ind-AS 109 are measured at fair value. Equity instruments which are classified as held for trading are measured at FVTPL. For all other equity instruments, the Group decides to measure the same either at Fair Value Through Other Comprehensive Income (FVTOCI) or FVTPL. The Group makes such selection on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments measured at FVTOCI, all fair value changes on the instrument, excluding dividends, are recognised in Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of such instruments.

iv) Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

C. De-recognition:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognised (i.e. removed from the Group’s balance sheet) when:

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

- the rights to receive cash flows from the asset have expired, or

- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement, and either:

  (i) the Group has transferred substantially all the risks and rewards of the asset, or

  (ii) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

D. Impairment of financial assets:

In accordance with Ind-AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on trade receivables and other advances. The Group follows 'simplified approach' for recognition of impairment loss on these financial assets. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Allowance for credit losses on receivables and unbilled revenue

The Group determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Group considered current and anticipated future economic conditions relating to industries the Group deals with and the countries where it operates. In calculating expected credit loss, the group has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID -19.

II. Financial Liabilities

A. Initial recognition and measurement:

Financial liabilities are classified at initial recognition as :

(i) financial liabilities at fair value through profit or loss,
(ii) loans and borrowings, payables, net of directly attributable transaction costs or
(iii) derivatives designated as hedging instruments in an effective hedge, as appropriate.

The Group's financial liabilities include trade and other payables, loans and borrowings including derivative financial instruments.

B. Subsequent measurement :

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

(i) Borrowings: Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished and the consideration paid is recognised in the Statement of Profit and Loss as other gains / (losses).

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender has agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(ii) Trade and other payables: These amounts represent liabilities for goods and services provided to the Group prior to the end of financial period which are unpaid. The amounts are unsecured and are usually paid within twelve months of recognition. Trade and other payables are presented as current liabilities unless payment is not due within twelve months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(iii) Derivative financial instruments: The Group uses derivative financial instruments, such as foreign exchange forward contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value at the end of each reporting period. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Hedge accounting :

The Group designates certain hedging instruments which include derivatives, embedded derivatives and non derivatives in respect of foreign currency risk, as either fair value hedges, cash flow hedges or hedges of net investments in foreign operations. At the inception of the hedge relationship, the Group documents the relationship between the hedging instruments and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

C. De-recognition

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

D. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

(a) Operating lease commitments – Group as lessor;
(b) Assessment of functional currency;
(c) Evaluation of recoverability of deferred tax assets

Estimates and assumptions

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year :

a) Useful lives of property, plant and equipment, investment property and intangible assets;
b) Fair value measurements of financial instruments ;
c) Impairment of non-financial assets;
d) Taxes;
e) Defined benefit plans (gratuity benefits);
f) Provisions;
g) Valuation of inventories;
h) Contingencies

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

03. Property, plant and equipment

₹ In lakhs

03.	Property, plant and equipment										Right-of-use assets		
	Freehold land	Leasehold Land	Factory Building	Non Factory Building	Plant & Equip-ment	Office Equip-ment	Comput-ers	Furniture and fixtures	Vehicles	Total Prop-erty, plant and equipment	Leasehold land	Leased properties	Total Right-ofuse assets
Cost or valuation													
At 1 April 2019	6.19	2,883.73	3,436.15	2,972.22	7,534.03	142.36	93.74	423.01	670.15	18,161.58	-	-	-
Additions	-	-	138.62	1,338.03	517.97	33.00	7.52	114.52	65.64	2,215.30	-	-	-
Other adjustments	-	-	-	-	(7.00)	-	-	-	(11.46)	(18.46)	-	-	-
Re-classification to Investment Property	-	(2,883.73)	-	-	-	-	-	-	-	(2,883.73)	2,883.73	145.05	3,028.78
At 31 March 2020	**6.19**	**-**	**3,574.77**	**4,310.25**	**8,045.00**	**175.36**	**101.26**	**537.53**	**724.33**	**17,474.69**	**2,883.73**	**145.05**	**3,028.78**
Additions	-	-	139.26	1,076.70	653.85	3.73	4.84	7.23	131.08	2,016.69	-	6.90	6.90
Other adjustments	-	-	-	-	-	-	-	-	(6.63)	(6.63)	-	(9.43)	(9.43)
Deletion	-	-	-	-	-	-	-	-	-	-	-	(8.13)	
Asset reclassified to Right-of-use assets	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2021	**6.19**	**-**	**3,714.03**	**5,386.95**	**8,698.85**	**179.09**	**106.10**	**544.76**	**848.78**	**19,484.75**	**2,883.73**	**134.39**	**3,026.25**
Depreciation													
At 1 April 2019	-	434.95	676.61	204.59	1,495.88	110.38	85.28	232.96	321.48	3,562.13	-	-	-
Asset reclassified to Right-of-use assets	-	(434.95)	-	-	-	-	-	-	-	(434.95)	434.95	-	434.95
Charge for the year	-	-	118.48	60.13	315.44	13.80	6.40	39.02	64.71	617.98	36.59	52.56	89.15
Other adjustments	-	-	-	-	(0.17)	-	-	-	(9.82)	(9.99)	-	-	-
At 31 March 2020	-	-	795.09	264.72	1,811.15	124.18	91.68	271.98	376.37	3,735.17	471.54	52.56	524.10
Asset reclassified to Right-of-use assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	-	122.33	68.58	328.65	14.43	5.64	44.14	75.06	658.84	36.59	47.70	84.29
Other adjustments	-	-	-	-	-	-	-	-	(6.30)	(6.30)	-	(0.23)	-
Deletion	-	-	-	-	-	-	-	-	-	-	-	(8.13)	
Adjustment on account of reclassicaton of lease term	-	-	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2021	**-**	**-**	**917.42**	**333.30**	**2,139.80**	**138.61**	**97.32**	**316.12**	**445.13**	**4,387.71**	**508.13**	**91.90**	**608.39**
Net Block													
At 31 March 2020	**6.19**	**0.00**	**2,779.68**	**4,045.53**	**6,233.85**	**51.18**	**9.58**	**265.55**	**347.96**	**13,739.52**	**2,412.19**	**92.49**	**2,504.68**
At 31 March 2021	**6.19**	**-**	**2,796.61**	**5,053.65**	**6,559.05**	**40.48**	**8.78**	**228.64**	**403.65**	**15,097.05**	**2,375.60**	**42.49**	**2,418.09**
Capital work-in-progress													
At 31 March 2020	**-**	**-**	**-**	**1,723.76**	**-**	**-**	**-**	**-**	**-**	**1,723.76**	**-**	**-**	**-**
At 31 March 2021	**-**	**-**	**-**	**2,239.62**	**-**	**-**	**-**	**-**	**-**	**2,239.62**	**-**	**-**	**-**

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Notes:-

	Gross Block	Depreciation For the year	Accumulated Depreciation	Net Block
3.1 Factory Building includes those constructed on leasehold land:				
At 31 March 2020	3,474.94	115.23	691.58	2,668.13
At 31 March 2021	3,614.20	119.08	809.32	2,685.80
3.2 Non Factory Building includes those constructed on leasehold land:				
At 31 March 2020	411.06	7.27	18.76	392.30
At 31 March 2021	411.06	7.27	26.03	385.03

3.3 Capital expenditure on research & development

a) Addition to fixed assets includes capital assets of ₹ Nil (31 March 2020 : ₹ Nil)
b) Gross block includes fixed assets in research & development (R&D) unit

Furniture ₹ 4.08 lakhs (31 March 2020 : ₹ 4.08 lakhs)
Lab Equipment's ₹ 93.24 lakhs (31 March 2020 : ₹ 93.24 lakhs)
Computer ₹ 00.55 lakh (31 March 2020 : ₹ 00.55 lakh)
Air Conditioner ₹ 1.13 lakhs (31 March 2020 : ₹ 1.13 lakhs)

3.4 The Board currently estimates that there are no components which have significantly different lives from the underlying primary assets.

4. Investment Property	**As at 31.03.2021 ₹ in lakhs**	As at 31.03.2020 ₹ in lakhs
I. Gross Carrying Amount		
Balance at the beginning of the year	**1,145.30**	1,145.30
Additions / reclassification	**-**	-
Deletions / reclassification	**-**	-
Balance at the end of the year	**1,145.30**	1,145.30
II. Accumulated Depreciation and Impairment		
Balance at the beginning of the year	**136.67**	118.56
Depreciation for the year	**18.11**	18.11
Accumulated depreciation on Addition/deletions	**-**	-
Balance at the end of the year	**154.78**	136.67
III. Net Carrying Amount at end of the year	**990.52**	1,008.63
IV. Fair value of investment property at the end of the year	**2,302.00**	1,920.46

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

4.1 Information regarding income and expenditure of Investment Property

	2020-2021 ₹ in lakhas	2019-2020 ₹ in lakhs
Rental income derived from investment properties	**314.61**	216.47
Less: Direct operating expenses (including repairs and maintenance) generating rental income	**11.34**	10.26
Less: Direct operating expenses (including repairs and maintenance) that did not generate rental income	**-**	-
Profit arising from investment properties before depreciation and indirect expenses	**303.27**	206.21
Less: Depreciation	**18.11**	18.11
Profit arising from investment properties before indirect expenses	**285.16**	188.10

4.2 Fair value of the Group's investment properties

The fair value of the Company's investment properties as at 31 March 2021 was arrived at on the basis of a valuation carried out by independent registered valuers not related to the Company. The Company has adopted policy of revaluing investment property generally every year. (Level 3)

4.3 a) Details of the Group's Investment properties and information about their Fair value hierarchy

	Fair value measurement	
	31.03.2021 ₹ in lakhs	31.03.2020 ₹ in lakhs
Valuation at the end of the year	**2,302.00**	1,920.46

b) Reconciliation of fair value

	2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
Opening balance	**1,920.46**	1,920.46
Fair value difference	**-**	-
Reclassification	**381.54**	-
Closing balance	**2,302.00**	1,920.46

c) Description of valuation techniques used and key inputs to valuation on investment properties

The investment properties have been valued at Fair Market Value. It is the value of the property at which it can be sold in open market at a particular time free from forced value or sentimental value. Prevailing market value is a result of demand/ supply /merits /demerits of properties and various locational, social, economical, political factors and circumstances. Prevailing market value can be estimated through market survey, through dependable data/ sale instances, local estate developers/ brokers, real estate portal enquiries and verbal enquiries in neighbourhood area.

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

5.1 Leases:

A) Lease commitment as Lessee

The Group has entered into agreements for taking lease certain offices and warehouses on lease and licence basis. The lease term is a period ranging from 12 to 36 months. The Company has contracts which have fixed rentals. The Group has also taken leasehold factory lands on one time payment and other land on yearly fixed payment. The lease term is a period ranging from 25 years to 99 years.

Effective April 1, 2019, the Group adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Group’s incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of ‘Right of Use’ asset of ₹ 142.53 Lakhs, and a lease liability of ₹ 145.05 Lakhs. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments

The following is the summary of practical expedients elected on initial application:

a) Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
b) Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
c) Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
d) Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 11.39%

Disclosure as per the requirement of Ind AS 116
Amounts recognised in balance sheet

The balance sheet shows the following amounts relating to leases	**As at 31.03.2021 ₹ in lakhs**	As at 31.03.2020 ₹ in lakhs
Right-of-use assets	**3,026.25**	3,028.78
Lease liabilities		
Current	**32.58**	48.67
Non-current	**15.00**	48.92

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2021 on an undiscounted basis:

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

Particulars	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
Less than one year	**35.71**	57.35
One to five years	**15.75**	52.88
More than five years	**-**	-
Total	**51.46**	110.23

The cash outflow of lease payments with respect to the above lease recognised in the statement of profit and loss for the financial year 2020-2021 is ₹ 55.00 lakhs (Previouse Year ₹ 60.45 lakhs).

B) Where the Company is lessor

The future minimum lease payments receivable as per the lease agreements are as follows:

Particulars	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
Less than one year	**197.82**	314.61
One to five years	**132.62**	330.44
More than five years	**-**	-

The amount of minimum lease income with respect to operating lease recognised in the statement of profit and loss for the year is ₹ 314.61 Lakhs (previous year ₹ 216.47 Lakhs).

5.2 Other Intangible Assets

I. Gross Carrying Amount		
Balance at the beginning of the year	**7.11**	7.11
Additions	**-**	-
Deletions	**-**	-
Balance at the end of the year	**7.11**	7.11
II. Accumulated Depreciation and Impairment		
Balance at the beginning of the year	**7.11**	7.11
Depreciation for the year	**-**	-
Accumulated depreciation on deletions	**-**	-
Balance at the end of the year	**7.11**	7.11
III. Net Carrying Amount at end of the year	**-**	-

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

6 Financial Assets

6.1 Non-current Investments (fully paid up)

Investments in equity instruments	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
Unquoted		
1,795 (31 March 2020 : 1,795) fully paid equity shares of ₹ 10 each of Bharuch Enviro Infrastructure Limited #	0.19	0.19
975 (31 March 2020 : 975) Fully paid equity shares of ₹ 100 each of The Marol Co operative Industrial Estate Limited #	0.98	0.98
	1.17	1.17
Aggregate amount of Unquoted Investments - gross	1.17	1.17
Aggregate amount of impairment in value of investments	-	-
Aggregate amount of Unquoted Investments - net	1.17	1.17

It is carried at cost.

Quoted		
Designated at Fair value thorugh Other Comprehensive Income		
6,200 (31 March 2020 : 6,200) fully paid equity shares of face value of ₹ 10 each of DCB Bank Limited	6.37	5.89
	6.37	5.89
Aggregate amount of Quoted Investments - gross (at market value)	6.37	5.89
Aggregate amount of impairment in value of investments	-	-
Aggregate amount of Quoted Investments - net	6.37	5.89
Total	7.54	7.06

6.2 Trade Receivables

Current		
Unsecured, Considered good	32,318.53	25,157.34
Unsecured, Considered doubtful	24.41	50.87
Unsecured, credit impaired	13.89	13.89
	32,356.83	25,171.23
Less: Impairment under expected credit loss	38.30	64.76
	32,318.53	25,106.47

Note:- Impairment under expected credit loss includes ₹ 13.89 Lakhs P.Y. (₹ 13.89 Lakhs) for doubtful debts .

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

The holding Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follow

	As at 31.3.2021			
Age of receivables	**Gross Carrying Amount ₹ in lakhs**	**Expected Credit Loss Rate %**	**Credit Loss ₹ in lakhs**	**Net Carrying Amount ₹ in lakhs**
0-180 days past due	**167.10**	**5.09%**	**8.51**	**158.59**
180-365 days past due	**69.16**	**10.31%**	**7.13**	**62.03**
More than 365 days past due	**68.05**	**12.89%**	**8.77**	**59.28**
Credit impaired	**13.89**	**100.00%**	**13.89**	**-**
Total	**318.20**	**12.04%**	**38.30**	**279.90**

	As at 31.3.2020			
Age of receivables	Gross Carrying Amount ₹ in lakhs	Expected Credit Loss Rate%	Credit Loss ₹ in lakhs	Net Carrying Amount ₹ in lakhs
0-180 days past due	251.91	5.09%	12.82	239.09
180-365 days past due	23.20	10.31%	2.39	20.81
More than 365 days past due	276.60	12.89%	35.65	240.94
Credit impaired	13.89	100.00%	13.89	-
Total	565.59	11.45%	64.76	500.83

Movement in the expected credit loss allowance

	Year ended 31.3.2021 ₹ in lakhs	Year ended 31.3.2020 ₹ in lakhs
Balance at the beginning of the year	**64.76**	70.54
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	**(26.46)**	(5.78)
Balance at the end of the year	**38.30**	64.76

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
6.3	**Loans and advances**		
	Current		
	Other Loans		
	Unsecured, considered good	**57.73**	46.12
		57.73	46.12
6.4	**Cash and Cash Equivalents**		
	Balances with banks		
	On current accounts	**7,028.11**	3,019.40
	Cash Balances		
	Cash on hand	**14.15**	25.90
		7,042.26	3,045.30
6.5	**Other bank balances**		
	Deposit accounts with more than 3 months but less than 12 months maturity	**406.35**	1,016.10
	Unpaid dividend accounts	**29.28**	27.04
		435.63	1,043.14
6.6	**Other Financial Assets**		
	Non-current		
	Bank deposits with more than 12 months maturity	**0.15**	35.14
	Security deposits	**37.28**	35.08
		37.43	70.22
	Current		
	Security deposits	**393.24**	162.27
	Derivative asset	**26.04**	256.62
	Other financial assets	**1.90**	6.57
		421.18	425.46
		458.61	495.68
7	**Inventories**		
	(Valued at lower of cost and net realisable value)		
	Raw material	**31,137.75**	20,238.80
	Finished goods	**3,894.45**	4,824.21
	Traded goods	**1,358.53**	233.25
	Packing material	**114.97**	96.58
		36,505.70	25,392.84

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
8	**Other Assets**		
	Non-current		
	Capital advances	**50.34**	61.27
		50.34	61.27
	Current		
	Cenvat/GST balances	**767.16**	625.54
	Advances to vendors	**646.67**	408.45
	Others including duties and taxes receivable (other than Cenvat/GST balances)	**213.81**	175.63
		1,627.64	1,209.62
9	**Equity Share Capital**		
	Authorised shares		
	12,77,50,000 (31 March 2020 : 12,77,50,000 equity shares of ₹ 2 each) equity shares of ₹ 2 each)	2,555.00	2,555.00
	Issued shares		
	6,04,93,598 (31 March 2020 : 6,04,93,598 equity shares of ₹ 2 each)	1,209.87	1,209.87
	Subscribed and fully paid-up shares		
	6,04,93,598 (31 March 2020 : 6,04,93,598 equity shares of ₹ 2 each)	1,209.87	1,209.87

	As at 31.03.2021		As at 31.03.2020	
a) Reconciliation of shares	**Nos.**	**₹ in lakhs**	**Nos.**	**₹ in lakhs**
At the beginning of the year	**60,493,598**	**1,209.87**	60,493,598	1209.87
Issued/Buyback during the year	**-**	**-**	-	-
At the end of the year	**60,493,598**	**1,209.87**	60,493,598	1,209.87

b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share, however the holders of global depository receipts (GDR's) do not have any voting rights in respect of shares represented by the GDR's till the shares are held by the custodian bank. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive assets (after repayment of liability) in proportion to the number of equity shares held by the shareholders.

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

c) Details of shareholders holding more than 5% of equity shares

	As at 31.03.2021		As at 31.03.2020	
	No of Shares	**% holding in the class**	**No of Shares**	**% holding in the class**
Equity Shares of ₹ 2 each fully paid up				
Ms. Shelina Arif Rayani	**3,190,462**	**5.27%**	4,190,462	6.93%
Arif Amirali Rayani	**3,670,567**	**6.07%**	3,123,706	5.16%
Ittefaq Ice and Cold Storage Private Limited	**3,912,406**	**6.47%**	3,760,308	6.22%
Shares held by Custodian as against which global depository receipts have been issued (Citi Bank N.A.)	**12,842,587**	**21.23%**	14,717,587	24.33%

d) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date:

Particulars	Year ended 31 March				
	2021	2020	2019	2018	2017
Equity shares of ₹ 2 each	**-**	-	-	403.29	-

The shareholders in the 35th Annual General Meeting held on 18 Sept 2017 approved the issue of bonus shares in the ratio of one equity share of ₹ 2/- each for two existing share of ₹ 2/- each held and accordingly, the Company has allotted 2,01,64,533 number of equity shares on 5th October 2017.

	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
10. Other Equity		
Investment Allowance Reserve		
Balance at the beginning & at the end of the year	**0.24**	0.24
	0.24	0.24
Securities Premium Account		
Balance at the beginning of the year	**9,018.48**	9,018.48
Less:- Utilized for during the year	**-**	-
Balance at the end of the year	**9,018.48**	9,018.48
General reserve		
Balance at the beginning of the year	**1,157.99**	1,157.99
Add: Transfer from surplus in the Statement of Profit and Loss	**-**	-
Balance at the end of the year	**1,157.99**	1,157.99
Foreign currency translation reserve		
Balance at the beginning of the year	**474.66**	548.42
Foreign currency translation during the year	**(25.81)**	(73.76)
	448.85	474.66

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
Surplus in the Statement of Profit and Loss		
Balance at the beginning of the year	**31,440.97**	29,441.85
Add: Profit / (loss) for the year	**13,535.32**	2,877.75
Add/Less: Other comprehensive income arising from re-measurement of defined		
benefit obligation net of income tax	**14.72**	1.98
Add/Less: Income tax related to above	**(3.71)**	(0.40)
Add/Less: Equity instruments through other comprehensive income	**0.48**	(6.78)
Add/Less: Income tax related to above	**(0.12)**	1.71
	44,987.66	32,316.11
Less: Appropriations		
Dividend Paid	**725.92**	725.92
Tax on dividend paid	**-**	149.22
Total Appropriations	**725.92**	875.14
Net Retained earning	**44,261.74**	31,440.97
Total other equity	**54,887.30**	42,092.34

Notes:

Investment Allowance Reserve	:	Investment Allowance Reserve is a statutory reserve and can be utilise for further issue of capital.
Securities Premium	:	Premium collected on issue of securities are accumulated as part of securities premium. Utilisation of such reserve is restricted by The Companies Act, 2013.
General Reserve	:	General reserve forms part of the retained earnings and is permitted to be distributed to shareholders as dividend.
Retained Earning	:	This represents profits remaining after all appropriations. This is free reserve and can be used for distribution of profits.

	As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
11 Financial Liabilities		
11.1 Lease Liability		
Non Current		
Non Current lease liability	**15.00**	48.92
	15.00	48.92
Current		
Current lease liability	**32.58**	48.67
	32.58	48.67

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

The following is the movement in lease liabilities during the year ended March 31, 2021 :

Particulars	**As at 31.03.2021 ₹ in lakhs**	As at 31.03.2020 ₹ in lakhs
Balance at the beginning	**97.59**	-
Additions	**11.44**	145.05
Finance cost accrued during the period	**7.82**	13.60
Deletions	**(14.27)**	-
Payment of lease liabilities	**(55.01)**	(61.06)
Balance at the end	**47.58**	97.59

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

11.2 Short-term Borrowings (Secured)

Cash Credits from banks	**6,516.73**	4,969.17
Secured by ;		
hypothecation of inventories, receivables and other current assets		
The cash credit is repayable on demand and carried an interest rate of		
Current Year 4.50% to 15.75% p.a. (Prevous Year 4.50% to 14.05% p.a.)	**6,516.73**	4,969.17

11.3 Trade payables

Current

Trade payables:		
Micro and small Enterprises	**-**	-
Other than micro and small enterprises	**32,805.79**	25,718.69
(Refer Note 32 for details of dues to micro and small enterprises)	**32,805.79**	25,718.69

11.4 Other Financial Liabilities

Current

Financial liabilities at fair value through profit or loss (FVTPL)		
Derivatives liabilities carried at fair value	**-**	-
Other Financial liabilities at amortised cost		
Unpaid dividends	**29.28**	27.04
Security deposit	**150.10**	150.26
Creditors for capital goods	**54.39**	31.85
	233.77	209.15

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
12.	**Provisions**		
	Non Current		
	Provision for gratuity (Refer Note 33)	**71.59**	87.95
		71.59	87.95
	Current		
	Provision for gratuity (Refer Note 33)	**22.85**	18.43
		22.85	18.43
		94.44	106.38
13	**Deferred Tax Liability (Net)**		
	Deferred Tax Liability	**1,001.38**	823.91
	Deferred Tax Assets	**49.48**	76.87
	Net Deferred Tax Liability	**951.90**	747.04
	Deferred Tax Assets		
	Deductible temporary differences		
	Provision for doubtful debts and advances	**4.81**	4.81
	Provision for ECL	**6.14**	12.80
	Finance Lease	**11.86**	34.89
	Defined benefit obligation	**25.12**	22.71
	Others	**1.55**	1.66
		49.48	76.87
	Deferred Tax Liability		
	Taxable temporary differences		
	Property, plant and equipment and investment property	**990.69**	787.33
	Right of Use	**10.69**	36.58
		1,001.38	823.91
14	**Other Liabilities**		
	Current		
	Advances from customers	**1,705.70**	175.93
	Income tax deducted at source	**274.61**	20.00
	Duties and taxes	**493.83**	312.00
	Other liabilities	**40.49**	32.71
		2,514.63	540.64

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		As at 31.03.2021 ₹ in lakhs	As at 31.03.2020 ₹ in lakhs
15	**Current tax assets and liabilities**		
	Current tax assets		
	Advance Tax (Gross)	**9,407.75**	7,560.46
		9,407.75	7,560.46
	Current tax liabilities		
	Income tax payable (Gross)	**9,395.00**	7,253.68
	Current tax assets/(liabilities)	**12.75**	306.78

		2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
16	**Revenue from Operations**		
	Sale of products		
	Finished products	**139,743.01**	98,899.60
	Traded products	**4,953.20**	1,375.79
		144,696.21	100,275.39
17	**Other Income**		
	Interest income	**87.51**	48.28
	Interest income on lease	**0.86**	0.87
	Dividend income - Long-term investments	**0.04**	0.06
	Gain on foreign currency transactions and translation (net)	**113.30**	38.18
	Profit on sale of property, plant and equipment's (net)	**0.06**	0.79
	Rent received	**344.12**	227.87
	Miscellaneous income	**86.01**	43.52
		631.90	359.57

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
18	**Cost of Materials Consumed**		
	Raw material consumed		
	Inventory at the beginning of the year	**20,238.80**	28,685.25
	Add : Purchases	**115,285.54**	69,934.39
		135,524.34	98,619.64
	Less : Inventory at the end of the year	**31,222.08**	20,238.80
	Cost of raw material consumed	**104,302.26**	78,380.84
	Packing material consumed		
	Inventory at the beginning of the year	**96.58**	126.48
	Add : Purchases	**2,987.97**	2,492.16
		3,084.55	2,618.64
	Less : Inventory at the end of the year	**114.97**	96.58
	Cost of packing material consumed	**2,969.58**	2,522.06
	Total material consumed	**107,271.84**	80,902.90
	Details of inventory		
	Base oil & Wax	**31,222.08**	20,238.80
	Packing material	**114.97**	96.58
		31,337.05	20,335.38

Imported and indigenous raw materials consumed

	% of total consumption	₹ In lakhs	% of total consumption	₹ In lakhs
	31 March 2021	**31 March 2021**	31 March 2020	31 March 2020
Imported	**82%**	**85,802.43**	80%	62,680.71
Indigenous	**18%**	**18,499.83**	20%	15,700.13
	100%	**104,302.26**	100%	78,380.84

		2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
19	**Purchase of Traded Goods**		
	Traded goods	**4,953.97**	736.63
		4,953.97	736.63

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
20	**(Increase) / Decrease in Inventories**		
	Inventories at the end of the year		
	Finished Goods	**3,894.45**	1,060.16
	Traded Goods	**1,358.53**	3,997.30
		5,252.98	5,057.46
	Inventories at the beginning of the year		
	Finished Goods	**1,060.16**	1,545.53
	Traded Goods	**3,997.30**	8,002.35
		5,057.46	9,547.88
		(195.52)	4,490.42
21	**Employee Benefits Expense**		
	Salaries, wages and bonus	**2,555.93**	853.90
	Contribution to employees' provident and other funds	**33.79**	35.56
	Gratuity expense	**24.80**	22.91
	Staff welfare expenses	**18.01**	83.15
		2,632.53	995.52
22	**Finance costs**		
	Interest	**549.83**	1,506.78
	Interest expense on lease liabilities	**18.09**	23.94
	Bank charges	**326.72**	213.55
		894.64	1,744.27
23	**Depreciation / Amortisation (Refer Note 3 and 4)**		
	Depreciation on property, plant and equipment	**658.84**	654.57
	Depreciation on investment property	**18.11**	18.11
	Depreciation of right-of-use assets	**84.29**	52.56
		761.24	725.24

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
24	**Other Expenses**		
	Power and fuel	**173.07**	157.83
	Water charges	**20.10**	13.05
	Repairs and maintenance :		
	Buildings	**43.85**	57.56
	Machinery	**200.52**	191.57
	Others	**58.63**	59.07
	Insurance	**239.23**	189.00
	Rent	**121.65**	108.22
	Rates and taxes	**16.87**	39.33
	Communication costs	**28.41**	46.22
	Legal and professional fees	**200.35**	234.14
	Payment to auditor (Refer details below)	**22.75**	20.76
	Director sitting fees	**7.25**	6.30
	Clearing and forwarding expenses	**5,522.61**	3,335.44
	Freight outwards	**1,952.08**	1,570.37
	Travelling and conveyance	**162.27**	271.53
	Advertising and sales promotion	**127.64**	136.58
	Brokerage and commission	**1,250.65**	380.53
	Security charges	**53.67**	52.01
	Bad debts and sundry balances written off	**233.33**	374.98
	CSR expense and donation (Refer note 25)	**111.38**	30.46
	Premium on forward exchange contract amortized	**118.24**	237.74
	Miscellaneous expenses	**393.66**	312.84
		11,058.21	7,825.53
	Payment to auditor (excluding GST)		
	As auditor:		
	Statutory audit and limited review fees	**19.30**	19.01
	Tax audit fees	**1.75**	1.75
	Certfication charges	**1.00**	-
	Taxation matters	**0.70**	-
		22.75	20.76

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

25. The Company has spent ₹ 113.70 lakhs (Previous year ₹ 27.30 lakhs) towards Corporate Social Responsibility expenditure (including capital expenditure ₹ Nil, Previous year ₹ Nil) and debited the same to the Statement of Profit and Loss as against ₹ 108.46 lakhs (Previous year ₹ 135.30 lakhs) computed as per the provisions of section 135(5) of the Companies Act, 2013 and ₹ 5.24 Lakhs carry forward to next year.

	31 March 2021 ₹ In lakhs	31 March 2020 ₹ In lakhs
Amount to be spent during the year	**108.46**	135.30
Amount spent during the year	**113.70**	27.30

26. Expenses on Scientific Research

The Group has incurred total expenditure of ₹ 34.62 lakhs (previous year ₹ 35.14 lakhs) on account of Research & Development expenses the break up of which is as follows :

(a) Revenue Expenditure		
Employment cost	**34.57**	33.86
Laboratory charges	**0.05**	1.28
TOTAL	**34.62**	35.14
(b) The gross block of Property, Plant and Equipment in Note 3 includes the following assets purchased for Research & Development:		
Furniture & fixture	**4.08**	4.08
Laboratory equipment	**93.24**	93.24
Computer & accessories	**0.55**	0.55
Air conditioner	**1.13**	1.13
	99.00	99.00

27. Value of imports calculated on CIF basis (accrual)

Raw materials (Includes Goods in transit)	**63,030.49**	38,872.57
Traded goods	**1,132.44**	425.76
	64,162.94	39,298.33

28. Expenditure in foreign currency

Brokerage & Commission	**142.13**	38.04
Bank Interest	**209.22**	559.30
Bank Charges	**21.78**	22.98
Travelling Expenses	**-**	22.74
Others	**9.52**	8.02
	382.65	651.08

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	31 March 2021 ₹ In lakhs	31 March 2020 ₹ In lakhs
29. Earnings in foreign exchange		
Exports at F.O.B Value	**40,826.87**	28,317.47
	40,826.87	28,317.47

30 Disaggregated Revenue Information

The table below represents disaggregation of Company's revenue from contracts with the customers. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of its revenues and cash flows are affected by industry, market and other economic factors.

Particulars	2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
Type of goods		₹ in lakhs
Finished products	**1,39,743.01**	98,899.60
Traded products	**4,953.20**	1,375.79
Total revenue from contracts with the customers	**1,44,696.21**	1,00,275.39
Geographical markets		
-India	**78,284.60**	51,998.12
-Outside India	**66,411.61**	48,277.27
Total revenue from contracts with the customers	**1,44,696.21**	1,00,275.39
Relation with customer		
-Non related party	**1,44,696.21**	1,00,275.39
-Related Party	**-**	-
Total revenue from contracts with the customers	**1,44,696.21**	1,00,275.39
Timing of revenue recognition		
-Goods transferred over a period of time	**-**	-
-Goods transferred over a point of time	**1,44,696.21**	1,00,275.39
Total revenue from contracts with the customers	**1,44,696.21**	1,00,275.39

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		2020-2021 ₹ in lakhs	2019-2020 ₹ in lakhs
31.	**Commitments and Contingencies**		
	i. Contingent Liabilities		
	Claims against the Company not acknowledged as debts #:		
	i) Custom Matter disputed The Hon'ble High Court of Judicature, Mumbai	**-**	126.70
	ii) Excise Matter disputed Central Excise, Customs and Sales Tax and Commissioner (Appeals) Daman & Surat.	**40.47**	40.47
	iii) Excise Matter disputed Central Excise, Customs and Sales Tax and Hon'ble CESTAT, Ahmedabad.	**27.97**	27.97
	ii. Commitments		
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	**13.12**	11.23
	iii. Others		
	a) Bank Guarantees	**6,449.62**	5,058.54
	b) Corporate Guarantees	**3,675.24**	6,784.73

#The management does not expect these claims to succeed. Accordingly no provision for contingent liability has been recognised in the financial statements.

32. Details of dues to micro and small enterprises as defined under the MSMED Act 2006 *

	31 March 2021 ₹ In lakhs	31 March 2020 ₹ In lakhs
a. The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year - Principal amount due to micro and small enterprises - Interest due on above	**-**	-
b. The amount of interest paid by the buyer in terms of section 16 of the Micro and Small enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	**-**	-
c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro and Small Enterprise Development Act, 2006.	**-**	-
d. The amount of interest accrued and remaining unpaid at the end of each accounting year;	**-**	-
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro and Small Enterprises Development Act, 2006.	**-**	-

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

* The Group has initiated the process of identification of suppliers registered under Micro and Small Enterprise Development Act, 2006, by obtaining confirmations from all suppliers. Information has been collated only to the extent of information received as at the balance sheet date.

33. Employee Benefits:

i) Defined Contribution Plan:

Company's contribution to Provident Fund ₹ 30.50 lakhs (Previous year ₹ 31.80 lakhs).

The company also contributes to the following:

- Employee State Insurance Contribution Fund : ₹ 3.29 lakhs (Previous year ₹ 3.76 lakhs)

ii) Defined Benefit Plan:

The following table sets out the funded status of the Gratuity Plan and the amounts recognised in the Group's financial statements:

₹ In lakhs

		As at 31 March 2021	As at 31 March 2020
(a)	Change in the obligation benefits:		
	Projected benefit obligation at the beginning of the year	**192.54**	171.39
	Service Cost	**18.43**	16.88
	Interest cost	**11.04**	10.97
	Actuarial (Gains) / Losses on Obligations - Due to Change in Financial Assumptions	**0.71**	10.69
	Actuarial (Gains) / Losses on Obligations - Due to Change in Demographic Assumptions	**-**	(0.14)
	Actuarial (Gains) / Losses on Obligations - Due to Experience	**(8.63)**	(12.70)
	Past Service Cost	**-**	-
	Benefits paid	**(2.01)**	(4.55)
	Projected benefit obligation at the end of the year	**212.08**	192.54
(b)	Change in the plan assets:		
	Fair value of the plan assets at the beginning of the year	**86.16**	81.40
	Expected return on plan assets	**11.49**	4.76
	Employer's contribution	**20.00**	-
	Benefits paid	**-**	-
	Return on plan assets, excluding interest income	**-**	-
	Fair value of the plan assets at the end of the year	**117.65**	86.16
	Funded status [Surplus / (Deficit)]	**(94.43)**	(106.38)

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

₹ In lakhs

		As at 31 March 2021	As at 31 March 2020
(c)	Net Gratuity and other cost:		
	Service cost	**18.43**	16.88
	Past service cost and loss/(gain) on curtailments	**-**	-
	Interest on defined benefit obligation	**6.37**	6.03
	Interest income	**-**	-
	Net gratuity cost	**24.80**	22.91
(d)	Amounts recognised in the statement of other comprehensive income:		
	Actuarial gain/(loss)	**(7.91)**	(2.14)
	Return on plan assets, excluding interest income	**(6.81)**	0.16
	Net income / (expense) for the period recognised in other comprehensive income	**-**	-
		(14.72)	(1.98)
(e)	Category of Assets:		
	Policy of Insurance	**100%**	100%
		100%	100%
(f)	Assumptions used in accounting for the Gratuity Plan:	**%**	%
	Discount rate	**6.50%**	6.55%
	Expected rate of return on plan assets	**6.55%**	6.55%
	Age of Retirement	**60**	60
	Annual increase in salary cost	**6.00%**	6.00%
(g)	Sensitivity Analysis :		
	Discount rate Sensitivity		
	Increase by 0.5%	**205.17**	186.10
	% Change	**-3.26%**	-3.35%
	Decrease by 0.5%	**219.51**	199.47
	% Change	**3.50%**	3.60%
	Salary growth rate Sensitivity		
	Increase by 0.5%	**216.98**	197.07
	% Change	**2.31%**	2.35%
	Decrease by 0.5%	**207.06**	188.00
	% Change	**-2.37%**	-2.36%

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₹ In lakhs

	As at 31 March 2021	As at 31 March 2020
Withdrawal rate Sensitivity		
Withdrawal rate X 110%	**212.56**	193.17
% Change	**0.23%**	0.33%
Withdrawal rate X 90%	**211.57**	191.90
% Change	**-0.24%**	-0.33%

(h) Projected plan cash flow :

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date

₹ In lakhs

	As at 31 March 2021	As at 31 March 2020
Maturity Profile		
Expected benefits for year 1 to 3	**92.82**	75.99
Expected benefits for year 4 to 5	**28.63**	31.83
Expected benefits for year 6 and above	**58.22**	42.54

34. Segment Information

A. Factors used to identify the entity's reportable segments, including the basis of organisation

For management purposes, as the Group is in the business of manufacturing and trading of specialty petroleum products, the Company has considered petroleum products as the only business segment for disclosure in this context of Indian Accounting Standard 108.

The Managing Director (MD) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segment. The MD reviews revenue and gross profit as the performance indicator for the operating segment. However, the Company's finance (including finance cost and finance income) and income taxes are managed on a company as a whole basis and are not allocated to any segment.

Geographical segment of the organisation

For the purpose of geographical segment the sales are divided into two segments - Domestic and Overseas. The accounting policies of the segments are the same as those described in Note 2(O).

B. Information about reportable segment

The following table shows the distribution of the Group's reportable segment by geographical market, regardless of where the goods were produced:

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₹ in lakhs

Particulars	2020-2021			2019-2020		
	Domestic	Overseas	Total	Domestic	Overseas	Total
Revenue						
Sales to external customers	**78,284.60**	**66,411.61**	**1,44,696.21**	51,998.12	48,277.27	1,00,275.39
Other segment information						
Non-current Assets *	**20,795.62**	**-**	**20,795.62**	19,037.86	-	19,037.86

* Non-current assets excludes Other investments, Other financials assets, Income tax assets (Net) and Deferred tax assets (Net).

35. Details of related party transactions in accordance with Ind AS 24 'Related Party Disclosures'

(a) Names of related parties with whom transactions have taken place during the year

Key Management Personnel	**Designation**
Amirali E Rayani	Executive Chairman
Amin A Rayani	Managing Director & CEO
Samir Rayani	Executive Whole-Time Director
Hussein Rayani	Joint Managing Director
Pramod Maheshwari	Chief Financial Officer
Gayatri Sharma	Company Secretary & Compliance Officer

Independent Director	**Designation**
Madan Mohan Jain	Independent Director
Mukesh Mehta	Independent Director
Nargis Mirza Kabani	Independent Director
Kumar Raju Nandimandalam	Independent Director

Relatives of key management personnel	**Relation**
Akbarali Rayani	Brother of Mr. Amirali E Rayani
Vazirali Rayani	Brother of Mr. Amirali E Rayani
Salimali Rayani	Brother of Mr. Amirali E Rayani
Arif Rayani	Brother of Mr. Amin Rayani
Nilima Kheraj	Sister of Mr. Samir Rayani
Munira Rayani	Wife of Mr. Hussein Rayani

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(b) Transactions with Related Parties

Transaction with Key Managerial Personnel and relatives of Key Managerial Personnel

	2020-2021 ₹ In lakhs	2019-2020 ₹ In lakhs
Key Managerial remuneration *		
Short term benefits	**1,809.94**	207.67
Director sitting fees	**7.25**	6.30
Payment of Rent		
Amin A Rayani	**6.00**	5.46
Samir Rayani	**7.20**	6.66
Remuneration paid to Relative of Key Managerial Personnel		
Short term benefits		
Akbarali Rayani	**5.40**	5.40
Vazirali Rayani	**5.40**	5.40
Salimali Rayani	**5.40**	5.40
Arif Rayani	**12.00**	12.00
Nilima Kheraj	**5.40**	5.40
Munira Rayani	**5.40**	5.40
Payment of Rent		
Arif Rayani	**3.60**	3.10

* Key managerial remuneraton related to retirement benefits (i.e. Gratuity) are recognised under Employee benefit expenses in Statement of Profit and Loss along with other employees gratuity costs of the Group based on the actuarial valuation carried out by the Independent Actuary.

36. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations :

	2020-2021 ₹ In lakhs	2019-2020 ₹ In lakhs
Profit after tax attributable to equity shareholders	**13,535.32**	2,877.75
Net profit for calculation of basic and diluted EPS	**13,535.32**	2,877.75

	No. of shares	**No. of shares**
Weighted average number of equity shares in calculating basic EPS	6,04,93,598	6,04,93,598
Basic Earnings per share	22.37	4.76
Diluted Earnings per share	22.37	4.76

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

37. Tax expense

	Year ended 31.03.2021 ₹ In lakhs	Year ended 31.03.2020 ₹ In lakhs
(a) Amounts recognised in the statement of profit and loss		
Current tax expense		
Current year	**4,200.00**	490.00
Changes in estimates relating to prior years	**11.70**	-
	4,211.70	490.00
Deferred tax expense		
Origination and reversal of temporary differences	**204.18**	(153.30)
Change in tax rate	**-**	-
	204.18	(153.30)
Tax expense recognised in the statement of profit and loss	**4,415.88**	336.70

	2020-2021			2019-2020		
	Before Tax	Tax (expense)/ benefit	Net of Tax	Before Tax	Tax (expense)/ benefit	Net of Tax
(b) Amounts recognised in other comprehensive income						
Items that will not be reclassified to profit or loss:						
a) Re-measurements of the defined benefit plans	**14.72**	**(3.71)**	**11.01**	1.98	(0.40)	1.58
b) Equity instruments through Other Comprehensive Income	**0.48**	**(0.12)**	**0.36**	(6.78)	1.71	(5.07)
Total	**15.20**	**(3.83)**	**11.37**	(4.80)	1.31	(3.49)

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

		Year ended 31.3.2021 ₹ In lakhs	Year ended 31.3.2020 ₹ In lakhs
(c)	**Reconciliation of effective tax rate**		
	Profit before tax*	**16,759.25**	2,159.30
	Statutory income tax rate	**25.168**	25.168
	Tax using the Group's domestic tax rate	**4,217.97**	543.45
	Increase due to change in tax rate	**-**	-
	Tax effect of:		
	Non-deductible tax expenses / disallowances under Income Tax Act	**28.03**	7.67
	Tax-exempt income and deductions under Chapter VI A of Income Tax Act	**(13.97)**	(3.95)
	Temporary difference recognised in deferred taxes	**(47.18)**	(60.37)
	Tax payable at special rates	**-**	-
	Others	**14.10**	0.03
	Amounts recognised in other comprehensive income	**1.05**	3.17
		4,200.00	490.00

* Profit before tax consider for Holding Company for reconciliation of effective tax, subsidiary Company situated at Tax heaven at UAE

(d) Movement in deferred tax balances

₹ In lakhs

Particulars	Net balance 1.4.2020	Recognised in profit or loss	Recognised in OCI	Net balance 31.3.2021	Deferred tax asset	Deferred tax liability
Movement in Liability						
Property, plant and equipment and intangible assets	787.33	203.35	-	990.69	-	990.69
Deffer tax on ROU	36.58	(25.89)	-	10.69	-	10.69
Investment	0.78	(0.00)	(0.12)	0.66	0.66	-
Total (A)	**824.69**	**177.46**	**(0.12)**	**1,002.04**	**0.66**	**1,001.38**
Movement in Asset						
Employee Retirement Benefits	24.27	5.87	(3.71)	26.44	26.44	-
Provision for doubtful debts and advances	4.81	(0.00)	-	4.81	4.81	-
Provision for ECL	12.80	(6.66)	-	6.14	6.14	-
Prepaid expenses	0.88	0.01	-	0.89	0.89	-
Deffer tax on lease	34.89	(23.03)	-	11.86	11.86	-
Total (B)	**77.65**	**(26.72)**	**(3.71)**	**50.14**	**50.14**	**-**
Tax assets / (liabilities) (A-B)	**747.04**	**204.18**	**(3.83)**	**951.90**	**49.48**	**1,001.38**

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

₹ In lakhs

Particulars	Net balance 1.4.2019	Recognised in profit or loss	Recognised in OCI	Net balance 31.3.2020	Deferred tax asset	Deferred tax liability
Movement in Liability						
Property, plant and equipment and intangible assets	962.27	-174.94	-	787.33	-	787.33
Deferred tax on ROU	-	36.58	-	36.58	-	36.58
Investment	-0.93	-	1.71	0.78	0.78	-
Total (A)	**961.34**	**-138.36**	**1.71**	**824.69**	**0.78**	**823.91**
Movement in Asset						
Employee Retirement Benefits	32.21	-8.34	-0.40	24.27	24.27	-
Provision for doubtful debts and advances	4.81	-	-	4.81	4.81	-
Provision for ECL	24.65	-11.85	-	12.80	12.80	-
Prepaid expenses	0.64	0.24	-	0.88	0.88	-
Deferred tax on lease	-	34.89	-	34.89	34.89	-
Total (B)	**62.31**	**14.94**	**-0.40**	**77.65**	**77.65**	**-**
Tax assets / (liabilities) (A-B)	**899.03**	**-153.30**	**1.31**	**747.04**	**76.87**	**823.91**

38. Financial Instruments : Accounting classifications and fair value measurements

(i) Accounting classifications

The fair values of the financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The carrying amounts of trade receivables, cash and cash equivalents, bank balances, short term deposits, trade payables, payables for acquisition of property, plant and equipment, short term loans from banks, financial institutions and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

(ii) Fair value measurements

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

The following table presents carrying value and fair value of financial instruments by categories and also fair value hierarchy of assets and liabilities measured at fair value :

As at 31st March, 2021	Carrying Value	Classification			
		FVTPL	FVTOCI	Amortised Cost	Fair Value
Financial assets					
Investments					
Investment in equity shares (unquoted)	1.17	1.17	-	-	1.17
Investment in equity shares (quoted)	6.37	-	6.37	-	6.37
Others non current financial assets	37.43	-	-	37.43	37.43
Trade receivables	32,318.53	-	-	32,318.53	32,318.53
Loans and advances					-
Loans to employees	57.73	-	-	57.73	57.73
Others	(0.00)	-	-	(0.00)	(0.00)
Other financial assets					
Derivative instruments	26.04	26.04	-	-	26.04
Others	395.14	-	-	395.14	395.14
Cash and cash equivalents	7,042.26	-	-	7,042.26	7,042.26
Bank balances	435.63	-	-	435.63	435.63
	40,320.30	**27.21**	**6.37**	**40,286.72**	**40,320.30**
Financial liabilities					
Lease liabilities	32.58	-	-	32.58	32.58
Borrowings					
Short term loans from banks	6,516.73	-	-	6,516.73	6,516.73
Trade payables and acceptances	32,805.79	-	-	32,805.79	32,805.79
Other financial liabilities	233.77	150.10	-	83.67	233.77
	39,588.87	**150.10**	**-**	**39,438.77**	**39,588.87**

As at 31st March, 2020	Carrying Value	Classification			
		FVTPL	FVTPL FVTOCI	Amortised Cost	Fair Value
Financial assets					
Investments					
Investment in equity shares (unquoted)	1.17	1.17	-	-	1.17
Investment in equity shares (quoted)	5.89	-	5.89	-	5.89
Others non current financial assets	70.22	-	-	70.22	70.22
Trade receivables	25,106.47	-	-	25,106.47	25,106.47

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As at 31st March, 2020	**Carrying Value**	**Classification**			
		FVTPL	**FVTPL FVTOCI**	**Amortised Cost**	**Fair Value**
Loans and advances					
Loans to employees	45.40	-	-	45.40	45.40
Others	0.72	-	-	0.72	0.72
Other financial assets					
Derivative instruments	256.62	256.62	-	-	256.62
Others	168.84	-	-	168.84	168.84
Cash and cash equivalents	3,045.30	-	-	3,045.30	3,045.30
Bank balances	1,043.14	-	-	1,043.14	1,043.14
	29,743.77	**257.79**	**5.89**	**29,480.09**	**29,743.77**
Financial liabilities					
Lease liabilities	48.67	-	-	48.67	48.67
Borrowings					
Short term loans from banks	4,969.17	-	-	4,969.17	4,969.17
Trade payables and acceptances	25,718.69	-	-	25,718.69	25,718.69
Other financial liabilities	541.15	-	-	541.15	541.15
	31,277.68	**-**	**-**	**31,277.68**	**31,277.68**

	As at 31st March, 2021			As at 31st March, 2020		
	Fair Value			Fair Value		
	Level 1	**Level 2**	**Level 3**	Level 1	Level 2	Level 3
Financial assets						
Investments						
Investment in equity shares (unquoted)	**-**	**-**	**1.17**	-	-	1.17
Investment in equity shares (quoted)	**6.37**	**-**	**-**	5.89	-	-
Others non current financial assets	**-**	**-**	**-**	-	-	35.08
Loans and advances						
Loans to employees	**-**	**-**	**57.73**	-	-	45.40
Other financial assets	**-**	**-**	**189.54**	-	-	162.27
Derivative instruments	**-**	**26.04**	**-**	-	256.62	-
	6.37	**26.04**	**248.44**	5.89	256.62	243.92
Financial liabilities						
Security deposit	**-**	**-**	**150.26**	-	-	150.23
	-	**-**	**150.26**	-	-	150.23

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

(iii) Description of significant observable inputs to valuation:

The following table shows the valuation techniques used to determine fair value :

Type	Valuation technique
Investments in equity shares (unquoted)	Book value *
Investments in equity shares (quoted)	Fair Value
Loan to employees	Based on prevailing market interest rate
Derivative instruments	Fair valued based on prevailing market rate at each closing date
Short term loans from banks	Based on quotes from banks and financial institutions

* Based on unobservable inputs which generally approximates to the carrying value of the investments unless significantly impaired. Fair value has been considered Nil for significantly impaired investments. Sensitivity change in the unobservable input does not have a significant impact in its value and accordingly, sensitivity disclosure is not given.

39. Financial risk management

Risk management framework

The Group has identified financial risks and categorised them in three parts viz. (i) Credit Risk, (ii) Liquidity Risk and (iii) Market Risk. Details regarding sources of risk in each such category and how Group manages the risk is explained in following notes:

(i) Credit risk

"Credit risk refers to the possibility of a customer and other counterparties not meeting their obligations and terms and conditions which would result into financial losses. Such risk arises mainly from trade receivables and investments. Credit risk is managed through internal credit control mechanism such as credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business. The Group establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount."

Trade receivables

As per the credit policy of the Group, generally no credit are given exceeding the accepted credit norms. The Group deals with large corporate houses and State Electricity Boards after considering their credit standing. The credit policy with respect to other customers is strictly monitored by the Group at periodic intervals. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers. In addition, for amounts recoverable on exports, the Group has adequate insurance to mitigate overseas customer and country risk.

The Group uses an allowance matrix to measure the expected credit losses of trade receivables (which are considered good). The following table provides information about the exposure to credit risk and loss allowance (including expected credit loss provision) for trade receivables:

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

	As at 31st March, 2021			₹ In lakhs
Ageing	**Gross Carrying Amount**	**Expected Credit Loss Rate**	**Credit Loss**	**Net Carrying Amount**
0-180 days past due	**167.10**	**5.09%**	**8.51**	**158.59**
180-365 days past due	**69.16**	**10.31%**	**7.13**	**62.03**
More than 365 days past due	**68.05**	**12.89%**	**8.77**	**59.28**
Credit impaired	**13.89**	**100.00%**	**13.89**	**-**
	318.20	**12.04%**	**38.30**	**279.90**

	As at 31st March, 2020			₹ In lakhs
Ageing	Gross Carrying Amount	Expected Credit Loss Rate	Credit Loss	Net Carrying Amount
0-180 days past due	251.91	5.09%	12.82	239.09
180-365 days past due	23.20	10.31%	2.39	20.81
More than 365 days past due	276.60	12.89%	35.65	240.94
Credit impaired	13.89	100.00%	13.89	-
	565.59	11.45%	64.76	500.83

Note:- Impairment under expected credit loss includes ₹ 13.89 Lakhs for doubtful debts P.Y. ₹ 13.89 Lakhs

Cash and cash equivalents

The Group held cash and cash equivalents of ₹ 7042.26 lakhs at 31.3.2021 (31.3.2020: ₹ 3045.30 lakhs). The cash and cash equivalents are held with banks with good credit ratings. Also, the Group invests its surplus funds in bank fixed deposits, which carry no / low mark to market risks for short duration and therefore, does not expose the Group to credit risk.

Investments

The Group limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Group does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

Derivatives

The forward contracts were entered into with banks having an investment grade rating and exposure to counterparties is closely monitored and kept within the approved limits.

(ii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations on due date. The Group has a strong focus on effective management of its liquidity to ensure that all business and financial commitments are met on time. This is ensured through proper financial planning with detailed annual business plans, discussed at appropriate levels within the organisation. Annual business plans are divided into quarterly plans and put up to management for

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detailed discussion and an analysis of the nature and quality of the assumptions, parameters etc. Daily and monthly cash flows are prepared, followed and monitored at senior levels to prevent undue loss of interest and utilise cash in an effective manner. Cash management services are availed to avoid any loss of interest on collections. In addition, the Group has adequate borrowing limits with reputed banks in place duly approved.

a) Financing arrangements

The Group has an adequate fund and non-fund based limits lines with various banks. The Group's diversified source of funds and strong operating cash flow enables it to maintain requisite capital structure discipline. The financing products include working capital loans, buyer's credit loan, supplier's credit loan etc.

b) Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows within one year

₹ In lakhs

	As at 31.3.2021	As at 31.3.2020
Short term loans from banks	**6,516.73**	4,969.17
Trade payables	**32,805.79**	25,718.69
Other financial liabilities (other than derivative liabilities)	**233.77**	541.15
Derivative liabilities	**-**	-
	39,556.29	31,229.01

(iii) Market Risk

The risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market price. Market risk further comprises of (a) Currency risk , (b) Interest rate risk and (c) Commodity risk.

a) Currency Risk

The Group is exposed to currency risk mainly on account of its import payables and export receivables in foreign currency. The major exposures of the Group are in U.S. dollars. The Group hedges its import foreign exchange exposure partly through exports and depending upon the market situations partly through forward foreign currency covers. The Group has a policy in place for hedging its foreign currency exposure. The Group does not use derivative financial instruments for trading or speculative purposes.

	31-Mar-21 $ In lakhs	**31-Mar-21 ₹ In lakhs**	31-Mar-20 $ In lakhs	31-Mar-20 ₹ In lakhs
Financial assets				
Trade Receivables	**114.79**	**8,437.30**	70.23	5,294.16
Cash and cash equivalents	**41.25**	**3,032.21**	29.82	2,248.18
Other financial assets	**3.30**	**256.27**	-	-
Net exposure for assets - A	**159.34**	**11,725.78**	100.05	7,542.34

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	31-Mar-21 $ In lakhs	31-Mar-21 ₹ In lakhs	31-Mar-20 $ In lakhs	31-Mar-20 ₹ In lakhs
Financial liabilities				
Trade Payables	**342.06**	**25,143.04**	228.94	17,259.11
Other financial liabilities	**5.19**	**381.67**	2.25	169.87
Less: Foreign currency forward exchange contracts	**43.92**	**3,228.08**	67.25	5,069.91
Net exposure for liabilities - B	**303.34**	**22,296.63**	163.94	12,359.07
Net exposure (A-B)	**(144.00)**	**(10,570.84)**	(63.89)	(4,816.73)

The following exchange rates have been applied at the end of the respective years

	31-03-2021	31-03-2020
USD Rate	**73.50**	75.39

Sensitivity analysis

The table below shows sensitivity of open forex exposure to USD / INR movement. We have considered 1% (+/-) change in USD / INR movement, increase indicates appreciation in USD / INR whereas decrease indicates depreciation in USD / INR. The indicative 1% movement is directional and does not reflect management forecast on currency movement.

Impact on profit or loss due to % increase / (decrease) in currency

Particulars	**2020-2021**		2019-2020	
	Increase	**(Decrease)**	Increase	(Decrease)
Movement (%)	**1%**	**1%**	1%	1%
USD	**(119.61)**	**119.61**	(47.84)	47.84

b) Interest rate risk

The Group is not exposed to significant interest rate risk during the respective reporting periods. Short term loans are taken on fixed interest rates.

Interest Rate Risk Exposure

The Exposure of the borrowing to interest rate changes at the end of the reporting period are included in the table below. As at the end of the reporting period the following weighted average interest rate on the borrowings.

Particulars	**2020-2021**			2019-2020		
	Weighted average Interest rate	**Balance ₹ in Lakhs**	**% of Total Loans**	Weighted average Interest rate	Balance ₹ in Lakhs	% of Total Loans
Cash Credits from banks	**5.13**	**6,516.73**	**100**	4.58	4,969.17	100

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The percentage of total loans shows the proportion of loans that are currently at weighted average in relation to the total amount of borrowings. The percentage of borrowings of holding company is 22.57% and of subsidiary is 77.43%.

(ii) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rate.In interest rate risk note we have considered impact on profit after tax.

Particulars	**2020-2021**		2019-2020	
	Increase	**(Decrease)**	Increase	(Decrease)
Movement by 100 basis point	**48.77**	**(48.77)**	37.19	(37.19)

c) Commodity Risk

Raw Material Risk

Timely availability and also non-availability of good quality base oils from across the globe could negate the qualitative and quantitative production of the various products of the Group. Volatility in prices of crude oil and base oil is another major risk for this segment. The Group procures base oils from various suppliers scattered in different parts of the world. The Group tries to enter into long term supply contracts with regular suppliers and at times buys the base oils on spot basis.

Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

i) Debt Equity Ratio

The Group monitors capital using debt equity ratio. The Group's debt to equity ratios are as follows:

	Year ended 31.3.2021 ₹ In lakhs	Year ended 31.3.2020 ₹ In lakhs
Total borrowings (Refer note 11)	**6,516.73**	4,969.17
Total equity (Refer note 9 and 10)	**56,097.17**	43,302.21
Debt to Equity ratio	**11.62%**	11.48%

ii) Dividends

	Year ended 31.3.2021		Year ended 31.3.2020	
	Rate Per Share	**₹ In lakhs**	Rate Per Share	₹ In lakhs
Dividends paid during the year	**1.2**	**725.92**	1.20	725.92

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

40. Impact of Covid -19:

(i) Impact of the COVID-19 pandemic on the Business:

The Group is considered as a continuous process industry using three types of mineral oil : paraffinic, naphtenic and aromatic. Paraffinic oils are produced either by hydrocracking or solvent extraction process. Most hydrocarbon molecules of paraffinic oils have non-ring long-chained structure. Paraffinic oils are relatively viscous and resistant to oxidation. This classification has helped the Group to operate during the lockdown period from 21st April 2020 onwards. There was material impact on the Group's business during the corresponding 20 days of March / April.

(ii) Ability to maintain operations including the factories / units / office spaces functioning and closed:

The Group has taken conscious decision through balanced uninterrupted operations and ensuring a safe working environment. To ensure this, critical staffs have been asked to report to work at the Plant location. The Group has also made necessary arrangements to ensure that their staffs are safe and protective at work. The staffs at HO have been asked to work from home, thereby ensuring seamless operations, reporting and controls.

(iii) Schedule, if any, for restarting the operations:

The Group had shut down its operations from 25th March 2020 and resumed from 15th April 2020 on account of Covid-19. The Company's operations are fully functional as of now with respect to production.

(iv) Steps taken to ensure smooth functioning of operations:

The Group has put in place strict monitoring process for Covid-19 which are as follows:

(a) Thermal Screening of all employees and visitors & sanitizing the premises and vehicles on regular basis.
(b) Maintenance of social distancing at the work place & enforcing wearing of masks and regular cleaning of hands
(c) Regular update of the health of all the employees and their families
(d) Conducting awareness programmes for the employees, labourers, etc.
(e) Virtual meetings are conducted to discuss about the operations of the Company.

(v) Estimation of the future impact of CoVID-19 on the operations :

There has not been a material impact on the Group's performance during the financial year 2020-2021.

(vi) Details of impact of CoVID-19 on the Group :

Capital and financial resources:

The Group does not plan to raise any capital in the near future and hence, there is no impact. Further, the Group is leveraged on the debt front and can raise further debt for operations

Profitability:

The Group not seen any adverse Covid impact on profits. Group product demand rise during this period. The production of the Group was fully operational during the period of reporting.

Liquidity position:

A collection from debtors has been impacted marginally with some of the customers, as they have requested for a deferred payment schedule, which the Group, keeping in mind, the long-term relationship, has accepted. We

CONSOLIDATED NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

expect this situation to come back to normalcy after the lockdown. However, the Group has been meeting all its financial and contractual obligations so far. Further, the Group is also evaluating the effectiveness on “Forward Contract” in its foreign currency transactions due to volatility in the currency rates especially in US dollar to rupees.

Ability to service debt and other financing arrangements:

The Group did not avail any moratorium from any of its lender banks. The Group has never defaulted in the past on any interest or loan payment and does not see any issue meeting future obligations too.

Assets:

Assets of the Group have not been materially impacted or impaired by Covid-19, since there is no significant change in the extent or manner in which the asset is used or is expected to be used.

Internal financial reporting and control:

The Group has ERP system in place and all its locations are well networked. Even during the lockdown with a combination of critical staffs working from location and all others working from home, all reporting systems worked seamlessly without any major disruption and deviation

Supply chain:

Raw material supplies did not get affected by Covid-19. However, finished goods movements had some constraints and gradually improved during the year.

Demand for its products/services:

The Group’s product demand not effected by Covid-19. All the Manufacturing facility fully operational during the year.

41. Previous year figures

The Group has reclassified previous year figures to conform to this year’s classification.

As per our report of even date

For JMR & Associates LLP
Chartered Accountants
Firm Registration No. 106912W / W100300

CA. Nikesh Jain
Partner
Membership No : 114003

Place: Mumbai
Date : 31 May 2021

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

Amirali E. Rayani
Chairman
DIN:00002616

Amin A. Rayani
Managing Director & CEO
DIN:00002652

Pramod Maheshwari
CFO

Gayatri Sharma
Company Secretary & Compliance Officer

Place: Mumbai
Date : 31 May 2021

Panama

PETROCHEM LTD.

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