



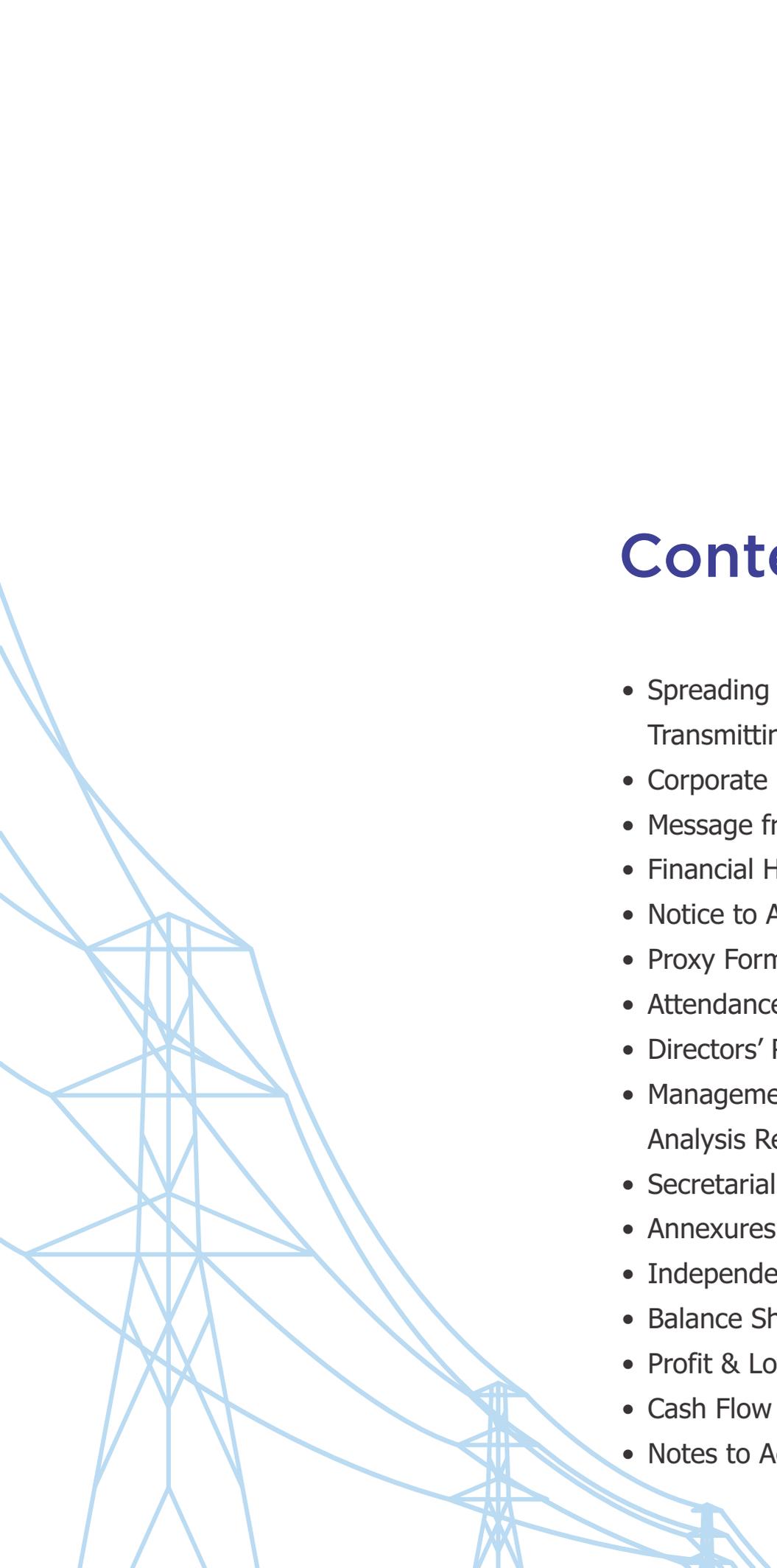
**Power & Instrumentation  
(Guj.) Ltd.**

AN ISO 9001 : 2008 COMPANY

Spreading  
Light,  
Transmitting  
Happiness

**37<sup>th</sup> Annual Report  
2020-21**





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Transmitting Happiness ..... 01
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# Spreading Light, Transmitting Happiness

A beam of light is a ray of hope for the one who lives in the darkness. It signifies happy state of mind and brings in positivity. We, at Power & Instrumentation (Gujarat) Ltd., believe that one must become either a lamp or a reflector to spread light and transmit happiness. With this vision, we are working persistently to reach the farthest corners of our nation as well as the world with our world class power and instrumentation services.

Power and Transmission has a strong correlation with the socio-economic growth of the nation and the well-being of the population. India is the third-largest producer and second-largest consumer of electricity in the world and had an installed power capacity of 373.43 GW as of October 2020. As per a pre-COVID industry estimate, power consumption was estimated to reach 1,894.7 TWh in 2022. Economic recovery as a result of Government of India's progressive stimulus has turned the future outlook brighter. Government of India's vision and dynamic strategies have inspired us to work hand in hand with the state PSUs and governments to create robust urban as well as rural electrification infrastructure. While we are spreading light in rural / urban homes through projects like, "Saubhagya Scheme", "Kusum Yojana", "Smart City Mission", we are also upgrading the distribution networks and building sub-stations to meet rising

needs of urban and industrial customers with schemes such as IPDS (Integrated Power Development Scheme).

Power & Instrumentation (Gujarat) Limited, being the industry stalwart is working relentlessly to take country's T&D segment into the new growth paradigm and achieve progressive targets set by the Government of India for the sector. Founded in 1983, the Company has been providing the clients with complete turnkey solutions from concept to commissioning which includes design, procurement, installation, testing & commissioning and maintenance of the system.

It is evident from the number of repeated orders received from the same clients that the Company's endeavour to provide one-stop solutions has given an impetus and established the Company among the most trustworthy and respected organizations. The Company believes that there is no of-the-shelf solution for power & instrumentation services and hence provides custom solutions to meet every specific requirement like Power & Distribution Transformers, DG Sets, HT and LT Power Distribution Panels, SCADA & Building Management Systems, Bus ducts and Busways, Cables and Cable Management System, Internal / External / Specialized Lighting and Uninterrupted Power Supply System (UPS) etc.

Apart from serving reputed private sector entities like Airtel, Bajaj Electricals, Voltas, Gujarat Ambuja Cements, Dishman Pharma, the Company is also involved in bidding and executing the large infrastructure building projects for government and semi-government endeavours. It has executed projects for Indian Railways, SVP Airport - Ahmedabad, Raja Bhoj Airport - Bhopal, National Building Construction Corporation - Gurgaon, Goa State Infrastructure Corporation, MTNL-Mumbai, NISM Project - Navi Mumbai, Airport Authority of India Ltd. For Srinagar & Jammu, Sardar Sarovar Narmada Nigam, CPWD - Gandhinagar, Calicut & Patalganga, U N Mehta Hospital - Ahmedabad, Secretariat Building - Naya Raipur, YMCA - Ahmedabad, IISER - Bhopal, various state governments etc. Company has built power and instrumentation infrastructure for more than 20 airports across the country. Your Company has successfully completed large turnkey projects to upgrade distribution systems in Rajasthan, AMF Panel with AECTC at Space Application Centre, Ahmedabad, ATC Tower at Varanasi, Electrical infrastructure for Hospitals at Gujarat etc.

While the COVID pandemic had severely affected the world during the reporting year, the Company posted Profit After Tax of ₹ 345.83 Lacs in FY'2020-21 as compared to ₹ 300.21 Lacs in FY'2019-20. The reserves & surplus during FY'2020-21 also rose to ₹ 2272.17 Lacs as compared to ₹ 1926.32 Lacs during FY'2019-20. The Company has also maintained its upward progression by booking impressive sum of sales orders fortifying future growth.

PIGL has been steadfastly committed to innovate its product & service offerings and provide state-of-the-art and energy efficient instruments like smart meters, solar products, SPV based Bus Trunking Products etc. Quality is the utmost important aspect at PIGL and the Company is ISO 9001:2008 certified.

One of the core competence and key success factor of PIGL is its 38 member strong team and access to a vast pool of contract based human resources. At PIGL, utmost attention is given to the human capital development through the skills upgradation and harnessing this skilled intellectual capital to achieve the sustainable growth of the Company. The Company believes in providing the congenial & fair



employment practices and all the employees are given benefits like PF, Gratuity, Group Medical Insurance, Performance based incentives etc.

The Company is determined to scale new zenith and transcend own benchmarks as the leader and the most-preferred instrumentation contractor in the country in coming years. Through our partnerships with the government and public sector undertakings, we are on our mission to spread light and transmit happiness in remote villages in times to come.





**Power & Instrumentation  
(Guj.) Ltd.**

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# Corporate Information

## Board of Directors

**Mr. Padmaraj Padmnabhan Pillai**  
Managing Director

**Mr. Sumeet Dileep Agnihotri**  
Chairman & Non –Executive Director

**Mrs. Padmavati Padmanabhan Pillai**  
Executive Director

**Mr. Sriram Padmanabhan Nair**  
Executive Director

**Mrs. Kavita Pillai**  
Executive Director

**Ms. Rucha Balmukund Daga**  
Independent Director

**Mr. Manav Rastogi**  
Independent Director

**Chief Financial Officer**  
**Rohit Maheshwari**

**Company Secretary**  
**Parul Mehta**

**Statutory Auditor**  
**M/s. M A A K & Associates**

## Internal Auditor

**M/s. Prashant Maliwal & Associates**

## Bankers

Axis Bank  
Kotak Mahindra Bank

## Registered Office

B-1104, Sankalp Iconic, Opp. Vikram Nagar,  
Iscon Temple Cross Road, S. G. Highway,  
Ahmedabad - 380054

**Website:** [www.grouppower.org](http://www.grouppower.org)

**Email:** [harshit@grouppower.org](mailto:harshit@grouppower.org)

**CIN:** L32201GJ1983PLC006456

## Registrar & Transfer Agent

Skyline Financial Services Private Limited  
4A9, Gundecha Onclave, Kherani Road,  
Sakinaka, Mumbai - 400 072  
Ph.: +91 22 28511022 / 622215779

# Message From Managing Director

**Dear Shareholders,**

It gives me an immense pleasure to welcome you at our 37th Annual General Meeting. The year 2020-21 has been the most challenging year for the company in its history. We are amid an unprecedented pandemic and the end of which is far from certain. The pandemic has changed the way we do business, interact professionally, socialize and how we live our lives. This pandemic accentuated the fault lines in our public health delivery systems resulting in increased attention and resources to the sector. Needless to add, it has implications for our business too. We need to build in increased resilience, contingency planning in our operations and be prepared to be nimble and flexible in meeting market conditions.

The first quarter of 2020-21 started with the lockdown impacting our business significantly. In the second and third quarters, there was a quantum improvement in business activity. The Indian economy was beginning to regain normalcy in the fourth quarter from January-March 2021.

The Company took substantial measures to mitigate the fallout of lockdowns which meant lower revenues, profits and increased working capital. We primarily focused on reducing the working capital



cycle which meant reduction of inventory and debtors - this incidentally was in sync with our long term goal of balance sheet improvement. Furthermore, the Company also worked to optimize expenses. These measures resulted in the following:-

Particulars	FY March 2021 (₹ in lacs)	FY March 2020 (₹ in lacs)
Inventory	284.83	782.29
Debtors	3699.30	2398.96
Borrowings	1797.34	1757.70
Finance cost	333.80	410.42
Expenses	759.97	837.27

Our mitigation strategy has ensued in the reduction of ₹ 76.62 lacs in finance cost and ₹ 77.30 lacs in other expenses.

Your Company has continued to focus on its Contracting business. Due to the lockdown and social distancing measures, large Infrastructure related development activities were shut down for a substantial period during past year.

The pandemic affected the larger cities to a greater



extent. Your Company benefited by virtue of its presence in Tier II and III cities. The channel business sustained and even saw some growth during FY'21. This segment helped in improving cash flows during the year and was strategically important in generating revenues during complete lockdown.

The enterprise segment was probably the slowest to recover during the year. We saw an uptake from the end of the second quarter and a semblance of normalcy from the fourth quarter. The processing activities of your Company was lesser as compared to FY'20. This activity was strategically important and contributed to a range of Services and profitability.

### Financial Performance in FY 20-21

The Company's performance was impacted in Q1 of the year, but your company managed to recover and close the year on stronger note and satisfactorily.

1. The revenue stood at ₹ 8543.82 lacs for FY'21. Contracting revenue contributed to 95% of the overall sales, which is 6% more as compared to FY'20.
2. EBIDTA was at ₹ 822.16 lacs during Fy'21 and it

is significant to note that EBIDTA was (₹ 334.54 Lacs ) in the first half of FY'21. There was a substantial recovery in the second half and helped to close the year on a positive note.

3. PAT stood at ₹ 345.83 lacs for FY'21 as compared to the PAT of ₹ 300.21 lacs in FY'20.

Particulars	FY March 2021 (₹ in lacs)	FY March 2020 (₹ in lacs)
Revenue	8543.82	8901.43
Contracting(%)		
EBITDA	822.16	860.11
Margin	9.62%	9.66%
PBT	464.78	419.15
PAT	345.83	300.21
Margin	4.05%	3.37%

### Key Performance Highlights

The overall performance for the financial year was understandably subdued as compared to the previous year FY'20. This was primarily due to the pandemic and the lockdowns which substantially affected sales in Q1 and to a lesser extent in Q2 of the year. It is worthy of acknowledgement that



the Management provided the right impetus to company's operations for improving the financial situation when the economy opened up.

### **The Way Forward**

The Company cognises that pandemic and its impacts on economy during the year were beyond control for the business fraternity and Companies like us, your Company was observant and did believe that India and the World would have to live with COVID 19 for a few more years. The prudent and conservative measures that the Company implemented over the course of last year will hold in good stead for the coming financial year. The Infrastructure Industry is the keystone for the success of any economy. Electrical materials and Services are essential for the functioning of any industry. We have observed that despite lockdowns, construction and the electrical material segment are amongst the early risers for commercial activities. PIGL will again chart the growth trajectory in coming year as soon as the lockdown is over. We will be continuing our focus on the Contracting segment, while steadfastly managing the balance growth across all our business verticals so that they provide strategic thrust to the Company to continue its growth journey.

### **Conclusion**

I am happy to share that your Company took the utmost care to maintain COVID protocols throughout the year. I would like to convey my deepest appreciation to all our employees. They have stood by the Company in these trying times. My sincere thanks and appreciation to my fellow Directors on the Board for their guidance and constant encouragement. My gratitude to our bankers, customers and suppliers. On behalf of the PIGL Board, I also thank you all, our valued shareholders, for your continued support.

Warm Regards,

**Padmaraj Pillai**  
Managing Director

# Financial Highlights

## Turnover (₹ in lacs)

2020-21	₹ 8543.82
2019-20	₹ 8901.43
2018-19	₹ 8781.86
2017-18	₹ 7262.15
2016-17	₹ 6014.82

## PAT (₹ in lacs)

2020-21	₹ 345.83
2019-20	₹ 300.21
2018-19	₹ 307.43
2017-18	₹ 197.87
2016-17	₹ 155.75

## Total Network (₹ in lacs)

2020-21	₹ 2976.56
2019-20	₹ 2630.71
2018-19	₹ 2365.89
2017-18	₹ 1461.34
2016-17	₹ 1213.04

(₹ in lacs)

Particulars	2020-21	2019-20	2018-19	2017-18	2016-17
Turnover	8543.82	8901.43	8781.86	7262.15	6014.82
Finance Cost	333.80	410.42	333.69	321.49	323.44
Depreciation	23.58	30.54	35.61	34.79	30.87
EBIDT	822.16	860.11	782.30	651.28	586.34
PBT	464.78	419.15	413.00	295.00	232.03
PAT	345.83	300.21	307.43	197.87	155.75
Cash Accruals	369.41	330.75	343.04	232.66	186.62
Share Capital	704.39	704.39	704.39	517.99	98.03
Reserves and Surplus	2272.17	1926.32	1661.50	943.35	1115.01
Total Network	2976.56	2630.71	2365.89	1461.34	1213.04
Total Liability	3410.94	3086.57	4982.41	3495.95	3854.48
Current Liability	2994.03	3027.26	4796.01	3221.00	3604.27
Total Capital Employed	3393.47	2690.02	2552.29	1736.29	1463.25
Fixed Asset	74.32	84.18	115.64	99.03	119.29
Net Current Assets	1987.79	1881.11	2035.50	1463.91	1155.54
Total Dividend	0.00	0.00	0.00	5.18	4.90
Current Ratio (In times)	1.80	1.64	1.42	1.45	1.32
Debt Equity Ratio (In times)	1.15	1.17	2.11	2.39	3.18
Return on Net Worth (In times)	0.12	0.11	0.13	0.14	0.13
Return on Capital Employed (In times)	0.10	0.11	0.12	0.11	0.11
Dividend %	0.00	0.00	0.00	10%	50%
EPS	4.91	4.26	4.37	3.82	15.89
No. of Equity Shares	70.43	70.43	70.43	51.79	9.80

## Notice

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**NOTICE** is hereby given that the 37th Annual General Meeting of Power And Instrumentation (Gujarat) Limited will be held on Thursday, September 30, 2021 at 11:00 A.M. at the Registered Office situated at B-1104 Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad – 380054 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:

The Audited Financial Statements including Balance Sheet as at March 31, 2021, and Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2021 and the Report of the Directors' Report and Auditors' Report thereon.

2. To appoint a Director in place of Mr. Padmaraj Padmanabhan Pillai (DIN: 00647590), who retires by rotation and, being eligible for re-appointment, offers himself for re-appointment.

### **SPECIAL BUSINESS**

3. **APPOINTMENT OF MRS. KAVITA PADMARAJ PILLAI AS DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 read with rules framed there under, Mrs. Kavita Padmaraj Pillai (DIN: 07731925), who was appointed by the Board of Directors as an Additional Director of the Company effective from June 30, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.

**"RESOLVED FURTHER THAT** Mr. Padmaraj Padmnabhan Pillai (DIN: 00647590) Managing Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

**Date:** 28th August, 2021

**Place:** Ahmedabad

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF,  
FOR, POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

**PADMARAJ PADMNABHAN PILLAI**  
(Managing Director)  
DIN: 00647590

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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 37th ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
3. **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.**
4. Details of the Directors seeking appointment/re-appointment at the 37th AGM are provided as annexure to the AGM notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11 a.m. and 1 p.m. up to the date of meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Ten (10) days from Tuesday, 21st September, 2021 to Thursday, 30th September, 2021 (both days inclusive).
7. Members are requested to contact Registrar and Transfer Agent (R&TA) namely Skyline Financial Services Private Limited, 4A9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai 400072, Tel No.:+912228511022/62215779, for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
8. The equity shares of the company are available for dematerialization, as the company has entered into an agreement with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL). Those shareholders who wish to hold the company's share in electronic form may approach their depository participants.
9. Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in FormSH-13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
10. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.

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11. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.
  12. Members/Proxies are requested to bring with the attendance slip duly filled in and hand it over at the entrance.
  13. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. Skyline Financial Services Private Limited the Ledger Folio of such accounts to enable the Company to consolidate all such shareholdings into one account.
  14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
  15. The route map showing directions to reach the venue of the AGM is annexed and forms part of the Notice.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("ACT")**

### **ITEM NO. 3: APPOINTMENT OF MRS. KAVITA PADMARAJ PILLAI AS DIRECTOR OF THE COMPANY.**

The Board of Directors ("Board") appointed Ms. Kavita Padmaraj Pillai as an Additional Director of the Company effective June 30, 2021. Pursuant to the provisions of Section 161 of the Act, Mrs. Kavita Padmaraj Pillai will hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed a Director of the Company. The Company has in terms of Section 160 of the Act, received, in writing, a notice from a Member proposing the candidature of Mrs. Kavita Padmaraj Pillai for the office of Director.

The Company has received from Mrs. Kavita Padmaraj Pillai (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act.

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None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives except their shareholding, except Mrs. Kavita Padmaraj Pillai, Padmaraj Padmnabhan Pillai, Padmavati Padmnabhan Pillai and Sriram Padmanabhan Nair to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as Ordinary Resolution.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF,  
FOR, POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

**Date:** 28th August, 2021

**Place:** Ahmedabad

**PADMARAJ PADMNABHAN PILLAI**

(Managing Director)

DIN: 00647590

# Form No. MGT-11 Proxy Form



Power & Instrumentation  
(Guj.) Ltd.  
AN ISO 9001 : 2008 COMPANY

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

**Name of the Member(s): POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

**Registered Address:** B-1104, Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad 380054

**E-mail ID:** harshit@grouppower.org

**Folio No./DP ID and Client ID:** \_\_\_\_\_

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

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/ her
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/ her
3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/ her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Thursday, September 30, 2021 at 11.00 a.m. at B-1104 Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad 380054 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

1. The Audited Financial Statements including Balance Sheet as at March 31, 2021, and Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2021 and the Report of the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Padamraj Padmnabhan Pillai (DIN: 00647590), who retires by rotation and, being eligible for reappointment, offers himself for re-appointment.
3. Appointment of Mrs. Kavita Padmaraj Pillai as director of the company.

Signed this \_\_\_\_\_ day of.....2021

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp Re. 1/-

# Attendance Slip



Power & Instrumentation  
(Guj.) Ltd.  
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## PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I/We hereby record my/our presence at the 37th Annual General Meeting of the Company convened on Thursday, September 30, 2021 at 11:00 a.m. at the registered office situated at Office No. B-1104, Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad 380054.

Registered Folio No.:	
No. of Shares:	

Name and Complete Address of the Equity Shareholder:	
Signature:	

Name of the Proxy Holder/Authorized Representative:	
Signature:	

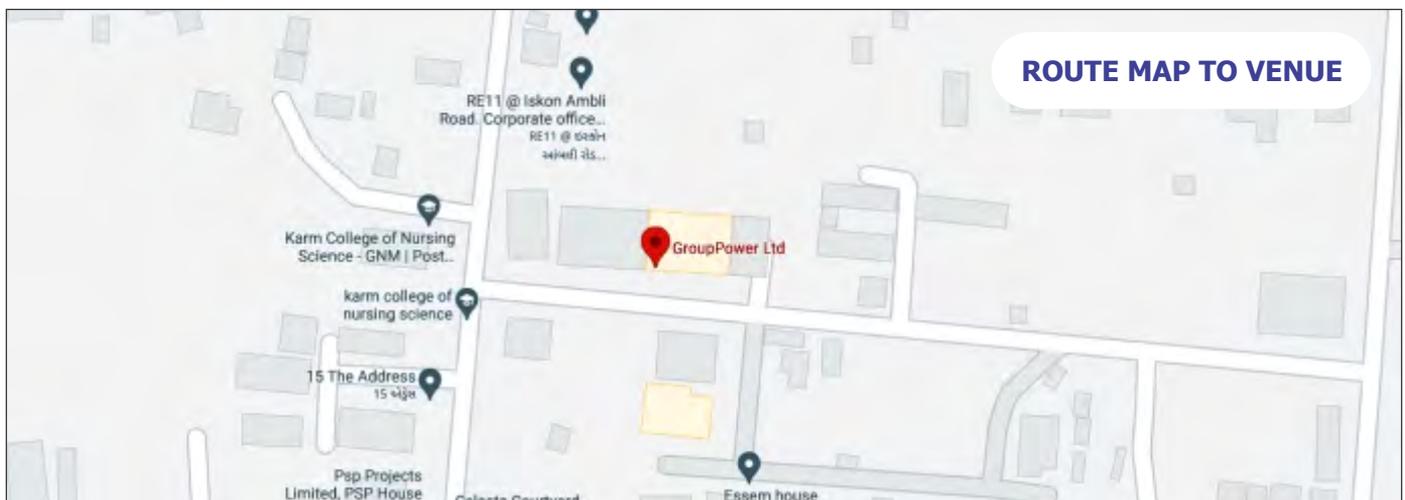
**NOTE:** Equity shareholders attending the meeting in Person or by Proxy or through Authorized Representative are requested to complete and bring the Attendance Slip with them and hand it over at the entrance of the Meeting Venue.

## Annexure to the AGM Notice

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Particulars	Mr. Padmaraj Padmanabhan Pillai
DIN	00647590
Date of Birth	14/12/1976
Date of Appointment	26/03/1996
Qualifications	B. E.
Expertise in specific functional areas	Has more than two decades of experience in the Electric Sector.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1.Peaton Electrical Company Limited (CIN: U31403GJ2006PLC049428)
Memberships / Chairmanships of committees of other public companies	N.A.
Number of shares held in the Company	25,64,800 (36.41%) Equity Shares
Inter-se Relationship between Directors	He is relative of Mrs. Padmavati Padmanabhan Pillai and Mrs. Kavita Padmaraj Pillai

Particulars	Mrs. Kavita Padmaraj Pillai
DIN	07731925
Date of Birth	27/11/1977
Date of Appointment	30/06/2021
Qualifications	Graduate
Expertise in specific functional areas	Has more than a decade of experience in the HR & Admin Manager.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1.Peaton Electrical Company Limited (CIN: U31403GJ2006PLC049428)
Memberships / Chairmanships of committees of other public companies	N.A.
Number of shares held in the Company	5,00,000 (7.10%) Equity Shares
Inter-se Relationship between Directors	She is relative of Mr. Padmaraj Padmnabhan Pillai



## Directors' Report

To,  
The Members,  
The Directors present the 37th Annual Report of Power and Instrumentation (Gujarat) Limited (the Company) along with the audited financial statements for the financial year ended March 31, 2021. The performance of the Company has been referred to wherever required.

### FINANCIAL PERFORMANCE:

The Company's financial performance for the year ended March 31, 2021 is summarized below: (Rs. In Lacs)

<b>FINANCIAL PERFORMANCE</b>	<b>Current Financial Year (2020-2021)</b>	<b>Previous Financial Year (2019-2020)</b>
Revenue from Operations	8543.82	8901.43
Other Income	81.40	114.53
<b>Total Income</b>	<b>8625.22</b>	<b>9,015.97</b>
<b>Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense</b>	<b>822.16</b>	<b>961.17</b>
Less: Depreciation/ Amortization/ Impairment	23.58	30.53
<b>Profit/loss before Finance Costs, Exceptional items and Tax Expense</b>	<b>798.58</b>	<b>930.64</b>
Less: Finance Costs	333.80	410.42
<b>Profit/loss before Exceptional items and Tax Expense</b>	<b>464.78</b>	<b>520.22</b>
Add/(less): Exceptional items	0	101.06
<b>Profit/loss before Tax Expense</b>	<b>464.78</b>	<b>419.15</b>
Less: Tax Expense :	130.95	107.88
Current Tax	(13.80)	(2.04)
Deferred Tax	1.80	13.09
Previous Tax		
<b>Profit/loss for the year (1)</b>	<b>345.83</b>	<b>300.22</b>
<b>Total Comprehensive Income/ loss (2)</b>	<b>-</b>	<b>-</b>
<b>Total (1+2)</b>	<b>345.83</b>	<b>300.22</b>

### STATE OF COMPANY AFFAIRS:

During the year under review, company made total income of Rs. 8625.22 Lakh as against Rs. 9,015.97 Lakh in the previous year. The company has made profit before Depreciation and Finance Costs, Exceptional items and Tax of Rs. 822.16 Lakh as against Rs. 961.17 Lakh in the previous year in the financial statement. Your Company has made a Net profit of Rs. 345.83 Lakh as against Rs. 300.22 Lakh in the previous year in financial statement. The Directors are continuously looking for the new avenues for future growth of the Company and expect more growth in future period.

### DIVIDEND:

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's dividend distribution policy, has decided that it would be prudent, not to recommend any Dividend for the year under review.

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### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

During the year under review, the Company did not transfer any unclaimed dividend and shares to Investors Education and Protection Fund.

### **TRANSFER TO RESERVE:**

The Board of Directors of your company has decided not to transfer any amount to the Reserves for the year under review.

### **CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the nature of the business of the Company.

### **CHANGE IN SHARE CAPITAL:**

During the year under review, the authorized share capital of the Company is increased from Rs. 10,00,00,000 (Rupee Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10 (Rupee Ten) each to Rs. 130,00,00,000 (Rupee Thirteen Crore) divided into 1,30,00,000 (One Crore Thirty Lakhs) equity shares of Rs. 10 (Rupee Ten) each vide EGM Resolution passed 13th March, 2021.

There is no change in the Paid up share capital of the company during the year under review. The Paid up Share capital of the Company is Rs. 7,04,39,000 (Rupee Seven Crore Four Lakh Thirty Nine Thousand Only) divided into 70,43,900 (Seventy Lakh Forty Three Thousand Nine Hundred) equity shares of Rs. 10 /- (Rupee Ten) each.

However the company increased the Paid up capital from Rs. 7,04,39,000 (Rupee Seven Crore Four Lakh Thirty Nine Thousand Only) divided into 70,43,900 (Seventy Lakh Forty Three Thousand Nine Hundred) equity shares of Rs. 10 /- (Rupee Ten) each to 8,58,39,000 (Rupee Eight Crore Fifty Eight Lakh Thirty Nine Thousand Only) divided into 85,83,900 (Eighty Five Lakh Eighty Three Thousand Nine Hundred) equity shares of Rs. 10 /- (Rupee Ten) each by allotment of 15,40,000 (Fifteen Lacs Forty Thousand) equity shares of face value of Rs.10/ each at Issue Price of Rs. 16.52/- each on preferential basis, to the Non Promoters category of allottees on 4th May, 2021. The Company has allotted 40,50,000 (Forty Lacs Fifty Thousand) convertible warrants of face value of Rs. 10/- each at a Issue Price of Rs. 16.52/- each on preferential basis, convertible into 40,50,000 (Forty Lacs Fifty Thousand) Equity Shares (One Equity Share for one warrant issued) of the Company to the Promoters, Promoters Group and Non Promoters category of allottees upon receipt of minimum subscription amount as prescribed under Regulation 77 of SEBI ICDR Regulation on 4th May and 5th May, 2021.

### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE YEAR AND TILL THE DATE OF THE REPORT**

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

### **SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

There are no significant material orders passed by the Regulators or Courts or Tribunal, which would impact the going concern status of the Company and its future operation.

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## **MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis as required under listing regulations with detailed analysis of the financial results is annexed to the report as **Annexure I** and is incorporated herein by reference and forms integral part of this report.

## **DISCLOSURES RELATING TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:**

The Company does not have any Subsidiary, Joint Venture or Associate Company.

## **SECRETARIAL STANDARDS:**

During the year under review, the Company has complied with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI). The Company has devised proper systems to ensure compliance with its provisions and is in compliance with the same.

## **DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to clause (c) of sub-section (3) and subsection (5) of Section 134 of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the followings:

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

## **CORPORATE GOVERNANCE:**

As per the Regulation 15 (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicability of Corporate Governance shall not be mandatory for companies having listed on SME Platform.

## PARTICULARS OF EMPLOYEES:

The information required under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given below:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year:

Name	Ratio to median remuneration	% increase in remuneration in the financial year
<b>Non – Executive Director</b>		
Sumeet Dileep Agnihotri	Not Applicable	Not Applicable
<b>Executive Director</b>		
Padmaraj Padmanabh Pillai	1048.16	50%
Padmavati Padmanabhan Pillai	392.98	45.10%
Sriram Padmanabhan Nair	802.96	35.28%
<b>Chief Financial Officer</b>		
Rohit Maheshwari	118.16	Not Applicable
<b>Company Secretary</b>		
Parul Mehta	37.00	Not Applicable

2. The percentage increase in the median remuneration of employees in the financial year: NIL
3. The number of permanent employees on the rolls of Company: 38
4. 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: 12%
5. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that the remuneration is as per the remuneration policy of the Company.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate **ANNEXURE-III** forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary.

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## **DEPOSITS:**

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## **INSURANCE:**

All the assets of the company are adequately insured, and the Company has developed proper system for taking insurance on all its assets in order to mitigate the risk.

## **CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **ANNEXURE IV** in Form AOC-2 and the same forms part of this report.

## **CORPORATE SOCIAL RESPONSIBILITY:**

As the Company does not fall under the mandatory bracket of Corporate Social Responsibility as required under Section 135 of the Companies Act, 2013, hence Company has not taken any initiative on Corporate Social Responsibility.

## **LISTING FEES:**

The Company affirms that the annual listing fees for the year 2021-22 have been paid to National Stock Exchange (NSE).

## **MANAGING THE RISKS OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICES:**

### **RISK MANAGEMENT COMMITTEE:**

The Board of Directors of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for monitoring and reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the Management Discussion and Analysis, which forms part of this report.

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

The Company has established vigil mechanism and framed whistle blower policy for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy. The same is uploaded on the website of the Company i.e <http://grouppower.org>.

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## **BUSINESS CONDUCT POLICY:**

The Company has framed "Business Conduct Policy". Every employee is required to review and sign the policy at the time of joining and an undertaking shall be given for adherence to the Policy. The objective of the Policy is to conduct the business in an honest, transparent and in an ethical manner. The policy provides for anti-bribery and avoidance of other corruption practices by the employees of the Company. The same is also uploaded on the website of the Company i.e. <http://grouppower.org>.

## **PERFORMANCE OF EVALUATION:**

The Board evaluated the effectiveness of its functioning, that of the Committees and of individual Directors, pursuant to the provisions of the Act and SEBI Listing Regulations

The Board sought the feedback of Directors on various parameters including:

- Degree of fulfillment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long-term strategic planning, etc.);
- Structure, composition, and role clarity of the Board and Committees;
- Extent of co-ordination and cohesiveness between the Board and its Committees;
- Effectiveness of the deliberations and process management;
- Board/Committee culture and dynamics; and
- Quality of relationship between Board Members and the Management.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The Chairman of the Board had one-on-one meetings with each Independent Director and the Chairman of NRC had one-on-one meetings with each Executive and Non-Executive, Non-Independent Directors. These meetings were intended to obtain Directors' inputs on effectiveness of the Board/ Committee processes.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole, and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Nomination and Remuneration Committee reviewed the performance of the individual directors and the Board as a whole.

In the Board meeting that followed the meeting of the independent directors and the meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors was discussed.

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The evaluation process endorsed the Board Members' confidence in the ethical standards of the Company, the resilience of the Board and the Management in navigating the Company during challenging times, cohesiveness amongst the Board Members, constructive relationship between the Board and the Management, and the openness of the Management in sharing strategic information to enable Board Members to discharge their responsibilities and fiduciary duties.

The Board carried out an annual performance evaluation of its own performance and that of its committees and individual directors as per the formal mechanism for such evaluation adopted by the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee.

The performance evaluation of the Chairman, the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The exercise of performance evaluation was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board by way of individual feedback from directors.

The evaluation frameworks were the following key areas:

1. For Non-Executive & Independent Directors:
  - Knowledge
  - Professional Conduct
  - Comply Secretarial Standard issued by ICSI Duties,
  - Role and functions
2. For Executive Directors:
  - Performance as leader
  - Evaluating Business Opportunity and analysis of Risk Reward Scenarios
  - Key set investment goal
  - Professional conduct and integrity
  - Sharing of information with Board.
  - Adherence applicable government law

The Directors expressed their satisfaction with the evaluation process.

#### **DETAILS OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL CONTROL:**

The Company has in place adequate internal financial controls with reference to financial statement across the organisation. The same is subject to review periodically by the internal audit cell for its effectiveness. During the financial year, such controls were tested and no reportable material weaknesses in the design or operations were observed. The Statutory Auditors of the Company also test the effectiveness of Internal Financial Controls in accordance with the requisite standards prescribed by ICAI. Their expressed opinion forms part of the Independent Auditor's report.

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Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitized and embedded in the business processes.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended. During the year, no reportable material weakness was observed.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

### **APPOINTMENT/ RE-APPOINTMENT:**

During the year under review, Mrs. Kavita Padmaraj Pillai (DIN: 07731925) was appointed as an Additional Director with effect from 30th June, 2021.

### **RETIREMENT BY ROTATION:**

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Padmaraj Padmnabhan Pillai (DIN: 00647590) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Your Directors recommended her re-appointment on recommendation of the Nomination and Remuneration Committee.

### **INDEPENDENT DIRECTORS:**

All Independent Directors of the Company have given declarations under Section 149(7) of the Act that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the Act and the Listing Regulations.

### **KEY MANAGERIAL PERSONNEL:**

As on March 31, 2021 the Key Managerial Personal are as under:

Mr. Padmaraj Padmnabhan Pillai	- Managing Director
Mr. Rohit Maheshwari	- Chief Financial Officer
Ms. Parul Mehta	- Company Secretary

### **LOANS FROM DIRECTOR/ RELATIVE OF DIRECTOR:**

The balances of monies accepted by the Company from Directors / relatives of Directors at the beginning of the year were 38.19 Lakh and at the close of year was Rs. 28.54 Lakh. Declaration from the directors while taking loan as per section 174 has been taken by the company.

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## **AUDITOR:**

### **STATUTORY AUDITOR:**

In the 35th Annual General Meeting (AGM) M/s. M A A K & Associates (FRN: 135024W), Chartered Accountants, were appointed as Statutory Auditors of the Company for tenure of 5 years till the conclusion of the Annual General Meeting to be held in the year 2024. They have furnished a certificate of their eligibility under Section 139(1) of the Act and the Rules framed thereunder. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018.

The Report given by M/s. M A A K & Associates, Statutory Auditors on the financial statement of the Company for the year 2020-21 is part of the Annual Report.

The report of the Statutory Auditor does not contain any qualification, reservation, adverse remark or disclaimer. The observations made in the Auditor's Report are self-explanatory and therefore do not call for any further comments.

### **SECRETARIAL AUDITOR:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made there under M/s. G R Shah & Associates, Practicing Company Secretary, had been appointed to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for financial year 2020-21 is annexed, which forms part of this report, as **Annexure-II**.

### **INTERNAL AUDITOR:**

The Board of Directors after receiving recommendation from Audit Committee has appointed M/s Prashant Maliwal & Associates, Chartered Accountants (FRN: 146013W) as Internal Auditors of the Company. The Internal Auditor directly reporting to audit committee. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives.

### **DETAILS OF FRAUD REPORTING BY AUDITOR:**

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

## COMPOSITION OF BOARD AND VARIOUS COMMITTEES:

The composition of Board is as follows:

Sr. No.	Name of Director	Category	Designation
1.	Mr. Padmaraj Padmnabhan Pillai	Executive Director	Managing Director
2.	Mr. Sumeet Dileep Agnihotri	Non-Executive Director	Non-Executive Director
3.	Mrs. Padmavati Padmanabhan Pillai	Executive Director	Executive Director
4.	Mr. Sriram Padmanabhan Nair	Executive Director	Executive Director
5.	Ms. Rucha Balmukund Daga	Independent Director	Independent Director
6.	Mr. Manav Rastogi	Independent Director	Independent Director
7.	Mrs. Kavita Padmaraj Pillai	Professional	Executive Director

The composition of Audit committee is as follows:

Sr. No.	Name of Director	Designation
1.	Mr. Manav Rastogi	Chairman
2.	Mr. Sumeet Dileep Agnihotri	Member
3.	Ms. Rucha Balmukund Daga	Member

The composition of Nomination and Remuneration committee is as follows:

Sr No.	Name of Director	Designation
1.	Mr. Sumeet Dileep Agnihotri	Chairman
2.	Ms. Rucha Balmukund Daga	Member
3.	Mr. Manav Rastogi	Member

The composition of Stakeholder Relationship committee is as follows:

Sr No.	Name of Director	Designation
1.	Mr. Manav Rastogi	Chairman
2.	Mr. Sumeet Dileep Agnihotri	Member
3.	Ms. Rucha Balmukund Daga	Member

## BOARD MEETINGS:

The Board of Directors duly met 18 times at regular intervals during the mentioned financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The dates on which meetings were held are as follows:

Date of Meeting	Name of the Directors						Number of Board Meetings attended during the year
	Padmaraj Padmnabhan Pillai	Manav Rastogi	Sumeet Dileep Agnihotri	Padmavati Padmanabhan Pillai	Sriram Padmanabhan Nair	Rucha Balmukund Daga	
01/07/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
13/07/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18

Date of Meeting	Name of the Directors						Number of Board Meetings attended during the year
	Padmaraj Padmnabhan Pillai	Manav Rastogi	Sumeet Dileep Agnihotri	Padmavati Padmanabhan Pillai	Sriram Padmanabhan Nair	Rucha Balmukund Daga	
15/07/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
17/07/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
27/07/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
31/07/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
24/08/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
27/08/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
19/09/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
01/10/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
05/11/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
13/11/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
30/11/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
10/12/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
30/12/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
31/12/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
19/01/2020	Yes	Yes	Yes	Yes	Yes	Yes	18/18
10/02/2021	Yes	Yes	Yes	Yes	Yes	Yes	18/18

#### AUDIT COMMITTEE:

The audit committee duly met 5 at regular intervals during the mentioned financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. During the Financial year the Meetings of Audit committee was held in following manner:

Date of Meeting	Name of Director		
	Manav Rastogi	Sumeet Dileep Agnihotri	Rucha Balmukund Daga
31/07/2020	Yes	Yes	Yes
27/08/2020	Yes	Yes	Yes
13/11/2020	Yes	Yes	Yes
30/11/2020	Yes	Yes	Yes
10/02/2021	Yes	Yes	Yes
Number of Audit Committee Meetings attended during the year	05/05	05/05	05/05

The Committee periodically discussed the Financial Reporting process, reviewed the Financial Statements, and discussed the quality of the applied accounting principles and significant judgment that affected the Company's Financial Statements. The audit Committee reviewed with adequacy of internal control systems with the management, statutory and internal auditors.

The audit Committee reviewed with adequacy of internal control systems with the management, statutory and internal auditors.

## NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee met 2 times as follows during the financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose:

Name of Director	Date of Meeting		Number of Nomination and remuneration Committee Meetings attended during the year
	31/07/2020	09/02/2020	
<b>Sumeet Dileep Agnihotri</b>	Yes	Yes	02/02
<b>Manav Rastogi</b>	Yes	Yes	02/02
<b>Rucha Balmukund Daga</b>	Yes	Yes	02/02

## STAKEHOLDER'S RELATIONSHIP COMMITTEE:

The Stakeholder Relationship Committee met 4 times as follows during the financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose:

Name of Director	Date of Meeting				Number of Stake Holder relationships Committee Meetings attended during the year
	31/07/2020	27/08/2020	13/11/2020	10/02/2021	
<b>Manav Rastogi</b>	Yes	Yes	Yes	Yes	04/04
<b>Sumeet Dileep Agnihotri</b>	Yes	Yes	Yes	Yes	04/04
<b>Rucha Balmukund Daga</b>	Yes	Yes	Yes	Yes	04/04

The Committee has been constituted to monitor, review and redressal of investors' grievances of security holders, if any, like Transfer / Transmission / Demat of Shares, Non-receipt of Annual Report, Non-receipt of Declared Dividends, Loss of Share Certificates etc. and instance of several trade transaction of equity shares of the company by a 'connected person'. During the year, no complaints were received from the security holders as per the certificate of RTA. No investor complaint was pending at the beginning or at the end of the year.

## DEMATERIALISATION OF EQUITY SHARES:

As per direction of the SEBI, the shares of the Company are under compulsory demat form. The Company has established connectivity with both the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited and the Demat activation number allotted to the Company is ISIN: INE557Z01018. Presently shares are held in electronic mode only.

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## **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

As per the requirement of the Sexual Harassment of Women at Workplace(Prevention, Prohibition & Redressal)Act, 2013 ("POSH Act") and Rules made there under, the Company has formed Internal Complaints Committee for various work places to address complaints pertaining to sexual harassment in accordance with the POSH Act. The Company has a policy for prevention of Sexual Harassment, which ensures a free and fair enquiry process with clear time lines for resolution. To build awareness in this area, the Company has been conducting online programme on a continuous basis.

There was no case filed during the year, under the sexual harassment of woman at work place (Prevention, Prohibition and Redressal) Act, 2013. Further, the Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and made the necessary policies for safe and secure environment for women employee.

## **LOANS, GUARANTEES & INVESTMENTS UNDER SECTION 186:**

Particulars of investment given by the Company, during the year under review are as mentioned in the Notes 10 forming part of the Financial Statements. The Company has not advanced any loan and provided security under Section 186 of the Companies Act, 2013 during the year under review.

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

### **CONSERVATION OF ENERGY:**

- i. the steps taken or impact on conservation of energy: Nil
- ii. the steps taken by the company for utilizing alternate sources of energy: Nil
- iii. the capital investment on energy conservation equipment: Nil

### **TECHNOLOGY ABSORPTION:**

- i. The efforts made towards technology absorption: Nil
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution: Nil
- 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: Nil
  - b) The year of import: Nil
  - c) Whether the technology been fully absorbed: Nil
  - d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Nil
- iv. The expenditure incurred on Research and Development: Nil

### **FOREIGN EXCHANGE EARNING & OUTGO:**

Foreign Exchange Earnings: NIL  
Foreign Exchange Outgo: NIL

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**EXTRACT OF ANNUAL REPORT:**

In accordance with Sections 134(3)(a) & 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, The annual return in Form No. MGT-7 for the financial year 2020-21 will be available on the website of the Company (<http://grouppower.org>). The due date for filing annual return for the financial year 2020-21 is within a period of sixty days from the date of annual general meeting. Accordingly, the Company shall file the same with the Ministry of Corporate Affairs within prescribed time and a copy of the same shall be made available on the website of the Company (<http://grouppower.org>) as is required in terms of Section 92(3) of the Companies Act, 2013.

**INDUSTRIAL RELATIONS:**

The Directors are pleased to report that the relations between the employees and the management continued to remain cordial during the year under review.

**BUSINESS CONDUCT POLICY:**

The Company has framed "Business Conduct Policy". Every employee is required to review and sign the policy at the time of joining and an undertaking shall be given for adherence to the Policy. The objective of the Policy is to conduct the business in an honest, transparent and in an ethical manner. The policy provides for anti-bribery and avoidance of other corruption practices by the employees of the Company.

**NOMINATION AND REMUNERATION POLICY:**

The Company has formulated and adopted the Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the Rules issued there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Policy of the Company, inter alia, provides the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, Positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).The same is uploaded on the website of the Company i.e <http://grouppower.org>.

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS:**

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the EMERGE platform of NSE.

We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on EMERGE platform of NSE. Further, Board of Directors at their meeting held on February 05, 2018 have approved and adopted the policy on insider trading in view of the proposed public issue.

Ms. Parul Mehta, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

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## **CODE OF CONDUCT:**

Company has framed policy on code of conduct for Board of Directors and senior Management.

## **MAINTENANCE OF COST RECORDS:**

The provisions relating to maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, are not applicable to the Company and accordingly such accounts and records are not required to be maintained.

## **INSOLVENCY AND BANKRUPTCY CODE:**

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

The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable to the Company.

## **ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation for the cooperation and assistance received from shareholders, bankers, financial institutions, regulatory bodies and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the Company achieving a number of milestones during the year.

### **FOR AND ON BEHALF OF BOARD OF DIRECTORS OF FOR, POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

**DATE:** 28th August, 2021

**PLACE:** Ahmedabad

**Padmaraj Padmnabhan Pillai**

Managing Director

DIN: 00647590

**Sriram Nair**

Director

DIN: 06491273

# Annexure I - Management Discussion & Analysis Report

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## GLOBAL ECONOMIC OVERVIEW:

Global growth is projected at 6% in 2021, moderating to 4.4% in 2022. The projections for 2021 and 2022 are stronger than in the October 2020 WEO. High uncertainty still surrounds this outlook, related to the path of the pandemic, the effectiveness of policy support to provide a bridge to vaccine-powered normalization, and the evolution of financial conditions.

The vaccines' rollout in many of the advanced economies has been driving the improvement, as has the massive fiscal stimulus by the United States. World GDP growth is expected to be 4.4% next year but global income will still be some USD 3 trillion less by end 2022 than was expected before the crisis hit. USD 3 trillion is about the size of the entire French economy.

Countries that have been quick to vaccinate their population against COVID-19 and those are managing to control infections through effective public health strategies are seeing their economies recover more quickly. Job vacancy postings in the United States are picking up, including sectors such as tourism. But while vaccination rates are progressing well in many advanced economies, poorer and emerging-market countries are being left behind. Unless everyone is protected, no one is protected.

Differences in the strength of economic recovery across countries are being driven by the extent of government support to vulnerable workers and businesses, by a country's dependency on particular sectors such as tourism (Rebuilding tourism for the future), as well as by public health and vaccination policies. Trade is also playing a role. Consumers have been spending less on services and more on goods since the pandemic began. The pick-up in merchandise trade has benefitted countries heavily involved in supply chains, particularly pharmaceuticals, medical supplies and IT material.

The global economy is climbing out from the depths to which it had plummeted during the major Lockdown in April. But, with the COVID-19 pandemic continuing to spread, many countries have slowed down reopening and some are reinstating partial lockdowns to protect vulnerable populations. While recovery in China has been faster than expected, the global economy's long ascent back to pre-pandemic levels of activity remains predisposed to setbacks.

## INDIAN ECONOMY:

After the huge GDP contraction in 2020, economic growth is projected to bounce back in 2021, driven by pent up demand for consumer and investment goods, before declining in 2022. The dramatic infections upsurge since February has weakened the nascent recovery and may compound financial woes of corporates and banks. As public anxiety over the virus spreads and lockdowns multiply, high-frequency indicators suggest that a marked slowdown may have taken place in the April-June quarter, although the overall annual impact is likely to be muted. Wholesale and retail inflation rates remain elevated, but within the target range of the central bank. India's real gross domestic product (GDP) at current prices stood at Rs. 135.13 lakh crore (US\$ 1.82 trillion) in FY'21, as per the provisional estimates of annual national income for 2020-21.

India is the fourth-largest unicorn base in the world with over 21 unicorns collectively valued at US\$ 73.2 billion, as per the Hurun Global Unicorn List. By 2025, India is expected to have ~100 unicorns and will create ~1.1 million direct jobs according to the Nasscom-Zinnov report 'Indian Tech Start-up'.

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The first Union Budget of the third decade of 21st century was presented by Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman on February 1, 2020. The budget aimed at energising the Indian economy through a combination of short-term, medium-term and long-term measures.

In the Union Budget 2021-22, capital expenditure for FY'22 is likely to increase by 34.5% at Rs. 5.5 lakh crore (US\$ 75.81 billion) over FY'21 (BE) to boost the economy.

Increased government expenditure is expected to attract private investments, with production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded and measured policy support is anticipated to boost the Indian economy.

As indicated by provisional estimates released by the National Statistical Office (NSO), India posted a V-shaped recovery in the second half of FY'21. As per these estimates, India registered an increase of 1.1% in the second half of FY'21. This was driven by the gradual and phased unlocking of industrial activities, increased investments and growth in government expenditure.

As per the estimates of Reserve Bank of India (RBI), India's real GDP growth is projected at 9.5% in FY'22; this includes 18.5% increase in the first quarter of FY'22; 7.9% growth in the second quarter of FY'22; 7.2% rise in the third quarter of FY'22 and 6.6% growth in the fourth quarter of FY'22.

India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030, which is currently 30% and has plans to increase its renewable energy capacity from to 175 Gigawatt (GW) by 2022. In line with this, in May 2021, India, along with the UK, jointly launched a 'Roadmap 2030' to collaborate and combat climate change by 2030.

## **INDUSTRY OVERVIEW:**

India is the third largest producer and second largest consumer of electricity in the world and had an installed power capacity of 382.73 GW as of April 2021. Electricity production reached 1,252.61 billion units (BU) in FY'20. India was ranked fifth in wind power, fifth in solar power and fourth in renewable power installed capacity, as of 2019. India's rank jumped to 22 in 2019 from 137 in 2014 on World Bank's Ease of Doing Business - "Getting Electricity" rankings.

For 2020-21, electricity generation target from conventional sources was fixed at 1,330 BU, comprising 1138.533 BU of thermal energy; hydro energy (140.357 BU) and nuclear (43.880 BU); and 7.230 BU was imported from Bhutan.

According to the Ministry of Power, India's power consumption grew by 41% at 119.27 billion units (BU) in April 2021, compared to 84.55 BU in April 2020.

In FY'21, the total thermal installed capacity in the country stood at 234.72 GW. Installed capacity of renewable, hydro and nuclear energy totalled 94.43 GW, 46.21 GW and 6.78 GW, respectively. The Government plans to double the share of installed electricity generation capacity of renewable energy to 40% by 2030. India has also raised the solar power generation capacity addition target by five times to 114 GW by 2022. The Government is preparing a 'rent a roof' policy for supporting its target of generating 40 GW of power through solar rooftop projects by 2022. The peak power demand in the country stood at 170.83 GW in FY'20.

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Under the Union Budget 2021-22, the government has allocated Rs. 15,322 crore (US\$ 2.11 billion) for the Ministry of Power and Rs. 5,753 crore (US\$ 794.53 million) for the Ministry of New and Renewable Energy. Under the Union Budget 2021-22, the government has allocated Rs. 300 crore (US\$ 41.42 million) to increase capacity of the Green Energy Corridor Project, along with Rs. 1,100 crore (US\$ 151.90 million) for wind and Rs. 2,369.13 crore (US\$ 327.15 million) for solar power projects. The Union Budget 2021-22 has allocated Rs. 5,300 crore (US\$ 731.75 million) to the Integrated Power Development Scheme (IDPS) and Rs. 3,600 crore (US\$ 497.03 million) towards the Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY).

The Cabinet Committee on Economic Affairs (CCEA) has approved commercial coal mining for private sector and the methodology of allocating coal mines via auction and allotment, thereby prioritising transparency, ease of doing business and ensuring the use of natural resources for national development.

## **OPPORTUNITIES AND THREATS:**

### **Opportunities**

We believe that our growth in other states in the country can fetch us new business expansion and opportunities. Presently, our presence is in the state of Gujarat and neighbouring states. Going forward we intend to establish our presence in more locations in the country. Our emphasis is on scaling up of our operations in other markets which will provide us with attractive opportunities to grow our client base and revenue.

### **Threats**

- Rise in cost of material and cost of transportation may affect the margin
- Changes in Government Policies
- Intense competition may reduce profitability
- Act of God
- Client Dissatisfaction
- Customer's inability to pay

## **SEGMENT-WISE PERFORMANCE:**

The Company's main business activity is Electric Contractor and Manufacturer.

## **OUTLOOK:**

The Company continues to explore the possibilities of expansion and will make the necessary investments when attractive opportunities arise.

## **RISK AND CONCERNS:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Key business risks and mitigation strategy are highlighted below.

### **Business Risk**

To mitigate the risk of high dependence on any one business for revenues, the Company has adopted a strategy of launching new products/services, globalising its operations and diversifying into different business segments. The strategy has yielded good results and the Company therefore has a diversified stream of revenues. To address the risk of dependence on a few large clients, the Company has also actively sought to diversify its client base.

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The Company strives to add value to its clients by providing services of a superior quality and maintaining a robust franchise with investors and end-users, to mitigate the risk arising from price competition.

### **Legal & Statutory Risk**

The Company has no material litigation in relation to contractual obligations pending against it in any court in India or abroad. The Company Secretary, compliance and legal functions advise the Company on issues relating to compliance with law and to pre-empt violations of the same. The Company Secretary submits a quarterly report to the Board on the Company's initiatives to comply with the laws of various jurisdictions. The Company also seeks independent legal advice wherever necessary.

### **Human Resource Attrition Risk**

Power And Instrumentation (Gujarat) Limited's key assets are its employees. In a highly competitive market, it is a challenge to address the attrition. Power And Instrumentation (Gujarat) Limited continues to accord top priority to manage employee attrition by talent retention efforts and offering a competitive salary and growth path for talented individuals.

### **Macroeconomic Risks**

Company's business may be affected by changes in Government policy, taxation, intensifying competition and uncertainty around economic developments in Indian and overseas market in which the Company operates.

### **Mitigation Strategy**

The Company has well defined conservative internal norms for its Business. The Company ensures a favourable debt/equity ratio, moderate liquidity, strong clientele with timely payment track record, appropriate due diligence before bidding and focus on expanding presence in newer markets to minimize the impact in adverse conditions. The Company has geographically and operationally diversified into multiple countries and business segments thereby reducing its dependency on one country or market.

### **Operational Risks**

The Company's operations and financial condition could be adversely affected if it is unable to successfully implement its growth strategies. Competition from others, or changes in the products or processes of the Company's customers, should reduce market prices and demanding for the Company's products, thereby reducing its cash flow and profitability. Product liabilities claims may adversely affect the Company's operations and finance.

### **Mitigation Strategy**

The Company does strict monitoring of prices and adopts appropriate strategies to tackle such adverse situations. The Company also adopts technological innovations to bring about operational efficiency in continuous basis to remain competitive.

### **Others**

The Company is exposed to risks & fluctuations of foreign exchange rates, raw-material prices and overseas investments exposures.

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## **AUDIT AND INTERNAL CONTROL SYSTEM:**

One of the key requirements of the Companies Act, 2013 is that companies should have adequate Internal Financial Controls (IFC) and that such controls should operate effectively. Internal Financial Controls means the policies and procedures adopted by the Company for ensuring orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information. Your Company process of assessment ensures that not only does adequate controls exist, but it can also be evidenced by unambiguous documentation. The process involves scoping and planning to identify and map significant accounts and processes based on materiality. Thereafter, risk is identified and their associated controls are mapped, else remediation is implemented. These controls are tested to assess operating effectiveness. The auditor performs independent testing of controls. The Auditors' Report is required to comment on whether the Company has adequate IFC system in place and such controls are operating effectively. Your Company's Internal Control System is robust and well established. It includes documented rules and guidelines for conducting business. The environment and controls are periodically monitored through procedures/ processes set by the management, covering critical and important areas. These controls are periodically reviewed and updated to reflect the changes in the business and environment.

The audit committee met 5 (five) times during the year. The committee reviewed the adequacy and results of the testing of Internal Financial Controls and Internal Audit actions.

## **RAW MATERIAL PRICES:**

The prices of basic major raw materials used in our manufacturing process viz. stainless steel scrap /flats of various grades doesn't affect much, as we are working in open market scenario.

## **FINANCIAL PERFORMANCE:**

During the year under review, the Company has generated total revenue of Rs. 8625.22 lakh (Previous Year Rs. 9015.97 lakh). The net profit before exceptional items and taxes is Rs. 464.78 lakh (Previous Year Rs. 520.21 lakh). The net profit after taxes resulted into the profit for the year at Rs. 345.83 lakh (Previous Year Rs. 300.21 lakh).

## **MATERIAL DEVELOPMENTS IN HR / INDUSTRIAL RELATION / NUMBER OF PERSON EMPLOYED:**

Our Company believes that the human capital is key to bring in progress. The Company believes in maintaining cordial relation with its employees, which is one of the key pillars of the Company's business. The Company's HR policies and practices are built on core values of Integrity, Passion, Speed, and Commitment. The Company's focus is on recruitment of good talent and retention of the talent pool. The Company is hopeful and confident of achieving the same to be able to deliver results and value for our shareholders. As on 31st March, 2021, the total employees on the Company's rolls stood at 38.

## **ACCOUNTING POLICIES:**

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year. The financial statements have been prepared under the historical cost convention on an accrual basis. The management accepts responsibility for the integrity and objectivity of the financial statements, as well as for the various estimates and judgment used therein.

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**DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENT:**

The Company has followed all relevant Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) while preparing Financial Statements.

**CAUTIONARY STATEMENT:**

Statements in the management Discussion and Analysis describing the Company's expectations or predictions may be forward looking within the meaning of applicable securities, law and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws economic developments within the country and other factors such as litigation and industrial relations.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS OF  
FOR, POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

**DATE:** 28th August, 2021

**PLACE:** Ahmedabad

**Padmaraj Padmnabhan Pillai**

Managing Director

DIN: 00647590

**Sriram Nair**

Director

DIN: 06491273

## Annexure II

**Form No. MR-3**  
**Secretarial Audit Report**  
**(For the financial year ended on March 31, 2021)**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,  
The Members,  
**POWER AND INSTRUMENTATION (GUJARAT) LIMITED**  
B-1104, Sankalp Iconic, Opp. Vikram Nagar,  
Iscon Temple Cross Road, S. G. Highway,  
Ahmedabad – 380054.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **POWER AND INSTRUMENTATION (GUJARAT) LIMITED** (CIN: L32201GJ1983PLC006456) (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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period 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 (as per Annexure A) maintained by the Company for the period ended on March 31, 2021 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - 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;
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- a) Secretarial Standards issued by the Institute of Company Secretaries of India;  
b) The Listing Agreements entered into by the Company with NSE Emerge.

I further report that having regard to the Compliance System Prevailing in the Company and on examination of the relevant documents and records pursuant to them of the Company has generally comply with the provision of following laws:

- Local taxes as applicable in the state of Gujarat;

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (c), (e), (g) and (h) of Para (V) mentioned hereinabove during the period under review.

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

**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. No changes took place in the composition of board during the year under review.

Adequate notice is given to all directors to schedule the Board Meetings. Except where consent of the directors was received for scheduling meeting at a shorter notice, 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.

I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliance under other laws and regulations applicable to the company.

Majority decisions were carried out unanimously and where it was not so, the dissenting members' views were captured and recorded as part of the minutes.

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

**I further report that** the compliance by the company of the direct and indirect tax laws has not been reviewed during this audit as the same has been subject to review by statutory financial auditor and other designated professionals.

**I further report that** during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For G R Shah and Associates**  
(Company Secretaries)

**Date:** 12th August, 2021  
**Place:** Ahmedabad

**Gaurang Shah**  
Proprietor  
COP No: 14446  
UDIN: A038703C000775637

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

## Annexure A - List Of Documents Verified

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1. Memorandum and Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Independent Directors Meeting along with attendance register held during the period under report.
3. Minutes of General Body meetings held during the period under report.
4. Statutory registers records under the Companies Act, 2013 and Rules made there under namely:
  - Register of the Directors and the Key Managerial Personnel
  - Register of the Directors' shareholding
  - Register of loans, guarantees and security and acquisition made by the Company
  - Register of Members.
5. Declarations received from the Directors of the Company in Form MBP-1 pursuant to the provisions of Section 184 of the Companies Act, 2013.
6. E-Forms filed by the Company, from time-to-time, except few delays under applicable provisions of the Companies Act, 2013 and attachments thereof during the period under report.
7. Communications/ Letters issued to and acknowledgements received from the Independent Directors for their appointment.
8. Various policies framed by the Company from time to time as required under the Companies Act, 2013.

## Annexure B

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To,  
The Members,  
**POWER AND INSTRUMENTATION (GUJARAT) LIMITED**  
B-1104, Sankalp Iconic, Opp. Vikram Nagar,  
Iscon Temple Cross Road, S. G. Highway,  
Ahmedabad – 380054.

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

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4. Wherever required, I 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. My examination was limited to the verification of procedure on test basis.
  6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For G R Shah and Associates**  
(Company Secretaries)

**Date:** 12th August, 2021  
**Place:** Ahmedabad

**Gaurang Shah**  
Proprietor  
COP No: 14446  
UDIN: A038703C000775637

## Annexure III

PARTICULARS OF THE EMPLOYEES RECEIVING REMUNERATION EXCEEDING THE LIMIT AS STATED IN RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No.	Name of Employee	Designation	PAN No.	Qualification and Experience	Remuneration
1	Padmavati Padmanabhan Pillai	Director	AGFPP3585L	Graduate	1168335
2	Padmaraj Padmnabhan Pillai	Director	ADGPP9600G	Graduate In Engineering	3116196
3	Sriram Padmanabhan Nair	Director	AJBPN4583F	Post Graduate	2387210
4	Kavita Pillai	Hr & Admin Manager	AGKPG2278G	Graduate	1283341
5	Anu Nair	Senior Project Engineer	ANBPN3204H	B E (Elect.)	478849
6	J N Shaikh	Senior Project Engineer	BQHPS4439P	Diploma Electrical Engineer	445591
7	Venkata S. Veturi	Senior Project Engineer	ABZPV1246K	Diploma Electrical Engineer	438069
8	Nilesh Mewada	Purchase Manager	ARTPM7590F	Diploma Engineer	504625
9	Chandan Kumar Mondal	Senior Site Engineer	ARTPM7952P	Diploma Engineer	427892
10	Vipul Sharma	Site Engineer	CXKPS4325M	B.Tech	506104

Last Employment before Joining Company	Date of Commencement of Employment	Age of Employee	The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of sub-rule (2) above	Weather any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
	12/09/983	71 Years	11%	Padmaraj Padmnabhan Pillai
	26/03/1996	44 Years	26%	Padmavati Padmanabhan Pillai
	01/02/2013	31 Years	11%	Padmaraj Padmnabhan Pillai
	01/05/2010	43 Years	7%	Padmaraj Padmnabhan Pillai
	01/06/2009	36 Years	0	-
	01/06/2009	50 Years	0	-
	01/05/2010	62 Years	0	-
	01/04/2014	41 Years	0	-
	02/04/2007	56 Years	0	-
20/08/2017	31 Years	0	-	

## Annexure IV

### FORM NO. AOC-2

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

Form for disclosure of particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under fourth proviso thereto:

#### (1) Details of contracts or arrangements or transactions not at arm's length basis:

Power and Instrumentation (Gujarat) Limited (the Company) has not entered into any contract/ arrangement/ transaction with its related parties, which is not in ordinary course of business or at arm's length during the financial year 2020-21. The Company has laid down policies and processes/ procedures so as to ensure compliance to the subject section in the Companies Act, 2013 (Act) and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

(a) Name(s) of the related party and nature of relationship: Not Applicable

(b) Nature of contracts/ arrangements/ transactions: Not Applicable

(c) Duration of the contracts/arrangements/transactions: Not Applicable

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable

(e) Justification for entering into such contracts or arrangements or transactions: Not Applicable

(f) Date(s) of approval by the Board: Not Applicable

(g) Amount paid as advances, if any: Not Applicable

(h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: Not Applicable

#### (2) Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Date of approval by the Board	Amount paid as advances, if any
Peaton Electrical	Associates Concern	Purchase	01 April 2020 to 31 March2021	01/07/2020	123,709,183
Power Solution	Associates Concern	Purchase	01 April 2020 to 31 March2021	01/07/2020	1,225,000
Power Solution	Associates Concern	Sales	01 April 2020 to 31 March2021	01/07/2020	6,136,000
OM ARYAMAN INFRACON LLP	Associates Concern	Office rent, electricity & maintenance exp.	01 April 2020 to 31 March2021	01/07/2020	267,277
OM ARYAMAN INFRACON LLP	Associates Concern	Rent Deposite	01 April 2020 to 31 March2021	01/07/2020	48,324

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**Note:** All related party transactions are benchmarked for arm's length, approved by Audit Committee and reviewed by Statutory Auditors. The above disclosures on material transactions are based on threshold of 10 percent of consolidated turnover and1 considering wholly owned subsidiaries are exempt for the purpose of Section 188(1) of the Act.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS OF  
FOR, POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

**DATE:** 28th August, 2021

**PLACE:** Ahmedabad

**Padmaraj Padmnabhan Pillai**

Managing Director

DIN: 00647590

**Sriram Nair**

Director

DIN: 06491273

## Practicing Company Secretary Certificate On Non Disqualification Of Directors

To,  
The Members of  
**POWER AND INSTRUMENTATION (GUJARAT) LIMITED**  
B-1104, Sankalp Iconic, Opp. Vikram Nagar,  
Iscon Temple Cross Road, S. G. Highway, Ahmedabad - 380054

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **POWER AND INSTRUMENTATION (GUJARAT) LIMITED** having CIN:L32201GJ1983PLC006456 and having registered office at B-1104 Sankalp Iconic, Opp Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad Ahmedabad 380054 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Padmaraj Padmnabhan Pillai	00647590	26/03/1996
2	Manav Rastogi	01055505	16/11/2017
3	Sumeet Dileep Agnihotri	02026337	14/05/2003
4	Padmavati Padmanabhan Pillai	02026354	12/09/1983
5	Sriram Padmanabhan Nair	06491273	01/02/2013
6	Rucha Balmukund Daga	07993111	16/11/2017
7	Kavita Padmaraj Pillai	07731925	30/06/2021

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place:** Ahmedabad  
**Date:** 12th August, 2021  
**UDIN:** A038703C000775637

**Gaurang Radheshyam Shah**  
ACS No.: 38703,  
C.P. No.: 14446

## Certification By CFO / Managing Director

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To,  
The Board of Directors,  
**POWER AND INSTRUMENTATION (GUJARAT) LIMITED**  
B-1104, Sankalp Iconic, Opp. Vikram Nagar,  
Iscon Temple Cross Road, S. G. Highway, Ahmedabad - 380054

We hereby certify to the Board that:

- A. We have reviewed financial statements and the cash flow statement for the financial year ended on March 31, 2021 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or volatile 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:
1. Significant changes in internal control over financial reporting during the financial year;
  2. Significant changes in accounting policies during the financial year and that the same have been disclosed in the notes to the financial statements; and
  3. 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 AND ON BEHALF OF BOARD OF DIRECTORS OF  
FOR, POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

**DATE:** 28th August, 2021

**PLACE:** Ahmedabad

**Padmaraj Padmnabhan Pillai**

Managing Director

DIN: 00647590

**Sriram Nair**

Director

DIN: 06491273

# Independent Auditors' Report

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To,  
**The Members of  
Power and Instrumentation (Gujarat) Limited**

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

### **Opinion**

We have audited the accompanying financial statements of Power and instrumentation (Gujarat) Limited (the 'Company') which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss, the Cash Flow Statement for the year ended and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31 March 2021 and its profit and its cash flows for the year ended on that date.

### **Basis for Opinion**

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

### **Emphasis of Matter**

As described in Note 1 to the annual standalone Financial Statement, the extent to which the COVID-19 Pandemic will impact the company's operations and financial performance is dependent on future developments, which are highly uncertain. Our opinion is not modified in respect of the above matters. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 which may be different from that estimated as at the date of approval of these standalone financial results. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the, financial statements of the current period. These matters were addressed in the context of our audit, of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion, on these matters.

We have determined that there are no key audit matters to be communicated in our report.

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## **Other Information**

The Company's Board of Directors is responsible for the other Information. The other information comprises the Information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditors report. Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and as may be legally advised.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and cash flows of the Company in accordance with the accounting principles generally accepted in India specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other Irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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.

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) of the Act, we are also responsible for explaining 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 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**

As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.

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Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 & Loss and the cash Flow Statement deal with by this report are in agreement with the books of account;
- c) In our opinion, the aforesaid financial statements comply accounting principles generally accepted in India specified under Section 133 of the Act.
- d) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act;
- e) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B;
- f) 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. Impact of any pending Litigation have been disclosed in the financial statement;
  - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For M A A K & Associates**  
(Chartered Accountants)  
FRN :135024W

**Date:** 30th June, 2021  
**Place:** Ahmedabad

**CA Marmik G Shah**  
Partner  
M. No.: 133926  
UDIN: 21133926AAAAHI5681

## **Annexure A** to the Independent Auditors' Report

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### **(Referred to in our report of even date)**

With reference to the Annexure A referred to in the Independent Auditors' report to the members of the Company on the standalone financial statements for the year ended 31st March 2021, we report the following:

#### **I. In Respect of Fixed Assets**

- (a) As per the information provided by the management, the Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
- (b) As per the information and explanations given to us, the management at reasonable intervals during the year in accordance with a programme of physical verification, has physically verified the fixed assets and no material discrepancies were noticed on such verification as compared to the available records.
- (c) According to the information and explanations given to us, the records examined by us there were no immovable properties in the name of company as the balance sheet date.

#### **II. In Respect of Inventories**

As explained to us, physical verification of the inventories has been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on such physical verification. However, we have not been able to carry out physical verification due to prevailing pandemic condition therefor we have relied on management representation for Quantity and valuation of inventory.

#### **III. Compliance under section 189 of The Companies Act, 2013**

According to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.

#### **IV. Compliance under section 185 and 186 of The Companies Act, 2013**

In our opinion and according to information and explanations given to us, the Company has complied with provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments, and providing guarantees and securities, as applicable.

#### **V. Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits**

The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

#### **VI. Maintenance of cost records**

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

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## **VII. Deposit of Statutory Dues**

- (a) The company is generally regular in depositing the undisputed statutory dues including provident fund, employees` state insurance, income tax, sales, tax wealth tax, service tax, custom duty, excise duty, GST, Cess and other statutory dues applicable to the Company with the appropriate authorities except in few cases. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
- (b) As informed to us by the management, there is no dispute with the revenue authorities regarding any duty or tax payable.

## **VIII. Repayment of Loans and Borrowings**

In our opinion and according to the information and explanations given to us, the company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the year. Accordingly, paragraph 3 (viii) of the order is not applicable.

## **IX. Utilization of Money Raised by Public Offers and Term Loan For which they Raised**

According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has obtained two term loans and utilized the money for the same purpose for which they raised during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.

## **X. Reporting of Fraud during the Year**

Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

## **XI. Managerial Remuneration**

Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

## **XII. Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**

In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

## **XIII. Related party compliance with Section 177 and 188 of companies Act - 2013**

According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

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#### **XIV. Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures**

According to the information and explanations given to us, and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

#### **XV. Compliance under section 192 of Companies Act - 2013**

According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

#### **XVI. Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934**

According to the information and explanations given to us, the provisions of section 45-IA of are not applicable to the company.

**Date:** 30th June, 2021

**Place:** Ahmedabad

**For M A A K & Associates**

(Chartered Accountants)

FRN :135024W

**CA Marmik G Shah**

Partner

M. No.: 133926

UDIN: 21133926AAAAHI5681

## **Annexure B** to the Independent Auditors' Report

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### **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 **Power and instrumentation (Gujarat) Limited** ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone 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. 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 Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent 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 internal financial controls system over financial reporting.

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## 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, 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 Institute of Chartered Accountants of India.

**For M A A K & Associates**  
(Chartered Accountants)  
FRN :135024W

**Date:** 30th June, 2021  
**Place:** Ahmedabad

**CA Marmik G Shah**  
Partner  
M. No.: 133926  
UDIN: 21133926AAAAHI5681

## Balance Sheet as at 31st March 2021

(Rs. In Lacs)

Particulars	Note No.	As at 31st March, 2021	As at 31st March, 2020
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share Capital	1	704.39	704.39
(b) Reserves and Surplus	2	2,272.17	1,926.32
<b>2 Share application money pending allotment</b>		-	-
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	3	416.91	57.32
(b) Deferred tax liabilities (Net)	4	-	1.99
(c) Other Long Term Liabilities		-	-
(d) Long term Provisions		-	-
<b>4 Current liabilities</b>			
(a) Short-term borrowings	3 & 5	1,797.34	1,060.70
(b) Trade payables	6	889.03	1,668.50
(c) Other current liabilities	7	119.63	151.70
(d) Short-term provisions	8	188.03	146.36
<b>TOTAL</b>		<b>6,387.50</b>	<b>5,717.28</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	9	74.32	84.18
(i) Tangible assets		74.32	84.18
(ii) Intangible assets		-	-
(b) Deferred tax assets (Net)	4	11.81	-
(c) Non Current Investments	10	46.68	27.07
(d) Long Term Advances	11	855.82	638.35
<b>2 Current assets</b>			
(a) Inventories	12	284.83	782.29
(b) Trade receivables	13	3,699.30	2,398.96
(c) Cash and cash equivalents	14	626.35	560.02
(d) Short-term loans and advances	15	642.81	519.48
(e) Other current assets	16	145.59	706.93
<b>TOTAL</b>		<b>6,387.50</b>	<b>5,717.28</b>
Contingent Liabilities & Comittments	33		
Significant Accounting policies and Notes to accounts	I & II		

As per our report of even date  
**FOR MAAK & ASSOCIATES**  
 CHARTERED ACCOUNTANTS  
 FRN: 135024W

**CA Marmik Shah**  
 PARTNER  
 M.NO 133926  
 UDIN : 21133926AAAAHI5681

**PLACE:** Ahmedabad  
**DATE:** 30th June, 2021

**For & On Behalf Of The Board**  
**Power & Instrumentation (Guj) Limited**

**PADMARAJ P. PILLAI**  
 Managing Director  
 DIN-00647590

**SRIRAM NAIR**  
 Director  
 DIN-06491273

**ROHIT MAHESHWARI**  
 Chief Financial Officer  
 PAN-CLKPM9297E

**PARUL MEHTA**  
 Comapany Secretary  
 PAN-BOEPM0903H

## Profit and loss statement for the year ended 31st March 2021

(Rs. In Lacs)

Particulars	Note No.	As at 31st March, 2021	As at 31st March, 2020
I Revenue from operations	17	8,543.82	8,901.43
II. Other income	18	81.40	114.53
<b>III. Total Revenue (I + II)</b>		<b>8,625.22</b>	<b>9,015.97</b>
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade	19	6,545.63	5,919.07
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		497.46	1,298.46
Employee benefits expense	20	335.42	329.69
Managerial Remuneration	21	66.72	40.03
Payment to Auditors	22	0.60	0.60
Insurance Expense	23	14.13	6.48
Power & Fuel	24	18.01	29.51
Finance costs	25	333.80	410.42
Depreciation and amortization expense	9	23.58	30.53
Other expenses	26	325.09	430.96
<b>Total expenses</b>		<b>8,160.44</b>	<b>8,495.76</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>464.78</b>	<b>520.21</b>
VI. Exceptional items		-	101.06
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>464.78</b>	<b>419.15</b>
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII- VIII)</b>		<b>464.78</b>	<b>419.15</b>
X Tax expense:			
(1) Current tax		130.95	107.88
(2) Mat Credit		-	-
(3) Deferred tax	4	(13.80)	(2.04)
(4) Current Tax Expense Relating to prior years		1.80	13.09
<b>XI Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>345.83</b>	<b>300.21</b>
XII Profit/(loss) from discontinuing operations			
XIII Tax expense of discontinuing operations			
<b>XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		<b>-</b>	<b>-</b>
<b>XV Profit (Loss) for the period (XI + XIV)</b>		<b>345.83</b>	<b>300.21</b>
XVI Earnings per equity share:			
(1) Basic	32	4.91	4.24
(2) Diluted		4.91	4.24

As per our report of even date  
**FOR MAAK & ASSOCIATES**  
 CHARTERED ACCOUNTANTS  
 FRN: 135024W

**CA Marmik Shah**  
 PARTNER  
 M.NO 133926  
 UDIN : 21133926AAAAHI5681

**PLACE:** Ahmedabad  
**DATE:** 30th June, 2021

**For & On Behalf Of The Board**  
**Power & Instrumentation (Guj) Limited**

**PADMARAJ P. PILLAI**  
 Managing Director  
 DIN-00647590

**SRIRAM NAIR**  
 Director  
 DIN-06491273

**ROHIT MAHESHWARI**  
 Chief Financial Officer  
 PAN-CLKPM9297E

**PARUL MEHTA**  
 Company Secretary  
 PAN-BOEPM0903H

# Cashflow Statement for the year ended 31 March 2021

(Rs. In Lacs)

Particular	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>A) Cash flows from operating activities</b>		
Profit before taxation	464.78	419.15
Adjustments for:		
Depreciation	23.58	30.53
Investment income	34.90	42.67
Interest expense	333.80	410.19
Profit / (Loss) on the sale of property, plant & equipment	0.41	1.83
Working capital changes:		
(Increase) / Decrease in trade and other receivables	(862.27)	462.29
(Increase) / Decrease in inventories	497.46	1298.46
Increase / (Decrease) in trade payables	(779.46)	(1,187.23)
Increase / (Decrease) in other current liabilities	746.24	(583.82)
<b>Cash generated from operations</b>	<b>388.81</b>	<b>805.07</b>
Interest paid	(333.80)	(410.19)
Income taxes paid	(132.75)	(118.66)
Dividends paid	0	0
<b>Net cash from operating activities (A)</b>	<b>(77.74)</b>	<b>276.22</b>
<b>B) Cash flows from investing activities</b>		
Business acquisitions, net of cash acquired	-	-
Purchase of property, plant and equipment	(37.75)	(3.22)
Proceeds from sale of Investment	24.42	6
(Acquisition) from sale of Investment	(19.61)	(0.55)
Investment income	34.90	42.67
<b>Net cash used in investing activities(B)</b>	<b>1.95</b>	<b>44.9</b>
<b>C) Cash flows from financing activities</b>		
Proceeds from issue of share capital	-	(35.44)
Proceeds from long-term borrowings	359.59	(125.04)
Share Capital Issue Expenses	-	-
Proceeds from long term loans and advances	(217.47)	(263.72)
<b>Net cash used in financing activities (C)</b>	<b>142.12</b>	<b>(424.20)</b>
<b>D) Net increase in cash and cash equivalents = (A) +(B)+( C )</b>	<b>66.33</b>	<b>(103.08)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>560.02</b>	<b>663.1</b>
<b>Cash and cash equivalents at end of period</b>	<b>626.35</b>	<b>560.02</b>

As per our report of even date

**FOR MAAK & ASSOCIATES**

CHARTERED ACCOUNTANTS

FRN: 135024W

**CA Marmik Shah**

PARTNER

M.NO 133926

UDIN : 21133926AAAAHI5681

**PLACE:** Ahmedabad

**DATE:** 30th June, 2021

For & On Behalf Of The Board

**Power & Instrumentation (Guj) Limited**

**PADMARAJ P. PILLAI**

Managing Director

DIN-00647590

**SRIRAM NAIR**

Director

DIN-06491273

**ROHIT MAHESHWARI**

Chief Financial Officer

PAN-CLKPM9297E

**PARUL MEHTA**

Comapany Secretary

PAN-BOEPM0903H

# Significance Accounting Policies & Notes To Accounts

## 1. NOTE ON COVID-19 PANDEMIC

- The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite period of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown.
- In assessing the recoverability of Firm's assets such as Investments, Loans, intangible assets, Goodwill, Trade receivable, Inventories etc. the Firm has considered internal and external information upto the date of approval of these financial results. The Firm has performed sensitivity analysis on the assumptions used basis the internal and external information / indicators of future economic conditions and expects to recover the carrying amount of the assets.

## 2. COMPANY OVERVIEW

Power & Instrumentation (Guj.) Limited ('the Company') is dealing in business of Electrical Contract Work and dealing in electrical equipment.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### A. BASIS OF ACCOUNTING:

- The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013("the Act"), as applicable. The Financial Statements have been prepared on Accrual Basis under the Historical Cost convention. The Accounting policies adopted in the preparation of the Financial Statements are consistent with those followed in the previous year.

- All the assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Act. The Company has ascertained its operating cycle to be 12 months for the purpose of current and non-current classification of assets and liabilities.

### B. PRESENTATION OF FINANCIAL STATEMENTS

- The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 ( "the Act"). The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards, as applicable.

### C. USE OF ESTIMATES:

The preparation of the Financial Statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported amounts of income and expenditure during the period. The Management believes that the estimates used in preparation of the Financial Statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the period in which the results are known/ materialized.

## Significance Accounting Policies & Notes To Accounts

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### **D. DEPRECIATION:**

Depreciation has been provided by W.D.V. method as per Companies act 2013.

### **E. FIXED ASSETS:**

#### **Tangible Fixed Assets:**

Fixed Assets are stated at Opening W.D.V. less Current Year's depreciation. Cost includes purchase price, taxes and duties which are not recoverable as credit under specific act, labour cost and other direct costs incurred up to the date the asset is ready for its intended use. Allocation of indirect expenses to capital account is done on the basis of technical evaluation by the management. If any.

### **F. INVESTMENTS:**

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

### **G. BORROWING COST AND FINANCE CHARGES:**

Interest and other borrowing costs attributable to qualifying assets has not capitalized. Other interest and borrowing costs are charged to the revenue. If any, Other Finance cost incurred for raising long term borrowing is amortized over the tenure of the borrowing. If any,

Interest and other costs in connection with the borrowing of the funds to the extent related/ attributed to the acquisition / construction of qualifying assets till the time such assets are ready for its intended use or sale are capitalized as part of the cost of asset in conformity with the provision of AS - 16 " Borrowing Costs" and other borrowing costs are charged to Profit and Loss Account for the year in which they are incurred.

### **H. INVENTORIES:**

Inventories are valued at lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary.

### **I. REVENUE RECOGNITION:**

Revenue from operations is recognized as and when service are performed, the consideration is reliably determinable and no significant uncertainty exists regarding the collection of the consideration. The amount recognized as revenue is exclusive of service tax, GST and education cess wherever applicable.

Interest income is recognized on time proportion basis taking into account the principal amounts outstanding and the rate of interest.

### **J. TAXATION:**

Taxes on income are accounted with AS-22 " Accounting for Taxes on Income". Taxes on income comprises both current tax and deferred tax.

- Provision for Income tax is determined considering the disallowance, exemptions and deductions and/or liabilities/ credits and set off available as laid down by the tax law and interpreted by various authorities.
- Deferred Tax being the tax effect of timing difference representing the difference between taxable income and accounting income that originate in one period and are cable of reversal in one or more subsequent period(s). This is measured using substantively enacted tax rate and tax regulation.

## Significance Accounting Policies & Notes To Accounts

- Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.
- The carrying amount of deferred tax assets are reviewed at each reporting date and are adjusted for its appropriateness.
- Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.
- 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 statement of Profit and Loss 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.

### **K. PROVISIONS, CONTINGENT LIABILITIES AND ASSETS:**

#### **Provisions :**

A provision is recognized when the company has present obligations as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and reliable estimate can be made of amount of the obligation. Provisions are not discounted at their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

#### **Contingent Liabilities :**

A Contingent liability is a possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements by way of notes to accounts.

### **L. EMPLOYEE BENEFITS:**

#### **Defined contribution plan:**

- Provident Fund is Defined contribution scheme for all applicable employees. Company's contribution to defined contribution scheme are recognised to the statement of Profit & Loss for the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.
- Leave encashment is recognized as a liability as per rules of the company. Accumulated leave can be availed at any time during the tenure of employment but can be encashed on the completion of service, the liability is recognized on accrual basis.

## Significance Accounting Policies & Notes To Accounts

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- The company provides for Gratuity on the basis of actuarial valuation. The cost of providing defined benefits is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each balance sheet date.
- The Company presents the above liabilities as current and non-current in the balance sheet as per actuarial valuation by the independent actuary.

### **M. IMPAIRMENT OF ASSETS:**

The carrying amounts of the assets are reviewed at each balance sheet date if there is any indication of impairment based on the internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in the prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

### **N. EARNING PER SHARE:**

The company reports basic and diluted Earnings per share in accordance with accounting standard 20 "Earning per Share". Basic earnings per share are computed by dividing the net profit or loss after tax for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per shares outstanding during the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares except where the result are anti – dilutive.

### **O. CASH AND CASH EQUIVALENTS:**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and short-term investments with an original maturity of three months or less.

## **4. RELATED PARTY DISCLOSURES:**

The Company has not any transaction of a material nature with the promoters, Directors of management, their subsidiaries or relatives that may have potential conflict with the interest of the company at large. The register of contacts containing the transaction in which Directors are interested in place before the board regularly for its approval.

The Company confirms that none of the transactions, if any, with the related parties was in material conflict with the interest of the Company.

**5.** In the opinion of the Board of Directors, the current assets, loans and advances would realize not less than the value stated if realized in the ordinary course of business. The provision for all known liabilities is adequate and reasonably estimated.

**6.** The Company has not received any memorandum (as required to be filled by the suppliers with the notified authority under Micro, Small and Medium Enterprise Development Act, 2006) claiming their status during the year as micro, small or medium enterprises. Consequently, there are no amounts paid/ payable to such parties during the year.

## Significance Accounting Policies & Notes To Accounts

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7. Previous year figures have been regrouped /rearranged wherever necessary to correspond with the current year's classifications/disclosure.
8. The Company is operationally and financially fully supported by its promoter companies. In view of the Company's long term business projections and promoter's commitment to the business by providing for necessary funds as and when need arises, the financial statements have been prepared on a going concern basis.
9. Interest expenses includes Rs. Nil (Previous: Nil) pertaining to earlier years.

**As per our report of even date**  
**FOR MAAK & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
FRN: 135024W

**CA Marmik Shah**  
PARTNER  
M.NO 133926  
UDIN : 21133926AAAAHI5681

**PLACE:** Ahmedabad  
**DATE:** 30th June, 2021

**For & On Behalf Of The Board**  
**Power & Instrumentation (Guj) Limited**

**PADMARAJ P. PILLAI**  
Managing Director  
DIN-00647590

**SRIRAM NAIR**  
Director  
DIN-06491273

## Notes forming part of the Financial Statement and Significant Accounting Policies

### Note 1 Share capital

(Rs. In Lacs)

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Number	Amount	Number	Amount
<b>Authorised</b>				
1,30,00,000 Equity Shares of Rs. 10 each fully paid (Previously 1,00,00,000 Equity shares of Rs. 10 each fully paid up)	130,00,000	1,300	100,00,000	1,000
<b>Issued</b>				
Equity Shares of Rs.10 each	-	-	-	-
<b>Subscribed &amp; fully paid up</b>				
70,43,900 Equity Shares of Rs. 10 each fully paid	70,43,900	704.39	70,43,900	704.39
<b>Subscribed but not fully Paid up</b>				
Equity Shares of Rs. 10 each, not fully paid up	-	-	-	-
<b>Total</b>	<b>70,43,900</b>	<b>704.39</b>	<b>70,43,900</b>	<b>704.39</b>

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

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	70,43,900	704.39	70,43,900	704.39
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	70,43,900	704.39	70,43,900	704.39

### Shares in the company held by each shareholder holding more than 5 percent shares

Name of Shareholder	As at 31st March, 2021		As at 31st March, 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
L. Padmavati Pillai	800,000	11.36%	800,000	11.36%
Padamraj P. Pillai	18,14,800	25.76%	18,14,800	25.76%
Sreekala P. Pillai	286,000	4.06%	286,000	4.06%
Sriram Nair	750,500	10.65%	750,500	10.65%
Kavita Pillai	500,000	7.10%	500,000	7.10%
M/s Power Solutions	750,000	10.65%	750,000	10.65%

## Notes forming part of the Financial Statement and Significant Accounting Policies

### Shares issued for other than cash, Bonus issue and Shares bought back

(Rs. In Lacs)

Particulars	Year (Aggregate No. of Shares)	
	As at 31st March, 2021	As at 31st March, 2020
<b>Equity Shares :</b>		
Fully paid up pursuant to contract(s) without payment being received in cash	-	-
Fully paid up by way of bonus shares	-	-
Shares bought back	-	-
<b>Preference Shares :</b>		
Fully paid up pursuant to contract(s) without payment being received in cash	-	-
Fully paid up by way of bonus shares	-	-
Shares bought back	-	-
<b>Unpaid Calls</b>		
By Directors	-	-
By Officers	-	-

#### Notes 1.a

The company has only one class of Equity share having Share Value of Rs.10 per share. Each holder of Equity shares is entitled to one vote per share. In the event of liquidation of the company, the holder of equity share will be entitled to receive any of the remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion of the number of equity shares held by equity shareholder.

#### Notes 1.b

There were no instances of shares being issued/allotted by way of bonus shares or for consideration other than cash and no shares have been bought back by the company during the period of five years immediately preceding the date of balance sheet.

### Note 2

#### Reserves and surplus

(Rs. In Lacs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
	Rs.	Rs.
Profit & Loss Account		
Opening balance	1,926.32	1,661.50
(+) Net Profit/(Net Loss) For the current year	345.83	300.21
(+) Other addition/ (deduction) capital expenses	-	-
(+) Other addition/ (deduction) Share Premium Account -Addition During the year	-	-
(+) Transfer from Reserves	-	-
(-) Provision for Gratuity	-	35.40
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
<b>Closing Balance</b>	<b>2,272.16</b>	<b>1,926.32</b>

## Notes forming part of the Financial Statement and Significant Accounting Policies

### Note 3 Long Term Borrowings

(Rs. In Lacs)

Particulars	As at 31st March, 2021	As at 31st March, 2020	As at 31st March, 2021	As at 31st March, 2020
	Non Current Portion		Current Portion	
	Rs.	Rs.	Rs.	Rs.
<b>Secured</b>				
<b>(a) Term loans</b>				
<b>Loan From Banks</b>				
ICICI Bank Ltd (Vitara Breeza Loan) (Secured against Car) Repayable by Jan, 2022 by monthly installment of Rs. 28,891/-	-	2.50	2.50	3.04
ICICI Bank Ltd (Polo) (Secured against Car) Repayable by July, 2020 by monthly installment of Rs. 28,771/-	-	-	-	1.12
ICICI Bank Ltd (Endevour Car) (Secured against Car) Repayable by Sept, 2023 by monthly installment of Rs. 61,927/-	10.41	16.63	6.22	5.70
ICICI Bank Ltd (Creta-1 Car) (Secured against Car) Repayable by Sept ,2023 by monthly installment of Rs. 39,037/-	6.58	-	3.95	-
ICICI Bank Ltd (Creta-2 Car) (Secured against Car) Repayable by Sept,2023 by monthly installment of Rs. 38,995/-	6.58	-	3.96	-
Kotak Mahindra Bank ECLGS (Secured against existing & future current assets) Repayable by Sept, 2023 by monthly installment of Rs. 2,24,067/-	67.22	-	13.44	-
Axis Bank ECLGS (Secured against existing & future current assets on pari-passu basis with Kotak Mahindra Bank Ltd.) Repayable by Aug,2024 by monthly installment of Rs. 10,26,000/-	297.58	-	71.82	-
<b>Total</b>	<b>388.37</b>	<b>19.13</b>	<b>101.89</b>	<b>9.86</b>

## Notes forming part of the Financial Statement and Significant Accounting Policies

### Note 3 Long Term Borrowings

(Rs. In Lacs)

Particulars	As at 31st March, 2021	As at 31st March, 2020	As at 31st March, 2021	As at 31st March, 2020
	Non Current Portion		Current Portion	
	Rs.	Rs.	Rs.	Rs.
<b>Unsecured</b>				
(a) Loans and advances from related parties				
Loans and advances from related parties #	28.54	38.19		
<b>Total</b>	<b>28.54</b>	<b>38.19</b>	-	-
<b>Total</b>	<b>416.91</b>	<b>57.32</b>	<b>101.89</b>	<b>9.86</b>

# Loan is repayable within 5 years depending upon the liquidity of the company and no interest has been charged

(Rs. In Lacs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
	Rs.	Rs.

### Note 4 Deferred tax (liability) / asset

<u>Tax effect of items constituting deferred tax liability</u>		
On difference between book balance and tax balance of fixed assets	13.80	(2.05)
Tax effect of items constituting deferred tax liability	<b>13.80</b>	<b>(2.05)</b>
<u>Tax effect of items constituting deferred tax assets</u>		
Unabsorbed depreciation carried forward	-	-
Brought forward business losses	-	-
Tax effect of items constituting deferred tax assets	-	-
<b>Net deferred tax (liability) / asset</b>	<b>11.75</b>	<b>(2.05)</b>

#### Note:-TAXES ON INCOME

(a) Current tax is determined on the basis of the amount of tax payable on taxable income for the year.

(b) In accordance with Accounting Standard 22 - "Accounting for Taxes on Income", issued by the institute of Chartered Accountants of India, amount of the deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date.

Deferred tax assets arising from temporary timing differences are recognized to the extent there is reasonable certainty that the assets can be realized in future.

Deferred tax Assets/ (Liabilities) for the current year have been recognised through the Profit and Loss a/c is Rs. 13,80,120/-

(c) Break up of the Deferred Tax Assets and Liabilities into major components of the respective balances are as under.

#### Note 4.a

FOR THE YEAR 2020-21			
PARTICULARS	OPENING	FOR THE YEAR	CLOSING
DEPRECIATION	(1,99,078)	13,80,120	11,81,042
UNABSORBED LOSS	-	-	-
UNABSORBED DEPRECIATION	-	-	-
<b>TOTAL</b>	<b>(1,99,078)</b>	<b>13,80,120</b>	<b>11,81,042</b>

## Notes forming part of the Financial Statement and Significant Accounting Policies

(Rs. In Lacs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
	Rs.	Rs.
<b>Note 5</b>		
<b>Short Term Borrowings</b>		
Loans repayable on demand:		
(a) from Banks		
-Letter of Credit	576.98	-
-Cash Credit	199.88	148.75
-Bank Overdraft	839.88	539.46
(b) from other parties.	-	-
Loans and advances from related parties	-	-
Deposit	-	-
Other loans and advances	78.70	362.65
Note: 1		
<b>Total</b>	<b>1,695.45</b>	<b>1,050.86</b>

1: For FY 2020-21, hereinafter Short Term Liability of LC Accounts are reclassified as Secured Short Term Borrowings, in favor of better presentation of such liability. Previously, the same had been grouped under Sundry Creditors for Goods. Had the same been followed in FY 2019-20, the Trade Payables would appear short of Rs 6.97 Crore & Short Term Borrowings elevated by the same amount.

### Note 6 Trade Payable

Dues to MSMED Creditors #		
Dues to Others		
Sundry Creditors for Goods	665.25	829.22
Sundry Creditors for Expenses & Others	223.79	839.28
<b>Total</b>	<b>889.03</b>	<b>1,668.50</b>

# Note for MSMED

The Company has not received the information and Certificate of Registration under MSMED from its Supplier and hence, the details are not available for disclosure.

### Note 7 Other Current liabilities

Advance received from customer	18.68	31.47
Other Current Liabilities & Payables	100.95	120.23
<b>Total</b>	<b>119.63</b>	<b>151.70</b>

### Note 8 Short Term Provisions

Provision for employee benefit	55.08	37.88
Provision for Income-tax	130.95	107.88
Other short-term Provisions	2.00	0.60
<b>Total</b>	<b>188.03</b>	<b>146.36</b>

## Notes forming part of the Financial Statement and Significant Accounting Policies

<b>Note 9</b> <b>Fixed Assets</b>		(Rs. In Lacs)											
		GROSS BLOCK				DEPRECIATION				NET BLOCK			
		As on 01.04.2020	Addition/ Adjustments	Deletion	As on 31.03.2021	As on 01.04.2020	For the Year	On Deletion/ Adjustments	As on 31.03.2021	As on 31.03.2021	As on 31.03.2021	As on 31.03.2021	As on 31.03.2020
Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.		
Tangible Assets													
Plant & Machinery	55.42	-	48.48	6.94	29.77	1.24	24.89	6.11	6.11	0.83	25.65		
Office equipment & Machineries	70.98	10.75	-	81.73	60.88	5.57	-	66.45	66.45	15.28	10.10		
Furniture & Fixtures	16.06	0.44	-	16.50	13.61	0.66	-	14.27	14.27	2.23	2.45		
Vehicles	187.94	26.12	-	214.06	141.96	16.11	-	158.07	158.07	55.98	45.98		
<b>Total (A)</b>	<b>330.40</b>	<b>37.31</b>	<b>48.48</b>	<b>319.23</b>	<b>246.22</b>	<b>23.58</b>	<b>24.89</b>	<b>244.91</b>	<b>244.91</b>	<b>74.32</b>	<b>84.18</b>		
Intangible assets													
Software	-	-	-	-	-	-	-	-	-	-	-		
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>		
<b>Total [(A)+(B)]</b>	<b>330.40</b>	<b>37.31</b>	<b>48.48</b>	<b>319.23</b>	<b>246.22</b>	<b>23.58</b>	<b>24.89</b>	<b>244.91</b>	<b>244.91</b>	<b>74.32</b>	<b>84.18</b>		
	As on 01.04.2018	Addition/ Adjustments	Deletion	As on 31.03.2019	As on 01.04.2018	For the Year	On Deletion/ Adjustments	As on 31.03.2019	As on 31.03.2019	As on 31.03.2019	As on 31.03.2019		
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.		
<b>Last Year</b>	<b>331.35</b>	<b>3.22</b>	<b>41.95</b>	<b>292.62</b>	<b>215.70</b>	<b>30.54</b>	<b>37.80</b>	<b>208.44</b>	<b>208.44</b>	<b>84.18</b>	<b>84.17</b>		

## Notes forming part of the Financial Statement and Significant Accounting Policies

(Rs. In Lacs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
	Rs.	Rs.
<b>Note 10</b>		
<b>Non Current Investments</b>		
Investment in property	-	-
Investments in Equity instruments	26.54	27.07
Investments in Debenture or bonds	20.14	-
<b>Total</b>	<b>46.68</b>	<b>27.07</b>
<b>Note 11</b>		
<b>Long Term Loans and Advances</b>		
Security deposits	855.82	638.35
<b>Total</b>	<b>855.82</b>	<b>638.35</b>
<b>Note 12</b>		
<b>Inventories</b>		
Raw materials	-	-
Work-in-progress	-	-
Finished goods	284.83	782.29
<b>Total</b>	<b>284.83</b>	<b>782.29</b>
<b>Note 13</b>		
<b>Trade Receivables</b>		
<b>Outstanding for more than 6 months</b>		
a.) Secured, considered good		
b.) Unsecured, considered good	720.67	783.03
c.) Doubtful		
<b>Other trade receivables</b>		
a.) Secured, considered good		
b.) Unsecured, considered good	2,978.63	1,615.93
c.) Doubtful		
<b>Total</b>	<b>3,699.30</b>	<b>2,398.96</b>
<b>Trade Receivable stated above include debts due by:</b>		
Firm in which director is a partner *	34.40	34.40
Private Company in which director is a member	-	-
	34.40	34.40
*Either severally or jointly		

## Notes forming part of the Financial Statement and Significant Accounting Policies

(Rs. In Lacs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
	Rs.	Rs.
<b>Note 14</b>		
<b>Cash and cash equivalents</b>		
<b>Balances with Banks</b>		
Axis Bank (Current Account)7226	1.42	1.57
Axis Bank Ltd Kozhikode (6538080)	0.14	0.14
Kotak Mahindra Bank Ltd C/A (5636)	0.96	0.42
Kotak Mahindra Bank Ltd C/A (7841)	0.19	0.58
SBI A/C No.33814706788	-	-
ICICI Bank CC	-	0.05
ICICI Bank CC-0179	0.16	-
VIJAYA BANK	0.14	0.14
Vijaya Bank (Indore Branch)	0.18	0.18
Vijaya Bank (Goa) Branch	0.12	0.12
<b>Cash in hand</b>	<b>4.49</b>	<b>9.99</b>
<b>Others Cash and Cash Equivalents</b>		
Fixed Deposite with Axis Bank	309.22	312.56
Fixed Deposite with Kotak Bank	309.33	234.27
<b>Total</b>	<b>626.35</b>	<b>560.02</b>
<b>Note 15</b>		
<b>Short-term loans and advances</b>		
Others Short term loans and advances	642.81	519.48
<b>Total</b>	<b>642.81</b>	<b>519.48</b>
<b>Note 16</b>		
<b>Other Current Assets</b>		
Advance to creditors	84.59	649.48
Prepaid Exp	14.54	21.38
VAT Refund	9.85	-
Preliminary Expenses	15.05	20.07
Earnest Money Deposit	21.55	16.01
<b>Total</b>	<b>145.59</b>	<b>706.93</b>
<b>Note 17</b>		
<b>Revenue from operations</b>		
Domestic Turnover		
[a] Supply of Goods	7,877.98	8,035.01
[b] Supply of Services	665.84	866.42
Other Revenue from Operation	-	-
<b>Total</b>	<b>8,543.82</b>	<b>8,901.43</b>

## Notes forming part of the Financial Statement and Significant Accounting Policies

(Rs. In Lacs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
	Rs.	Rs.
<b>Note 18</b>		
<b>Indirect income</b>		
Profit on sale of fixed assets	0.41	1.83
Balance Written off	0.19	-
Consultancy Fees	42.40	-
Foreign Exchange Gain/(Loss)	0.01	0.02
Interest Income on FDR	34.76	42.67
Kasar & Vatav	0.36	6.88
LC Interest Income	1.05	5.75
Other Income	2.07	57.08
Quality Difference Income	-	0.32
Investment Income	0.14	-
<b>Total</b>	<b>81.40</b>	<b>114.53</b>
<b>Note 19</b>		
<b>Purchase</b>		
Purchase of Stock-in-Trade	6,545.63	5,919.07
Purchase of Materials	-	-
<b>Total</b>	<b>6,545.63</b>	<b>5,919.07</b>
<b>Note 20</b>		
<b>Employee Benefits Expense</b>		
Admin Charges(P.F.)	0.50	0.29
Bonus	14.98	20.82
ESIC(Employer)	3.88	3.85
Gratuity	18.67	3.39
Provident Fund (Employer)	11.81	9.98
Salaries and incentives	282.95	289.29
Staff welfare expenses	2.63	2.07
<b>Total</b>	<b>335.42</b>	<b>329.69</b>
<b>Note 21</b>		
<b>Managerial Remuneration</b>		
Directors Remuneration	66.72	40.03
<b>Total</b>	<b>66.72</b>	<b>40.03</b>

## Notes forming part of the Financial Statement and Significant Accounting Policies

(Rs. In Lacs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
	Rs.	Rs.
<b>Note 22</b>		
<b>Payment to Auditor</b>		
<b>Payments to the auditor as</b>		
Statutory Audit Fee	0.45	0.45
Tax Audit Fee	0.15	0.15
<b>Total</b>	<b>0.60</b>	<b>0.60</b>

<b>Note 23</b>		
<b>Insurance Exps</b>		
EAR Insurance Expense	3.56	2.81
Employee Insurance Expense	0.44	-
Insurance Expenses (Site Deduction)	0.02	0.15
Key Man Insurance Expense	4.87	0.75
Marine Insurance Expense	0.01	0.02
Property Insurance Expenses	0.18	-
Vehicle Insurance	0.83	0.91
Workman Compensation Insurance Expense	0.11	0.10
Insurance Expense	4.11	1.74
Note:1		
<b>Total</b>	<b>14.13</b>	<b>6.48</b>

1 : In the previous year all insurance expenses were clubbed under other expense.

<b>Note 24</b>		
<b>Power &amp; Fuel</b>		
Power/Electricity Expense	4.35	6.37
Fuel Expense	13.66	23.14
<b>Total</b>	<b>18.01</b>	<b>29.51</b>

<b>Note 25</b>		
<b>Finance costs</b>		
Bank Processing Fees	12.12	16.44
Bank Charges(BG, LC etc.)	28.34	50.16
Bank Solvancy Charges	1.13	0.23
Conveninece Fees	4.54	7.42
Interest Expenses		
Interest on ECLGS,CC etc.	30.84	43.07
Interest on Car Loan	3.12	3.63
Interest on OD A/c	82.86	108.31
Interest on TDS, Service Tax etc.	2.24	2.72
Late Payment Charges	0.02	0.04
LC Discounting Charges	138.70	159.56
Other Interest Expense	29.87	18.85
<b>Total</b>	<b>333.80</b>	<b>410.42</b>

## Notes forming part of the Financial Statement and Significant Accounting Policies

(Rs. In Lacs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
	Rs.	Rs.
<b>Note 26</b>		
<b>Other expenses</b>		
Administrative Expenses	32.99	24.15
Site Expenses	75.67	168.22
Travelling & Transportation Expenses	22.59	41.51
Sales Promotion & Advertisement Expenses	5.54	4.69
Consultancy & Legal charges	83.56	39.59
Payment to Government Authority	4.67	3.29
Loading & Unloading Charges	27.24	6.81
Food & Accommodation Expenses	17.10	21.48
Other Expenses	55.72	121.23
<b>Total</b>	<b>325.09</b>	<b>430.96</b>

### Note 27

#### Related Party Transactions

Disclosures as per Accounting standards- 15 'Related party Disclosures' are given below:

**i) Key Managerial Personnel (KMP)**

Padmaraj P. Pillai  
Padmavati Pillai  
Sriram Nair

**ii) Relative of Key Managerial Personnel**

Lalita Sumeet Agnihotri  
Kavita P. Pillai

**iii) Enterprise in which significant influence is exercised by Key Managerial Personnel**

Peaton Electrical Company Limited  
Power Solution  
Om Aryaman Infracon LLP

**iv) The following transactions were carried out with related parties in the ordinary course of business during the year:**

Names of Related Parties	Description of Relationship	Nature of Transaction	For the year ended 31st march, 2021	For the year ended 31st march, 2020
Padmaraj P Pillai	Director	Director's Remuneration*	31,93,670	20,77,448
		Loan Taken during the year	150,000	5,720,000
		Loan Repaid during the year	900,432	6,916,240
Padmavati Pillai	Director	Director's Remuneration*	12,00,827	8,05,148
Sriram Nair	Director	Director's Remuneration*	24,47,191	15,44,958
Peaton Electrical Company Limited	Associates Concern	Operational Activities	1237,11,105	750,85,044

## Notes forming part of the Financial Statement and Significant Accounting Policies

Names of Related Parties	Description of Relationship	Nature of Transaction	For the year ended 31st march, 2021	For the year ended 31st march, 2020
Power Solution	Associates Concern	Purchase(including Taxes)	12,25,000	56,33,486
		Sales (including Taxes)	73,24,850	-
Lalita Sumeet Agnihotri	Wife of Director	Advertisement expense	4,19,416	-
Kavita Pillai	Wife of Director	Salary*	13,16,833	8,32,815
		Loan Taken during the year	-	6,00,000
		Loan Repaid during the year	2,15,000	7,85,000
Om Aryaman Infracon LLP	Associates Concern	Office Rent, Electricity & Maintenance Expense	2,67,277	-
		Rent Deposit	48,324	-

### v) Balances outstanding at the year end:

Names of Related Parties	Description of Relationship	Nature of Transaction	As at 31st march, 2021	As at 31st march, 2020
Padmaraj P Pillai	Director	Director's Remuneration*	18,804	11,402
		Loan	-	750,432
Padmavati Pillai	Director	Director's Remuneration*	1,80,145	1,28,063
Sriram Nair	Director	Director's Remuneration*	97,602	-
Peaton Electrical Company Limited	Associates Concern	Operational Activities	-	-
Lalita Sumeet Agnihotri	Wife of Director	Advertisement expense	4,13,125	-
Kavita Pillai	Wife of Director	Salary*	-	4,06,799
		Loan	6,25,000	8,40,000
Om Aryaman Infracon LLP	Associates Concern	Office Rent, Electricity & Maintenance Expense	1,26,689	-
		Rent Deposit	48,324	-

\* Note- Director Remuneration/Salary Including Bonus.

Note: Related parties have been identified by the Management.

## Notes forming part of the Financial Statement and Significant Accounting Policies

(Rs. In Lacs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
	Rs.	Rs.

### Note 28 FOB Value of Exports

<b>Total</b>	-	-

### Note 29 CIF Value of Import

<b>Total</b>	-	-

### Note 30 Expenditure in Foreign Currency

<b>Total</b>	-	-

### Note 31 Disclosure as required by Accounting Standard – AS 17 “Segment Reporting”

The entire operations of the Company relates to only one segment. As such, there is no separate reportable segment under Accounting Standard-AS 17 on Segment Reporting.

### Note 32 Disclosure as required by Accounting Standard – AS 20 “Earning Per Share”, issued by the Institute of chartered Accountants of india

The Company has not issued any potential diluted equity share and therefore the Basic and Diluted earning per Share will be the same. The earning per share is calculated by dividing the profit after tax by weighted average number of shares outstanding.

Particulars	2020-21		2019-20	
	Rs.	Rs.	Rs.	Rs.
(i) Profit after tax before Exceptional Item		34,582,829		40,127,164
(ii) Profit after tax and exceptional Items		34,582,829		30,021,462
(iii) Closing Equity Shares Outstanding (Nos.)				
Opening Equity shares outstanding (Nos.)	7,043,900		7,043,900	
Add:- issued during the year (Nos.)	-		-	
Closing Equity Shares Outstanding (Nos.)		7,043,900		7,043,900
(iv) Weighted Avg no. of shares outstanding - Basic		7,043,900		7,043,900
(v) Weighted Avg no. of shares outstanding - Diluted		7,043,900		7,043,900
(vi) Nominal value of equity share (Rs.)		10.00		10.00

Particulars	2020-21		2019-20	
	Rs.	Rs.	Rs.	Rs.
<b>Basic EPS</b>				
(vii) Earning per share before Exceptional Item (i/iv)		4.91		5.70
(viii) Earning per share after Exceptional Item (ii/iv)		4.91		4.26
<b>Diluted EPS</b>				
(ix) Earning per share before Exceptional Item (i/v)		4.91		5.70
(x) Earning per share after Exceptional Item (ii/v)		4.91		4.26

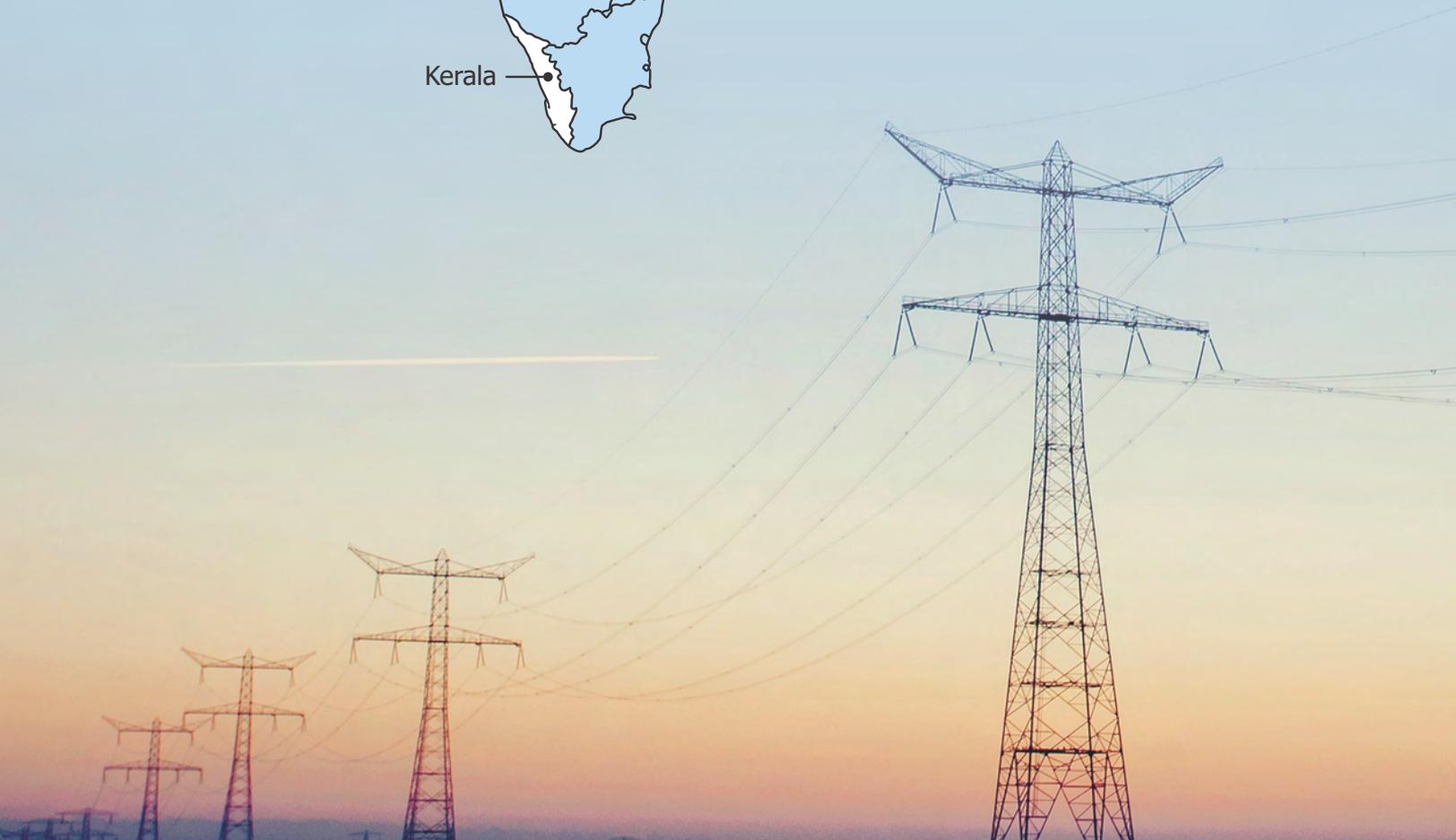
(Rs. In Lacs)

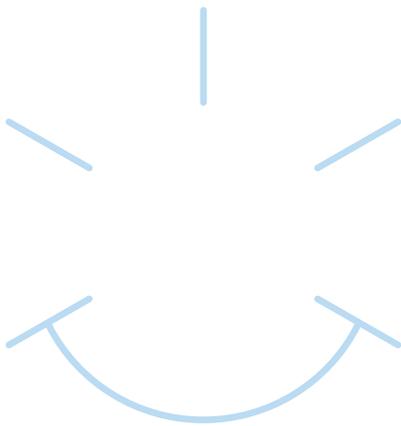
Particulars	As at 31st March, 2021	As at 31st March, 2020
	Rs.	Rs.

**Note 33**  
**Contingent Liabilities and Commitment**

(i) Contingent Liabilities	-	-
(a) Claims against the company not acknowledged as debt		
(b) Bank Guarantees		
Axis Bank		
ICICI Bank		
Kotak Mahindra Bank		
(a) Claims against the company not acknowledged as debt	-	-
(b) Bank Guarantees	-	-
Axis Bank	753.92	1,181.34
Kotak Mahindra Bank	1,261.74	810.75
(c) Other money for which the company is contingently liable		
Letter of credit (Inland L C)	576.98	697.99
<b>Total</b>	<b>2,592.65</b>	<b>2,690.08</b>

# Our Presence





**Power & Instrumentation  
(Guj.) Ltd.**

AN ISO 9001 : 2008 COMPANY

**REGISTERED OFFICE**

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