

KEYNOTE

DIRECTORS' REPORT

To,
The Members of KEYNOTE COMMODITIES LIMITED

Dear Shareholders,

Your Directors have pleasure in presenting the 21st Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2021.

1. FINANCIAL SUMMARY OF THE COMPANY:

(In Rs.)

Particulars	2020-2021	2019-20
Total Revenue	2,87,86,473	22,98,714
Total Expenses	18,00,405	1,98,87,068
Profit before depreciation	2,69,86,068	(17,588,354)
Less: Depreciation	Nil	Nil
Profit before Tax	2,69,86,068	(17,588,354)
Provision for Taxation:		
- Current Tax	754	171,419
- Short/ (Excess) Provision of Taxation for Earlier Years	Nil	Nil
- Deferred Tax Liability / (Asset)	7,64,854	8
Profit after tax	2,62,20,460	(1,77,59,781)
Earning per share (Basic and Diluted) (in Rs.)	74.92	(50.74)

2. REVIEW OF PERFORMANCE:

During the financial year, the Company has earned Total Revenue of Rs. 2,87,86,473 as compared to Rs. 22,98,714 for the previous year. Profit after Tax stood at Rs. **2,62,20,460** as compared to loss of Rs. (1,77,59,781) for the previous year.

3. TRANSFER TO RESERVES:

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

4. DIVIDEND:

The Directors of the Company have decided to conserve the resources and no dividend is being recommended.

5. CHANGE IN NATURE OF BUSINESS, IF ANY:

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

Keynote Commodities Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 6826 6000- Fax: 91 22 6826 6088- Email: kcl@keynoteindia.net • Website: www.keynoteindia.net
CIN-U72900MH2000PLC127047

6. STATE OF THE COMPANY'S AFFAIRS:

During the year under review, your Company enjoyed cordial relationship with employees at all levels.

7. MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of the company to which the financial statement relate and the date of the report.

8. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

There are no significant and material orders issued against the Company by any regulating authority or court or tribunal affecting the going concern status and Company's operation in future.

9. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

There were no frauds reported by the Auditors under section 143(12) during the Financial Year under review.

10. COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS:

Your Board informs you that during the Financial year under review, the Company has complied with the provisions of the Board Meetings and the General Meetings as stated in Secretarial Standard-1 (SS-1) and Secretarial Standard- 2 (SS-2) respectively, issued by the Institute of Company Secretaries of India (ICSI), constituted under Section 3 of Company Secretaries Act, 1980.

11. HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

Your Company is a wholly owned subsidiary of "Keynote Capitals Limited".
The Company does not have any Subsidiary, Associate and Joint Venture Company at the year end.

12. PUBLIC DEPOSIT:

Your Company has neither accepted nor renewed any deposit within the meaning of Section 73 and other applicable provisions, if any, of the Companies Act, 2013 and the necessary rules made thereunder during the year ended 31st March 2021.

13. STATUTORY AUDITORS:

The Board of Directors of the Company recommends reappointment of M/s. RSVA & Co. Chartered Accountants, having (Firm Registration Number: 110504W), as the Statutory Auditors of the Company to hold the office for the term of five years beginning from the

conclusion of the ensuing Annual General Meeting till the conclusion of the 26th Annual General Meeting of the Company to be held in financial year ended 2025-26 on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

The Company has received a consent letter from them to the effect that their re-appointment, if made, would be in conformity with the limits prescribed under Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and that they are not disqualified for such re-appointment within the meaning of Section 139 of the said Act.

There were no qualifications, reservations, adverse remarks or comment made by the Auditors in their report for the year 2020-21. The Auditors have referred to certain routine matters in their report and the respective notes to the accounts are self-explanatory.

14. SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company being a Unlisted Step Down Subsidiary of Keynote Financial Services Limited and Wholly Owned Subsidiary of Keynote Capitals Limited, Board has appointed M/s. Uma Lodha & Co., Practicing Company Secretaries to conduct the Secretarial Audit of your Company for the financial year ended 31st March 2021.

There were no qualifications, reservations, adverse remarks or comment made by the Secretarial Auditor in their report.

The secretarial audit report in form MR-3 is attached as Annexure III.

15. SHARE CAPITAL:

a. Authorised, Issued and Paid up Share Capital:

The Company at its Extra-Ordinary General Meeting held on 21st September, 2020 approved the reclassification of the Authorised Share Capital of the Company from Rs. 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,00,00,000 (Rupees One Crore Only) comprising 3,50,000 (Three Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 6,50,000 (Six Lacs fifty thousand) Preference Shares of Rs. 10/- (Rupees Ten Only) each and consequently amended Clause V of Memorandum of Association of the Company.

During the year under review, the paid up share capital of the Company has increased from Rs. 35,00,000 divided into 3,50,000 equity Shares of Rs. 10 each to Rs. 95,00,000 divided into 3,50,000 equity Shares of Rs. 10 each and 6,00,000 4% Non - Cumulative, Non-Participating, Optionally Convertible Preference Shares (OCPS) - Series A of Rs. 10/- each.

b. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

The company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees as per Rule 16(4) of Companies (share capital and debentures) Rules, 2014.

c. Issue of Sweat Equity Shares:

The Company has not issued any sweat equity share during the financial year under review.

d. Issue of Equity Shares With Differential Rights:

The Company has not issued any Equity Shares with differential voting rights during the financial year as per Rule 4(4) of Companies (Share capital and debentures) Rules, 2014.

e. Issue of Employee Stock Option:

The company has not issued any employee stock option during the financial year as per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014.

f. Issue of Equity Shares Without Differential Rights:

The Company has not issued any Equity Shares without Differential Rights during the financial year as per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014.

g. Issue of Optionally Convertible Preference Shares (OCPS) :

The Company has issued & allotted 6,00,000 (Six lakhs) 4% Non - Cumulative, Non Participating, Optionally Convertible Preference Shares (OCPS) - Series A of Rs. 10/- each for cash, at a premium of Rs. 15 per OCPS aggregating to Rs. 1,50,00,000 (Rupees One Crore Fifty Lacs only) during the financial year as per provisions of Sections 55, 42, 62 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014.

16. EXTRACT OF THE ANNUAL RETURN:

The extracts of the Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in Form No. MGT - 9 is enclosed herewith in **Annexure-I**.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

(A) Conservation of energy:

Considering the nature of business activities carried out by the Company, your Directors have nothing to report with regard to conservation of energy as required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

(B) Technology absorption:

The management keeps itself abreast of the technological advancements in the industry and has adopted the state-of-the-art transaction, billing and accounting systems and also risk management solutions.

(C) Foreign exchange earnings and Outgo:

- a) The foreign exchange earnings - NIL
- b) The foreign exchange expenditure - NIL

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

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

19. DIRECTOR & KEY MANAGERIAL PERSONNEL:

There is no change in the composition of the Board of Directors of the company during the financial year under review.

The composition of the Board of Directors of the company comprising as follows:

Sr. No.	Name of the Director	DIN	Designation
1.	Vineet Suchanti	00004031	Non- Executive Director
2.	Rakesh Choudhari	00009093	Non- Executive Director
3.	Manish Desai	02925757	Non- Executive Director
4.	Uday S. Patil	00003978	Non-Executive Director

Key Managerial Personnel (KMP):

As such, the provisions for appointment of 'Key Managerial Personnel (KMP)' are not applicable to the Company under the Companies Act, 2013 and the necessary rules made thereunder.

20. DIRECTOR LIABLE TO RETIRE BY ROTATION:

In accordance with the provision of Section 152(6)(a) of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Uday Shankarrao Patil (DIN: 00003978) Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. Your Board recommends his re-appointment.

21. AUDIT COMMITTEE, NOMINATION AND REMUNERATION COMMITTEE AND MANAGEMENT COMMITTEE:

(a) Audit and Nomination and Remuneration Committee and Stakeholder Relationship Committee:

As such, the provision for constituting Audit Committee and Nomination and Remuneration Committee and Stakeholder Relationship Committee is not applicable to the Company under the Companies Act, 2013 and the necessary rules made thereunder.

(b) Management Committee:

As per the provisions of Section 179 of the Companies Act, 2013, the Management Committee is formed to authorize the committee to approve intercorporate loans, investments or guarantee or security and borrowing facilities as and when granted by the Banks, Financial Institution and other entities and execution of documents for these facilities.

The Composition of Management Committee comprising as follows:

Sr. No.	Name of the Director	Designation in the Committee
1.	Rakesh Choudhari	Chairman
2.	Vineet Suchanti	Member
3.	Devin Joshi	Member

23. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE FINANCIAL YEAR:

Your Board of Directors has duly met Six (06) times during the financial year under review, i.e. on 27th June, 2020, 07th July, 2020, 13th August, 2020, 23rd October, 2020 , 02nd November, 2020 and 08th February, 2021 respectively in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minute Book maintained for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

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

The Particulars of Loans, Guarantees and Investment made by the company under Section 186 of Companies Act, 2013 during the year have been disclosed in the notes to accounts to the financial statements.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

There were Contracts or Arrangements made with the related parties at arm's length basis and in ordinary course of business as per the provisions of Section 188 of the Companies Act, 2013, details of the same is attached in Form AOC-2 as Annexure II to this report.

26. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

As such, the provision for establishing "Vigil Mechanism/Whistleblower Policy" is not applicable to the Company.

27. RISK MANAGEMENT:

The Company has developed and implemented "Risk management Policy". At present the company has not identified any element of risk which may threaten the existence of the company.

28. MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013, IF ANY.:

As such, the provision for maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the company.

29. PREVENTION OF SEXUAL HARASSMENT (POSH) AT WORKPLACE:

The provisions relating to the Prevention of Sexual Harassment (POSH) as per Rule 8 of the Companies (Accounts) Rules, 2014 of the Companies Act, 2013 and constitution of Internal Complaints Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 [14 of 2013]" is not applicable to the company.

30. DEMATERIALIZATION:

As per the Rule 9A sub rule 11 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the company being wholly owned subsidiary of Keynote Capitals Limited, the requirement of Issue the securities only in dematerialised form; and Facilitate dematerialisation of all its existing securities is not applicable to the Company.

Although, the Equity shares of the Company can be held in dematerialized form. The Company has signed the tripartite agreement with Central Depository Services (India) Limited and Bigshare Services Private Limited, Registrar & Transfer Agent for dematerialization of existing holding of the shareholders.

Presently 99.99% of equity capital of the company is in dematerialized mode. The International Securities Identification Number (ISIN), allotted to the Company is INE04LQ01014.

31. DIRECTOR'S RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures,
- b. 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 at the end of financial year and of the profit and loss of the company for that period,

- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities,
- d. The Directors had prepared the annual accounts on a going concern basis,
- e. 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.

32. ACKNOWLEDGMENT:

We take this opportunity to express our deep sense of gratitude to Registrar of Companies (ROC), M/s. RSVA & Co. (Statutory Auditors), our Clients, Bankers and other Government Agencies for their continued support.

**By order of the Board
For KEYNOTE COMMODITIES LIMITED**



Uday Patil
Director
(DIN: 00003978)



Rakesh Choudhari
Director
(DIN: 00009093)

**Place: Mumbai
Date: 09/06/2021**

ANNEXURE - I TO THE DIRECTORS' REPORT**Form No. MGT-9****Extract of Annual Return****As on the financial year ended on 31st March 2021****[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rule, 2014]****I. REGISTRATION AND OTHER DETAILS:**

1.	Corporate Identity Number (CIN)	:	U72900MH2000PLC127047
2.	Registration Date	:	07-06-2000
3.	Name of the Company	:	KEYNOTE COMMODITIES LIMITED
4.	Category/Sub-Category of the Company	:	Indian Non-Government Company
5.	Address of the Registered Office and contact details	:	The Ruby, 9 th Floor, Senapati Bapat Marg, Dadar (West), Mumbai-400 028
6.	Whether listed Company (Yes/No)	:	Unlisted
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059 Contact: 022 - 62638200

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. No.	Name and Description of main products/services	NIC Code of the product /service	% to the total turnover of the Company
1.	Financial Intermediation (Commodity Broking)	6612	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of Shares held	Applicable Section
1.	Keynote Capitals Limited The Ruby, 9 th Floor, Senapati Bapat Marg, Dadar (West), Mumbai-400028	(CIN: U67120MH1995PLC088172)	Holding	100	2(46)

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

I. CATEGORY-WISE SHARE HOLDING

[illegible][illegible]

shareholders holding nominal share capital in excess of Rs.1 lakh									
c) .. Others	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (B)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	349,990	10	350,000	100	349,990	10	350,000	100	Nil

II). SHAREHOLDING OF PROMOTERS:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total Shares of the Company	% of Shares Pledge d/encumbered to total shares	No. of shares	% of total Shares of the Company	% of Shares Pledged /encumbered to total shares	
1.	Keynote Capitals Limited	349,940	99.98	Nil	349,940	99.98	Nil	Nil
2	Mr. Nirmal Suchanti (Nominee of Keynote Capitals Limited)	10	0.00	Nil	10	0.00	Nil	Nil
3	Mrs. Pushpa Suchanti (Nominee of Keynote Capitals Limited)	10	0.00	Nil	10	0.00	Nil	Nil
4	Mr. Vivek Suchanti (Nominee of Keynote Capitals Limited)	10	0.00	Nil	10	0.00	Nil	Nil
5	Mr. B. Madhuprasad (Nominee of Keynote Capitals Limited)	10	0.00	Nil	10	0.00	Nil	Nil
6	Mr. Uday Patil (Nominee of Keynote Capitals Limited)	10	0.00	Nil	10	0.00	Nil	Nil
7	Mr. Rajguru Undage (Nominee of Keynote Capitals Limited)	10	0.00	Nil	10	0.00	Nil	Nil
	Total	350,000	100	Nil	350,000	100	Nil	Nil

III) CHANGE IN PROMOTERS' SHAREHOLDING: THERE IS NO CHANGE DURING THE YEAR

Sr. No.	For Each Promoters	Shareholding at the beginning of the Year		Remarks			Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	Date	Increase/Decrease	Reason	No. of Shares	% of total shares of the company
1	Keynote Capitals Limited	349,940	99.98		No change		349,940	99.98
2	Mr. Nirmal Suchanti (Nominee of Keynote Capitals Limited)	10	0.00		No change		10	0.00
3	Mrs. Pushpa Suchanti (Nominee of Keynote Capitals Limited)	10	0.00		No change		10	0.00
4	Mr. Vivek Suchanti (Nominee of Keynote Capitals Limited)	10	0.00		No change		10	0.00
5	Mr. B. Madhuprasad (Nominee of Keynote Capitals Limited)	10	0.00		No change		10	0.00
6	Mr. Uday Patil (Nominee of Keynote Capitals Limited)	10	0.00		No change		10	0.00
7	Mr. Rajguru Undage (Nominee of Keynote Capitals Limited)	10	0.00		No change		10	0.00

IV.) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS): NOT APPLICABLE

V.) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL

v.) SHAREHOLDING OF DIRECTORS AND KEY MANAGEMENT PERSONNEL

Sr. No.	For Each KMP	Directors & Shareholding at the beginning of the Year	Remarks			Cumulative Shareholding during the year		
			No. of Shares	% of total shares of the company	Date	Increase/Decrease	Reason	No. of Shares
1	Uday Patil	10	0.00	No change			10	0.00
2	Vineet Suchanti	NIL	NIL	No change			NIL	NIL
3	Rakesh Choudhari	NIL	NIL	No change			NIL	NIL
4	Manish Desai	NIL	NIL	No change			NIL	NIL

*Mr. Uday Patil is holding 10 equity share as a Nominee of Keynote Capitals Limited.

VI). DETAILS OF INDEBTEDNESS:

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 01-04-2020				
i). Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
• Addition	NIL	NIL	NIL	NIL
• Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year - 31-03-2021	NIL	NIL	NIL	NIL
i). Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VII). REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

(a) Remuneration to Managing Director, Whole-Time Directors and/or Manager:
Not Applicable

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount (Rs. In lacs)
1.	Gross Salary		
	(a). Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b). Value of perquisites u/s17(2) Income-tax Act, 1961	NIL	NIL
	(c). Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission	NIL	NIL
	- As % of Profit	NIL	NIL
	- Others specify	NIL	NIL
5.	Others, please specify (Bonus)	NIL	NIL
	Ceiling as per the Act	NIL	NIL
	Total	NIL	NIL

B. Remuneration of other Directors:**I. Independent Directors: Not Applicable**

Particulars of Remuneration	Name of Directors		Amount (Rs. In lacs)
Fees for attending board committee meetings	Nil	Nil	Nil
Commission	Nil	Nil	Nil
Others	Nil	Nil	Nil
Total (1)	Nil	Nil	Nil

II. Other Non-Executive Directors: Nil

Other Non-Executive Directors	Amount (Rs. In lacs)
Fees for attending board committee meetings	Nil
Commission	Nil
Others	Nil
Total (2)	Nil
Total B = (1+2)	Nil
Ceiling as per the Act	Nil

C. Remuneration to Key Managerial Personnel (KMP) other than MD/Manager/WTB:

Not Applicable

VIII). PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT /Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

By order of the Board
For KEYNOTE COMMODITIES LIMITED



Uday Patil
Director
(DIN: 00003978)



Rakesh Choudhari
Director
(DIN: 00009093)

Place: Mumbai
Date: 09/06/2021

ANNEXURE - II TO THE DIRECTORS' REPORT

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


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

Name of the Related Party & Nature of Relationship	---	---	---	---	---	---
Nature of Relationship	---	---	---	---	---	---
Nature of contracts/arrangements/transactions	---	---	---	---	---	---
Duration of the contracts / arrangements/transactions	---	---	---	---	---	---
Salient terms of the contracts or arrangements or transactions including the value, if any	---	---	---	---	---	---
Justification for entering into such contracts or arrangements or transactions	---	---	---	---	---	---
Date(s) of approval by the Board	---	---	---	---	---	---
Amount paid as advances, if any	---	---	---	---	---	---
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	---	---	---	---	---	---

2. Details of contracts or arrangement or transactions at arm's length basis:

Name of the Related Party	Keynote Capitals Limited	Keynote Capitals Limited
Nature of Relationship	Holding Company	Holding Company
Nature of contracts/arrangements/transactions	Purchase of security	Sale of security
Duration of the contracts / arrangements/transactions	As per the terms and conditions between the parties	As per the terms and conditions between the parties
Salient terms of the contracts or arrangements or transactions including the value, if any	Purchase of security of worth Rs.198.60 lakh	Sale of security of worth Rs.751.96 lakh
Date(s) of approval by the Board, if any,	NA	NA
Amount paid as advances, if any	NA	NA

**By order of the Board
For KEYNOTE COMMODITIES LIMITED**


Uday Patil
Director
(DIN: 00003978)


Rakesh Choudhari
Director
(DIN: 00009093)

**Place: Mumbai
Date: 09/06/2021**

ANNEXURE - III TO THE DIRECTORS' REPORT

Form MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

**To
The Members of
Keynote Commodities Limited**

We have conducted the secretarial audit of the compliance of applicable statutory provision and the adherence to good corporate practices by **M/S KEYNOTE COMMODITIES LIMITED (CIN: U72900MH2000PLC127047)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **M/S KEYNOTE COMMODITIES LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes' books, forms and returns filed and other records maintained by **M/S KEYNOTE COMMODITIES LIMITED** for the financial year ended 31st March, 2021 according to the provisions of:

- (i). The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (iii). The following laws are specifically applicable to the Company:
 - The Prevention of Money Laundering Act, 2002
 - Forward Contracts (Regulation) Act, 1952

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

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

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

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Directors. No changes took place in the composition of the Board of Directors during the period under review.

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

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

During the year under review, In accordance with the provisions of Section 13, 61 and all other applicable provisions, the Company at its Extra-Ordinary General Meeting held on 21st September, 2020 approved the reclassification of its Authorised Share Capital of the Company from Rs.1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each into Rs.1,00,00,000 (Rupees One Crore Only) comprising 3,50,000 (Three Lacs Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten Only) each and 6,50,000 (Six Lacs fifty thousand) Preference Shares of Rs.10/- (Rupees Ten Only) each and consequently altered Clause V of Memorandum of Association of the Company, relating to Share Capital.

During the year under review, the Company has issued & allotted 6,00,000 (Six lakhs) 4% Non – Cumulative, Non Participating, Optionally Convertible Preference Shares (OCPS) – Series A of Rs. 10/- each for cash, at a premium of Rs. 15 per OCPS aggregating to Rs. 1,50,00,000 (Rupees One Crore Fifty Lacs only) as per provisions of Sections 55, 42, 62 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules 2014.

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

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

Place: Mumbai
Date: 09/06/2021

For Uma Lodha & Co.
Practicing Company Secretaries

Sd/-
Proprietor
ACS/FCS No.: 5363
C.P. No.2593
UDIN No. F005363C000439192

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE B(i)' and forms an integral part of this report.

ANNEXURE B(i)

To
The Members
M/S. KEYNOTE COMMODITIES LIMITED

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

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

Place: Mumbai
Date: 09/06/2021

For Uma Lodha & Co.
Practicing Company Secretaries

Sd/-
Proprietor
ACS/FCS No.: 5363
C.P. No.2593
UDIN No. F005363C000439192



RSVA & CO. (REGD.)

CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Members of

Dated:24.05.2021

KEYNOTE COMMODITIES LIMITED

**Report on the standalone Standalone financial
statements**

Opinion

We have audited the accompanying standalone Standalone financial statements of **KEYNOTE COMMODITIES LIMITED** ("the Company"), which comprises the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, Cash Flow Statement and Statement of Changes in Equity for the year then ended and notes to the Standalone Standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Company Act-2013, as amended 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 31st March, 2021 and its Loss and its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Companies Act, 2013 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.



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Key Audit Matters

Key audit matters are those matters that in our professional judgment, were of most significance in our audit of the Standalone Financial Statement for the financial year ended March31,2021.We have determined that there are no key audit matters to communicate in our report.

Information other than Financial Statements and Auditors' Report thereon

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 Standalone Financial Statements and our auditors' report thereon.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and ,in doing so,consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be material misstatement of this other information, we are required to report that fact.in our observation we state that We have nothing to report in this regard.

Responsibility of Management for the Standalone financial statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards(Ind As) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules,2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 control that were



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operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

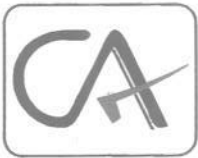
Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone financial statements

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

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

1. Identify and assess the risks of material misstatement of the Standalone Financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of



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the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

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

4. 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 auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the Standalone Financial statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 in our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditors' 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.



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Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including the statement of Other Comprehensive income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid Standalone Financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e. On the basis of written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



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- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial statements - Refer Notes to the Financial Statements.
- ii. The Company did not have any long-term contracts including derivative contracts.

For **RSVA & CO.**
Chartered Accountants,
Firm Registration No. 110504W

CA R. S. AGARWAL - Partner

UDIN:21041817AAAACA8293.



Place : Mumbai
Date: 24.05.2021
Membership No.041817



RSVA & CO. (REGD.)

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“Annexure A” to the Independent Auditor’s Report

The Independent Auditor’s Report of even date on the Standalone Financial Statements of KEYNOTE COMMODITIES LIMITED.

(In Reference to in paragraph 1, under ‘Report on Other Legal and Regulatory Requirement’s’ section of our Report of even date)

- i. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no immovable property held in the name of the Company.
- ii. The Company is a Service Company, primarily rendering commodities brokerage services. Accordingly, it does not hold any physical inventories. Thus paragraph 3(ii) of the Order is not applicable to the Company.
- iii. The Company has not granted unsecured loans and advances to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to loans and investments made.
- v. The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013 and the rules made thereunder.
- vi. As informed to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

**RSVA & CO. (REGD.)****CHARTERED ACCOUNTANTS**

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vii. a) According to the information and explanations given to us and based on the records of the Company examined by us, the Company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, GST, Duty of Custom, Duty of Excise, Value Added Tax, Cess and statutory dues, as applicable, with the appropriate authorities.

b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, E.S.I.C, income tax, sales tax, G.S.T., duty of customs, Duty of custom, Duty of excise, Value added tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. However, according to information and explanations given to us, the following dues of Income Tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of dues	Amount (In Rs.)	Period to which the amount relates	Forum where dispute is pending
INCOME TAX ACT, 1961	INCOME TAX	88,16,570/-	2014-15	CIT (APPEALS)

viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

ix. According to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration.



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- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Act. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. According to the information and explanations provide to us, the provisions of the section 45-IA of the Reserve Bank of India Act 1934 are not applicable to the company.

For **RSVA & CO.**
Chartered Accountants,
Firm Registration No. 110504W

[Signature]

CA R. S. AGARWAL - Partner
Membership No. 041817
UDIN:21041817AAAACA8239



Place: Mumbai
Date: 24.05.2021



RSVA & CO. (REGD.)

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“Annexure B” to the Independent Auditor’s Report

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 KEYNOTE COMMODITIES LIMITED ('the Company') as of 31st March, 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

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



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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 with reference to these Standalone Financial Statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting with reference to those Standalone Financial Statements.

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 Standalone 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 Standalone financial statements in accordance with generally accepted accounting principles, and that receipt and expenditure of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone financial statements.



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Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Standalone Financial Statements

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 31st March, 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 RSVA & CO.
Chartered Accountants,
Firm Registration No. 110504W

CA R. S. AGARWAL - Partner
Membership No. 041817
UDIN:21041817AAAACA8293.



Place: Mumbai
Date: 24.05.2021

KEYNOTE COMMODITIES LIMITED

Audited Balance Sheet as at 31st. Mar. 2021

	Note No.	As at 31 Mar. 2021	As at 31 Mar. 2020
ASSETS			
FINANCIAL ASSETS			
Cash & Cash Equivalent	1	1,49,492	1,19,492
Bank Balance	2	10,86,049	55,40,231
Trade Receivables	3	3,31,381	-
Loans / Deposit	4	-	1,56,61,622
Investments	5	10,60,73,261	4,85,37,016
Other Financial Assets	6	1,14,91,918	1,34,10,456
NON FINANCIAL ASSETS			
Deferred Tax Assets	7	-	27,499
Property Plant & Equipment	8	6,814	6,814
Other Non Financial Assets	9	25,84,562	21,07,925
Current Tax Asset (Net)	10	86,389	-
Total Assets		12,18,09,866	8,54,11,054
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Payables			
(i) Trade Payables			
(i) Total Outstanding Dues of MSME	11	3,86,09,000	7,22,74,231
(ii) Total Outstanding Other than above			
Other Financial Liabilities	12	2,81,11,748	1,46,618
Non Financial Liabilities			
Current Tax Liabilities (Net)	13	-	30,321
Provisions	14	14,27,420	12,56,001
Deferred Tax Liabilities	15	7,37,355	-
EQUITY			
(a) 4% Non- Cumulative Optionally Convertible Preference Shares	16	60,00,000	-
(b) Equity Share Capital		35,00,000	35,00,000
(c) Other Equity	17	4,34,24,343	82,03,883
Total Liabilities & Equity		12,18,09,866	8,54,11,054
Significant Accounting Policies			
The Accompanying Notes 28 to 43 are an integral part of the Financial Statements			

"AS PER OUR REPORT OF EVEN DATE ATTACHED"

FOR RSVA & CO.
Chartered Accountants
Firm Reg.No.110504W

CA R.S.AGARWAL-PARTNER
M.NO.041817
Place:Mumbai
Date: 24th. May 2021
UDIN No. 21041817AAAACA8293



For KEYNOTE COMMODITIES LIMITED

Uday
Shankar
rao Patil

Uday Patil
Director
(DIN 00003978)

Rakesh
Shriram
Choudhari

Rakesh Choudhari
Director
(DIN 00009093)

Digitally signed by
Rakesh Shriram
Choudhari
Date: 2021.05.24
20:24:50 +05'30'

KEYNOTE COMMODITIES LIMITED			
Audited Profit & Loss Statement for year ended 31st. Mar, 2021			
(Amt. in Rs.)			
Particulars	Note No.	As at 31 Mar. 2021	As at 31 Mar. 2020
Speculation Income (F & O)	18	28,486	-
Dividend Income	19	1,54,702	83,670
Profit from Sale of Investments	20	1,03,24,816	4,14,359
Profit from Trading in Securities	21	1,02,181	-
Interest Income	22	7,50,860	14,10,986
Income from Mutual Fund	23	3,57,311	3,89,699
Profit on Revaluation as per IND AS	24	1,70,68,117	-
Total Revenue From Operations		2,87,86,473	22,98,714
Expenses:			
Net Loss on Fair Value Changes	25	-	1,83,32,558
Employee Benefit Expenses	26	2,96,604	3,47,559
Other Expenses	27	15,03,801	12,06,951
Total Expenses		18,00,405	1,98,87,068
Profit /(Loss) Before Tax		2,69,86,068	-1,75,88,354
Profit /(Loss) Before Tax		2,69,86,068	-1,75,88,354
Tax expense:			
Current Tax		754	1,71,419
Short / (Excess) Provision of Taxation for Earlier Years		-	-
Deferred Tax		7,64,854	8
Profit (Loss) for the period		2,62,20,460	-1,77,59,781
Earnings per equity share:			
Basic		74.92	-50.74
Diluted		74.92	-50.74
Significant Accounting Policies			
The Accompanying Notes 28 to 43 are an integral part of the Financial Statements			

FOR RSVA & CO.

Chartered Accountants

Firm Reg.No.110504W

CA R.S. AGARWAL PARTNER

M.NO.041817

Place:Mumbai

Date: 24th. May 2021

UDIN No. 21041817AAAACA8293

For KEYNOTE COMMODITIES LIMITED

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by Uday
Shankarrao Patil
Date: 2021.05.24
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Uday Patil

Director

(DIN 00003978)

Rakesh
Shriram
Choudhari

Rakesh Choudhari

Director

(DIN 00009093)

Digitally signed by
Rakesh Shriram
Choudhari
Date: 2021.05.24
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KEYNOTE COMMODITIES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st. MARCH. 2021
(Pursuant to Listing Agreement With Stock Exchange)

(Amt. In Rs.)

	Year Ended 31-Mar-21	Year Ended 31-Mar-21	Year Ended 31-Mar-20	Year Ended 31-Mar-20
CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit Before Tax and Extraordinary Items		2,69,86,068		(1,75,88,354)
Adjustment For :				
Interest Income (net)	(7,50,860)	(7,50,860)	14,10,986	14,10,986
Operating profit before working capital changes		2,62,35,208		(1,61,77,368)
Adjustment For :				
Increase /(Decrease) in Trade Payables	(3,36,65,231)			
Increase / (Decrease) in Other Financial Liabilities	2,79,65,129		(2,52,30,439)	
Increase /(Decrease) in Reval. Of Inv. Stock as per IND AS				
Increase /(Decrease) in Provisions	1,70,665		2,390	
Increase /(Decrease) in Current Tax Liability	-1,16,710			
Decrease /(Increase) in Trade and other receivables	-3,31,381			
(Increase) / Decrease in Other Non Financial Assets	(4,76,637)		(1,84,694)	
(Increase) / Decrease in Short Term Loans & Advances	1,56,61,622		2,65,57,049	
Decrease/(Increase) in Other Current Assets	-	92,07,457	-	11,44,306
NET CASH FROM OPERATING ACTIVITIES		3,54,42,665		(1,50,33,062)
CASH FLOW FROM INVESTING ACTIVITIES:				
Sale / (Purchase) of Investments	(5,75,36,245)		22,65,186	
Interest Income	7,50,860		(14,10,986)	
Decrease /(Increase) in Loans & Advances	19,18,538		1,40,46,424	
NET CASH FROM INVESTING ACTIVITIES		(5,48,66,847)		1,49,00,624
CASH FLOW FROM FINANCING ACTIVITIES:				
Receipt on Share Application Money	1,50,00,000			
NET CASH FROM FINANCING ACTIVITIES		1,50,00,000		-
NET INCREASE IN CASH AND CASH EQUIVALENTS (i)		-44,24,181		(1,32,438)
Cash and cash equivalents as at Beginning of the year (Opening Balance)		56,59,723		57,92,161
Cash and cash equivalents as at 31st. March 2021 (i)+(ii) (Closing Balance)		12,35,541		56,59,723

NOTES TO THE CASH FLOW STATEMENT

- The above Cash flow statement has been prepared under the "indirect method" as set out in Accounting Standard 3, 'Cash Flow Statement' issued by the Institute of Chartered Accountants of India.
- Figures in bracket indicate cash outgo / income.
- Previous year's figures have been regrouped / rearranged wherever necessary to confirm to current year classification.

4. Cash and Cash Equivalents represent:	<u>As at 31/03/2021</u>	<u>As at 31/03/2020</u>
Cash	1,49,492	1,19,492
With Banks		
-Current Accounts	10,86,049	37,45,529
-Fixed Deposits	-	17,94,702
Total cash and cash equivalents	<u>12,35,541</u>	<u>56,59,723</u>

"AS PER OUR REPORT OF EVEN DATE ATTACHED"

FOR RSA & CO.
Chartered Accountants
Firm Reg.No.110504W



CA R.S.AGARWAL-PARTNER
M.NO.041817
Place: Mumbai
Date: 24th. May 2021
UDIN No. 21041817AAAACA8293

For KEYNOTE COMMODITIES LIMITED

Uday
Shankarrao Patil
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Date: 2021.05.24
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Rakesh
Shriram Choudhari
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Date: 2021.05.24
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Uday Patil
Director
(DIN 00003978)

Rakesh Choudhari
Director
(DIN 00009093)

KEYNOTE COMMODITIES LIMITED

As on 31 March 2021

A. Equity Share capital

Particulars	31 March 2021		31 March 2020	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	3,50,000	35,00,000	3,50,000	35,00,000
Changes in equity share capital during the year	-	-	-	-
At the end of the year	3,50,000	35,00,000	3,50,000	35,00,000

B. 4% Non Cumulative Optionally Convertible Preference Share Capital

Particulars	31 March 2021		31 March 2020	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	-	-	-	-
Changes in equity share capital during the year	6,00,000	60,00,000	-	-
At the end of the year	6,00,000	60,00,000	-	-

C. Other Equity

Particulars	Reserves and surplus		Total
	Securities premium	Retained earnings	
Balance as at 1 April 2019	-	2,59,63,664	2,59,63,664
Pref. Shares Issued during year	-	-	-
Add: Profit during the year	-	2,59,63,664 (1,77,59,781)	2,59,63,664 (1,77,59,781)
Balance as at 31 March 2020	-	82,03,883	82,03,883
Add: Profit during the year	-	2,62,20,460	2,62,20,460
Add: Pref. Shares issued during the year	90,00,000	-	90,00,000
Balance as at 31 March 2021	90,00,000	3,44,24,343	4,34,24,343

Notes:

- 1 Retained earnings represent accumulated earnings net of losses if any made by company over the years.
- 2 Securities premium is created in issue of shares during previous financial years

The accompanying notes referred above form an integral part of standalone Ind AS financial statements

As per our report of even date attached

For RSVA & CO.

Chartered Accountants,

Firm Registration No. 110504W

CA R.S. AGARWAL - PARTNER

Partner

Membership No. 041817

Date: 24th. May 2021

UDIN No. 21041817AAAACA8293

For KEYNOTE COMMODITIES LIMITED

Uday
Shankar
rao Patil

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Shankarrao Patil
Date: 2021.05.24
16:05:28 +05'30'

Uday Patil
Director
(DIN 00003978)

Rakesh
Shriram
Choudhari

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Rakesh Shriram
Choudhari
Date: 2021.05.24
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Rakesh Choudhari
Director
(DIN 00009093)

NOTE NO.1. CASH AND CASH EQUIVALENTS

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Cash in Hand	149,492	119,492
	149,492	119,492

NOTE NO.2. BANK BALANCES

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Balances with Bank		
Current Account	1,086,049	3,745,529
Fixed Deposit (Current) (Axis Bank)	-	1,794,702
Total	1,086,049	5,540,231

NOTE NO.3 TRADE RECEIVABLES

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	-	-
Others	331,381	-
	331,381	-

NOTE NO.4. LOANS

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Unsecured Considered good		
Loans & Advances to related parties (Keynote Fincorp Ltd.)	-	15,661,622
Total	-	15,661,622

NOTE NO.5 . INVESTMENTS

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Investments in Mutual Fund (Refer Note 5.1)	96,075,000	12,500,000
Investments in Shares (Refer Note 5.2)	9,998,261	36,037,016
Total	106,073,261	48,537,016

Note 5.1 Mutual Fund Investment

	As at 31 Mar 2021	As at 31 Mar 2020
Kotak Liquid Regular Plan Growth	96,075,000	12,500,000
	96,075,000	12,500,000

Note 5.2 Trade Investment

	As at 31 Mar 2021	As at 31 Mar 2020
10(10) Equity Shares of Navin Fluorine of Rs.2/ each Fully Paid	27,501	12,247
27,000(1,27,000) Equity Shares of Kisan Mouldings Ltd.of Rs.10/ each Fully Paid	450,900	914,400
* NIL (18,500) Equity Shares of Medicamen Biotech Ltd.of Rs.10/ each Fully Paid	-	3,342,950
25,000(NIL) Equity Shares of Catholic Syrian Bank of Rs.10/ each Fully Paid	5,826,250	2,962,500
21,000(NIL) Equity Shares of All Cargo Ltd. of Rs.10/ each Fully Paid	2,586,320	-
3,000(NIL) Equity Shares of Mazgaon Docks Ltd. of Rs.10/ each Fully Paid	634,500	-
200(NIL) Equity Shares of HCL Technologies Ltd. of Rs.10/ each Fully Paid	196,690	-
400(NIL) Equity Shares of TVS Motors Ltd. of Rs.10/ each Fully Paid	233,520	-
400(NIL) Equity Shares of NTPC Ltd. of Rs.10/ each Fully Paid	42,580	-
NIL(1,33,600) Equity Shares of Shivalik Rasayan Ltd.of Rs.5/ each Fully Paid	-	28,804,919
	9,998,261	36,037,016

NOTE NO. 6. OTHER FINANCIAL ASSETS

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Security Deposits with Exchanges	650,000	4,260,000
Fixed Deposit with Banks (N C)	10,806,918	8,480,720
MVAT / CDSL Registration Deposit	35,000	25,000
Short Term Loans & Advances other than Related Parties	-	644,736
Total	11,491,918	13,410,456

NOTE NO. 7. DEFERRED TAX ASSETS (NET)

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Deferred Tax Assets	-	27,499
Total	-	27,499

NOTE NO.8. PROPERTY PLANT & EQUIPMENT

List of Tangible Assets

Amt. in Rs.

Asset Description	Gross Block			Accumulated Depreciation					Net Block	
	Balance as at 1 April 2020	Additions	Deductions	Balance as at 31 Mar. 2021	Balance as at 1 April 2020	Depreciation charge for the year	Adjustment according to the Companies Act, 2013	On disposals	Balance as at 31 Mar. 2021	Balance as at 31 Mar. 2020
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Computer System	136,275	-	-	136,275	129,461	-	-	-	6,814	6,814
Total	136,275	-	-	136,275	129,461	-	-	-	6,814	6,814
Total	136,275	-	-	136,275	129,461	-	-	-	6,814	6,814

NOTE NO. 9. OTHER NON FINANCIAL ASSETS

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Other Current Assets		
Interest Receivable - Reynolds Shirtings Ltd.	115,069	115,069
Centerac Technologies Ltd.	200,000	-
Prepaid Insurance (Group Medical Insurance)	7,755	7,065
Prepaid Profession Tax	6,255	8,340
Self Assessment Tax A.Y. 2018-19	331,010	331,010
Self Assessment Tax A.Y. 2020-21	47,663	-
CGST INPUT	274,857	263,763
IIFL Wealth Finance Limited	59,509	-
SGST INPUT	292,395	276,459
Dividend Receivable	2,732	-
TDS Receivable - A.Y. 2014-15	208,961	208,961
TDS Receivable - A. Y. 2018-19	717,161	717,161
TDS Receivable - A. Y. 2019-20	180,097	180,097
TDS Receivable - A. Y. 2020-21	141,098	-
Total	2,584,562	2,107,925

NOTE NO. 10. CURRENT TAX ASSET

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Provision for Taxation	86,389	-
	86,389	-

NOTE NO. 11. TRADE PAYABLES

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Sundry Creditors	38,609,000	72,274,231
Total	38,609,000	72,274,231

NOTE NO. 12. OTHER FINANCIAL LIABILITIES

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Others Payable:		
Corporate & Others	2,899,231	-
Franchisee Security Deposit	-	8,190
Keynote Capitals Ltd. (Related Party)	8,792	-
Keynote Fincorp Ltd. (Related Party)	24,991,562	-
Outstanding Expenses Payable	113,535	100,000
Profession Tax (Employees)	200	200
Salary Payable	24,517	24,517
TDS on Contractors	-	11,111
TDS on Interest	69,186	-
TDS on Professional Services	4,725	2,600
Total	28,111,748	146,618

NOTE NO. 13. CURRENT TAX LIABILITIES

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Provision for Taxation	-	30,321
	-	30,321

NOTE NO. 14. PROVISIONS

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Provisions	1,427,420	1,256,001
	1,427,420	1,256,001

NOTE NO. 15. DEFERRED TAX LIABILITIES

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Deferred Tax Liabilities	737,355	-
Total	737,355	-

NOTE NO.16. SHARE CAPITAL

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Authorised Preference Shares of Rs.10/- each 10,00,000 (NIL) Preference Shares	10,000,000	-
Equity Shares of Rs.10/- each 10,00,000 (10,00,000) Equity Shares	10,000,000	100,000,000
Issued, Subscribed and Paid Up 4% (OCPS) Preference Shares of Rs.10/- each 6,00,000 (NIL) Preference Shares Fully paid up	6,000,000	-
Equity Shares of Rs.10/- each 3,50,000 (3,50,000) Equity Shares fully Paid up.	3,500,000	3,500,000
Total	9,500,000	3,500,000

The Company has only one class of shares referred to as Equity Shares having a Face Value of Rs.10/- each.

NOTE NC.17. OTHER EQUITY

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
<u>Securities Premium Account</u>		
Issue of Preference Shares	9,000,000	-
	9,000,000	-
Surplus		
Balance at the beginning of the year	8,203,883	25,963,664
Add: Profit for the period	26,220,460	(17,759,781)
Balance at the end of the year	34,424,343	8,203,883
Total	43,424,343	8,203,883

NOTE NO. 18. F & O Premium (Self)

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
F & O Premium (Self)	28,486	-
	28,486	-

NOTE NO. 19. DIVIDEND INCOME

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Dividend Income	154,702	83,670
	154,702	83,670

NOTE NO. 20. PROFIT FROM SALE OF INVESTMENT

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Profit on Sale of Investments (Short Term)	4,397	-
Profit on Sale of Investments (Long Term)	10,320,419	414,359
	10,324,816	414,359

NOTE NO. 21. PROFIT FROM TRADING IN SECURITIES

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Profit from Sale of Mutual Fund (Debt Fund)	-	
Profit from Trading in Securities	102,181	-
	102,181	-

NOTE NO. 22. INTEREST INCOME

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Interest from Commodities MCX Bank Deposit	750,860	1,410,986
	750,860	1,410,986

NOTE NO. 23. INCOME FROM MUTUAL FUND

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Income from Mutual Fund	357,311	389,699
	357,311	389,699

NOTE NO. 24. NET PROFIT ON FAIR VALUE CHANGES

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Profit on Revaluation of Inv. As per IND AS	17,068,117	-
	17,068,117	-
	17,068,117	-

NOTE NO. 25. NET LOSS ON FAIR VALUE CHANGES

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Loss on Revaluation of Inv. As per IND AS	-	18,332,558
	-	18,332,558

NOTE NO. 26. EMPLOYEE BENEFIT EXPENSES

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Salary & Wages	296,604	332,145
Staff Welfare Expenses	-	15,414
Total	296,604	347,559

NOTE NO. 27. OTHER EXPENSES

Particulars	As at 31 Mar 2021	As at 31 Mar 2020
Annual Membership (Exchange)	-	75,000
Annual Subscription Fees	-	121,867
SEBI Registration Charges	-	100,000
Transaction Charges	-	100,000
Statutory Audit Fees	40,000	27,500
Office Establishemnt Expenses	-	555,565
Professional Fees	120,000	115,500
Other Operating Expenses	1,343,801	111,519
	1,503,801	1,206,951

NOTES TO THE FINANCIAL STATEMENTS

28. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

28.1 : COMPANY OVERVIEW

Keynote Commodities Ltd. is a wholly own subsidiary company of KEYNOTE CAPITALS LIMITED, engaged in broking business of commodity and others.

28.2 : BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements are prepared on the historical cost basis except for certain Financial Assets & Liabilities (Including Investments) which have been measured at Fair Value. The Financial Statements of the Company have been prepared to comply with the Indian Accounting Standards (IND AS), including the rules notified under relevant provisions of the Companies Act, 2013.

28.3 : CRITICAL ACCOUNTING ESTIMATES

A. REVENUE RECOGNITION :

Revenue in respect of Brokerage of Commodity transaction is recognized on transaction base/Accrual basis.

(i) Interest income:

Interest income is recognized on accrual basis.

(ii) Dividend income is recognized in the statement of profit & loss on date on which Company right to receive payment is established.

(iii) Profit on sale of Investments, is recognized when sales and performance Is completed and it is highly probable that a significant reversal of the Revenue is not expected to occur.

28.4 Provisions:

Provisions are recognized when the company has a present obligation as a result of past events. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

28.5 Impairment of Non-Financial Assets

Assets are reviewed for impairment at each balance sheet date. In case, events and circumstances indicate any impairment, the recoverable amount of these assets is determined. An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the statement of profit and loss in the period in which an asset is defined as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimates of the recoverable amount and such loss either no longer exists or has decreased.

B. PLANT, PROPERTY & EQUIPMENT :

As reported, the Company has not purchased fixed assets in the current year and the Company only has residual value of existing fixed assets as per the Companies Act, 2013, hence depreciation is not been provided on residual value of fixed assets and not written off during the year, as per the Companies Act, 2013.

C. INVESTMENTS :

Investment is partly sold during the year resulting in Short Term & Long Term Capital gains. Investments at the end of balances sheet date are valued at Fair market value to comply with the Indian Accounting Standard (Ind-AS), including the rules notified under relevant provisions of the Company Act, 2013

D. SEGMENT ACCOUNTING POLICIES:

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Revenue and Expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and Expenses, which relate to the Company as a whole and are not allocable to segments on reasonable basis, have been included under "Unallocated"

E. DEFERRED TAX:

Provision for taxes has been made.

F. PROVIDEND FUND & GRATUITY:

As explained, it is not applicable to Company.

29. EARNING PER SHARE

The Earning per Share has been computed in accordance with Accounting Standard (AS-20).

	Year ended 31.03.2021	Year ended 31.03.2020
Net Profit/(Loss) Attributable to Equity share holder, after current And deferred tax	2,62,20,460	(1,77,59,781)
No of equity shares (Number)	3,50,000	3,50,000
Nominal Value of Equity Shares (Rs.)	10	10
Earning Per Share (Rs.)	74.92	(50.74)

30. SEGMENT DISCLOSURE

SEGMENT REPORTING

	Broking Related Activities		Other Activities & Ancillary Trading Securities in		Unallocated		(Rs. In Lacs) Total	
	Curr. Year	Prev. Year	Curr. Year	Prev. Year	Curr. Year	Prev. Year	Curr. Year	Prev. Year
External Revenue	-	-	109.67	8.88	178.19	14.11	287.86	22.99
Inter Segment Revenue	-	-	-	-	-	-	-	-
Total Revenue	-	-	109.67	8.88	178.19	14.11	287.86	22.99
RESULT								
Segment Result	(13.44)	(4.08)	109.67	(174.44)	173.62	2.65	269.86	(175.88)
Operating Profit							269.86	(175.88)
Interest Income							-	-
Deferred Tax Assets							(7.65)	-
Income Tax								
Profit from Ordinary Activity							(0.01)	(1.71)
Net Profit							262.20	(177.59)
							262.20	(177.59)
Other Information								
Segment Assets	-	-	1064.04	485.37	154.05	368.74	1218.09	854.11
Segment Liabilities	386.09	722.74	-	-	302.76	14.33	688.85	737.07
Capital Expenditure								
Depreciation								
Non Cash Expenses other than depreciation								

31. RELATED PARTY DISCLOSURES

List of Related Parties

Ultimate Holding Company-

Keynote Financial Services Ltd. (Formerly Keynote Corporate Services Ltd.)

Key management personnel, their relatives and enterprises where significant influence exists, with whom the company had transactions.

Holding Company

Keynote Capitals Ltd.

Key Management Personnel, their relatives and enterprises where significant influence exists, with whom the company had transactions.

Key Management Personnel

Mr. Vineet Suchanti Director

Mr. Rakesh Choudhari Director

Mr. Manish Desai Director

(A) Transaction with Related Parties

The following transactions were carried out with the related Companies in the ordinary course of the business.

Transaction	Group Company (Rs. in lakh)	
	2020-21	2019-20
Purchase of security	198.60	-
Sale of security	751.96	8.97
Others	-	29.15

NOTE: Related Party relationships are as identified by the Company and relied upon by the Auditors.

32. There is no Micro and Small Scale Business Enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st March 2021. This information as required under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available/ provided by the company.

33. As per management representation, provision for impairment of assets is not required as carrying amount of assets do not exceed its recoverable amount.

34. The Company has given loans and advances to a body corporate with prior approval by means of a special resolution passed at a general meeting w.r.t. Section 186 of the Companies Act, 2013 for business purpose.

35. The company has made provision for taxation after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961.

36. The Company does not have any financing activities which affect the capital and asset structure of the Company without the use of cash and cash equivalents.

37. There have been no events after the reporting date that require adjustment/disclosure in these Ind- AS financial statements as reported by the company.

38. The Novel Coronavirus COVID19 is a Global Pandemic and has disrupted the social & business activities worldwide. Governments all across the world have devised strategies suitable to the local conditions to battle this Pandemic. One of the most popular strategies has been imposing of complete / partial Lockdown. The Indian Government along with full support & cooperation from State Governments has adopted a policy of phase wise Lockdown to battle this Pandemic.

In India the lockdown started taking effect from 22nd March 2020 when Hon. Prime Minister Shri. Narendra Modi ji announced 'Janata Curfew' for 14 Hours. Official National Lockdown commenced from 24th March 2020, which would be continued in Maharashtra more or less till 31st May, 2021.

This has resulted into serious restrictions on travel. Hence there have been limitations on physical visits to the head office of the Company

In light of the restrictions in physical movement and visits to the company offices, the Company has given us access to their ERP System. We were able to access the relevant data & records for our Audit purpose. Further the company has provided all other data / information / records as required by us using e-data sharing modes. We also had continuous communication with the Audit Team & Management of the Company using various modes such as Audio / Video Conferencing, etc.

We have carried out the Audit Process using Online Mode. We have carried out the Audit Process subject to our disclosures as mentioned above. The audit evidence obtained by us is adequate to express our audit opinion. While expressing our audit opinion, we have also relied upon certifications by the management or certifications by management, wherever required

Further in accordance with the RBI guidelines relating to 'Covid-19', Regulatory Package' dated 27 March 2020. The Company has not taken loan from any financial institution. Hence no need to opt for EMI Moratorium.

Estimates and associated assumptions applied in preparing these financial results, especially for determining the impairment allowance for the Company's financial assets (Loans), are based on historical experience and other emerging/forward looking factors on account of the pandemic. The Company believes that the factors considered are reasonable under the current circumstances.

Given the dynamic nature of the pandemic situation, these estimates are subject to uncertainty and may be affected by the severity and duration of the pandemic. In the event the impacts are more severe or prolonged than anticipated, this will have a corresponding impact on the carrying value of financial assets, the financial position and performance of the company.

Due to Covid-19 Pandemic, lock-down, it was not possible to send physical letters for balance confirmations. However, the Company has a procedure of sending the outstanding balance confirmations on yearly basis via email and the same has been relied upon by auditors.

The Operations of the Company during the year ended 31st March 2021 were marginally affected due to Lockdown announced by the Central / State Governments in the month of March 2021 due to the outbreak of Novel Coronavirus COVID19.

39. Capital Management

Objective

"The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital."

Planning

The Company's assessment of capital requirement is aligned to its planned growth which forms part of an annual operating plan which is approved by the Board and also a long range strategy. These growth plans are aligned to assessment of risks— which include credit, liquidity and interest rate. The Company endeavours to maintain a higher capital base than the mandated regulatory capital at all times.

40. Fair value measurement

(I) Accounting classification and fair values

Particulars	Carrying amount		FV Hierarchy	Fair value	
	31 March 21	31 March 20		31 March 21	31 March 20
Financials assets					
Cash and cash equivalents	1,49,492	1,19,492	Level 1	1,49,492	1,19,492
Bank balance other than cash and cash equivalents above	10,86,049	55,40,231	Level 3	10,86,049	55,40,231
Receivables	3,31,381-	-	Level 3	3,31,381-	-
Loans	-	1,56,61,622	Level 3	-	1,56,61,622
Investments	10,60,73,261	4,85,37,016	Level 1	10,60,73,261	4,85,37,016
Other financial assets	1,14,91,918	1,34,10,456	Level 3	1,14,91,918	1,34,10,456
Total financial assets	11,91,32,101	8,32,68,817		11,91,32,101	8,32,68,817
Financials liabilities					
Payables					
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	3,86,09,000	7,22,74,232	Level 3	3,86,09,000	7,22,74,232
Debt securities			Level 3		
Borrowings (Other than debt securities)			Level 3		
Other financial liabilities	2,81,11,748	1,46,618	Level 3	2,81,11,748	1,46,618
Total financials liabilities	6,67,20,748	7,24,20,849	Level 3	6,67,20,748	7,24,20,849

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. The main items in this category are available-for-sale financial assets, measured at fair value.

Financial Instruments not measured at Fair Value

Financial assets not measured at fair value includes cash and cash equivalents, trade receivables, loans, other financial assets. These are financial assets whose carrying amounts approximate fair value, due to their short-term nature.

41. Previous years figures have been re-casted, regrouped/restated, wherever necessary to confirm to current year classification.
42. According to information and explanations given to us, the following dues of Income Tax have not been deposited by the Company on account of disputes, We are further informed by the Management that there would be no financial impact on account of this litigation.

Name of the statute	Nature of dues	Amount (In Rs.)	Period to which the amount relates	Forum where dispute is pending
INCOME TAX ACT, 1961	INCOME TAX	88,16,570/-	2014-15	CIT (APPEALS)

For RSVA & CO
Chartered Accountants
FIRM REG.NO. 110504W

CA R.S. Agarwal
Partner
Membership No.41817
Date: 24th. May 2021
UDIN : 21041817AAAACA8293

On behalf of Board of Directors

Uday Shankar
Uday Patil

Digitally signed
by Uday
Shankarrao Patil
Date: 2021.05.24
16:03:53 +05'30'

Rakesh Shriram Choudhari

Digitally signed by
Rakesh Shriram
Choudhari
Date: 2021.05.24
20:28:50 +05'30'

Uday Patil
Director
(DIN 00003978)

Rakesh Choudhari
Director
(DIN 00009093)