PERVASIVE COMMODITIES LIMITED

35TH

ANNUAL REPORT

FOR THE YEAR

2019-20

REGISTERED OFFICE

Pervasive Commodities Limited
CIN: L51909GJ1986PLC008539
306, Sarthik Complex, Nr. Iscon Cross Road,
Satellite, Ahmedabad 380015.
(o) 079 – 2692 9554
Email id: pervasivecommodities@gmail.com
(W) www.pervasivecommodities.com

AUDITORS:	V. D. SHUKLA & CO. CHARTERED ACCOUNTANTS AHMEDABAD.
BANKERS:	KOTAK MAHINDRA BANK LTD.
REGISTRAR AND SHARE TRANSFER AGENT:	ACCURATE SECURITIES AND REGISTRY PVT. LTD. 23, 3RD FLOOR, SARTHIK COMPLEX, NR. ISCON CROSS ROAD, SATELLITE, AHMEDABAD – 380015.

BOARD OF DIRECTORS:

YAGNIKKUMAR AKHANI	WHOLE TIME DIRECTOR
DIPIKA RANPURA	NON EXECUTIVE INDEPENDENT DIRECTOR
DHAIRYA THAKKAR	INDEPENDENT DIRECTOR
YESHA SHAH	WOMAN INDEPENDENT DIRECTOR
BHAVINKUMAR PATEL	COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

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N O T I C E

NOTICE is hereby given pursuant to Section 108 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the relaxations and clarifications issued by Ministry of Corporate Affairs ("MCA") vide General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 ("Circulars"), that the Thirty – Fifth Annual General Meeting of the Members Pervasive Commodities Limited will be held on Monday, September 29, 2020 at 03.30 PM IST through video conferencing ("VC"), to transact the following businesses:.

ORDINARY BUSINESS:

01. To adopt Audited Financial Statements:

To consider and if though fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

To receive, consider and adopt the Financial Statements of the Company for the financial year ended on 31st March 2020, including Audited Balance Sheet as at 31st March 2020 and the statement of Profit and Loss Account for the year ended on that date along with the reports of Auditors and Directors thereon.

02. To Re-appoint Directors retiring by Rotation:

To consider and if though fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

Ms. Dipika Ranpura (holding DIN: 07595096), being a Director whose term is liable to determination by rotation and being eligible offers herself for reappointment.

SPECIAL BUSINESS:

03. To confirm appointment of Mr. Yagnikkumar Akhani as Whole Time Director:

To consider and if thought fit, to pass with or without modification following ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the appointment of and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Yagnikkumar Kiritkumar Akhani (DIN: 08750673), as a Whole time Director of the Company, designated as Executive Director, for a period of three years from July 20, 2020 to July 19, 2023, with liberty to the Directors / Nomination and Compensation Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Yagnikkumar Akhani."

04. To Confirm appointment of Ms. Yesha Shah as Independent Director:

To consider and if thought fit, to pass with or without modification following ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee, Ms. Yesha Shah, (DIN: 08802522), who was appointed as an Additional Director categorized as Independent Director of the Company, and who holds office upto the commencement of this Annual General Meeting and in respect of whom the Company has received a notice from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Woman Independent Director of the Company."

05. To Confirm appointment of Mr. Dhairya Thakkar as Independent Director:

To consider and if thought fit, to pass with or without modification following ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Dhairya Thakkar, (DIN: 08803649), who was appointed as an Additional Director categorized as Independent Director of the Company, and who holds office up to the commencement of this Annual General Meeting and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Independent Director of the Company."

06. To alter Capital Clause of the Company:

To consider and if thought fit, to pass with or without modification following ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 13, 61 and 64 and other applicable provisions of the Companies Act 2013, including any amendment thereto or re-enactment thereof, and the rules framed thereunder, and pursuant to Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company to Rs. 3,00,00,000/- (Rupees three crore only) divided in to 30,00,000 (thirty lakhs only) equity shares of face value of Rs. 10/- each and thereby to alter the Authorized Share Capital clause of the Memorandum of Association and that all the shares shall rank pari passu to the existing Equity shares."

"RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company shall be altered by deleting the same and substituting in its place and instead thereof, the following as a new Clause V:
"The Authorized share capital of the Company is Rs. 3,00,00,000/- (Rupees three crore only) divided in to 30,00,000 (thirty lakhs only.) equity shares of face value of Rs. 10/- (Rupees ten only) each."

07. Preferential Issue of 30,00,000 Equity Shares at Rs. 10/- per share:

"RESOLVED THAT pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI (LODR) Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/ or the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company ("Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of

the Company be and is hereby granted to Board to create, offer, issue and allot on a preferential basis, 30,00,000 equity shares of face value Rs. 10/- each for cash at a price of Rs. 10/- for a total consideration of up to Rs. 3,00,00,000 to the entities mentioned here under:

Sr. No	Name of Allottee	No of shares to be offered
1	Enigma Merchants LLP	12,00,000
2	S. J. Infratech Pvt. Ltd.	5,00,000
3	Keyoor Bakshi	3,00,000
4	Malay Rohitkumar Bhow	1,00,000
5	Malay R Bhow HUF	1,00,000
6	Rohitkumar Bhow	1,00,000
7	Nilaben Rohitkumar Bhow	1,00,000
8	Bhow Viral Malaybhai	1,00,000
9	Shantaben Parashottamdas Patel	1,00,000
10	Patel Parashottamdas M HUF	1,00,000
11	Indo KP Ventures LLP	250,000
12	Rakholia Hrishikesh Dipakbhai	50,000
	Total	**30,00,000**

provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the floor price for the issue of equity shares be and is hereby fixed as August 30, 2020 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. September 30, 2020.

RESLOVED FURTHER THAT all such equity shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association and Article of Association of the Company and shall rank pari-passu in all respect including dividend with the existing equity shares of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Investor be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Investor for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account.

Date: 20.07.2020
Place: Ahmedabad

By order of the Board of Directors
For Pervasive Commodities Ltd
Sd/-
Bhavin Patel
Company Secretary

Reg. office: 306, Sarthik Complex, Nr. Iscon Cross Road,
Satellite, Ahmedabad 380015.

Notes:

1. In view of the continuing COVID -19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 05, 2020 read with circulars dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted holding of Annual General Meeting ("AGM" or "meeting") through VC, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company for FY 2019 20 is being held through Video conference. The detailed procedure for participation in the meeting through VC is as per Note No. 24 and 25.
2. Since the AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM.
3. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Members of the Company who are Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote through e-voting on their behalf at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Company.
5. The Members can join the AGM through VC mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
6. The statement pursuant to section 102 of the Act and Regulation 36(3) of the Listing Regulations is annexed hereto and forms part of this Notice.
7. In terms of section 124 of the Act, the amount of dividend not encashed or claimed within 7 years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Government. Members who have not encashed their dividend warrants are requested to approach the Company for payment.
   Further, pursuant to the provisions of section 124 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority.
   Hence Members are requested to claim their Unclaimed Dividend expeditiously failing which their shares shall be transferred to the Demat Account of IEPF Authority and no claim shall lay against the Company. The Members thereafter need to claim their shares from IEPF Authority by filing IEPF Form-5 and by following such procedures as prescribed therein.
8. Nomination facility is available for the Members as per section 72 of the Act. As a Member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail this facility especially by the Members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to your Depository Participant (DP).
9. Trading in equity shares of the Company is compulsorily in dematerialised mode by all the Members. Also, as per provisions of Listing Regulations, transfer of listed securities shall not be processed unless the securities are in dematerialized form. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
10. With a view to conserve natural resources, we request Members to update and register their email addresses with their DPs or RTA, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically. Members may register their email addresses by writing to the Registrar and Share Transfer agent of the Company, M/s Accurate Securities and Registry Private Limited.
11. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names, are requested to send the share certificates to the RTA, for consolidation of such multiple folios into a single folio.
12. The SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
14. All documents referred to in the Notice along with the Statutory Registers maintained by the Company as per the Act will be available for inspection in electronic mode up to the date of the AGM of the Company and will also be available electronically for

inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to pervasivecommodities@gmail.com.

15. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / DPs. Members may note that the Notice and Annual Report will also be available on the Company's website i.e. www.pervasivecommodities.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL)

16. In terms of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and MCA Circulars, the Company has provided the e-voting facility through NSDL. This facility is being provided to Members holding shares in physical or dematerialized form, as on the cut-off date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice. The information and other instructions regarding remote e-voting and e-voting at AGM are detailed in Note No. 24 and 25 respectively.
17. Viral Ranpura, Practicing Company Secretary (Membership No. A28496) has been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
18. The results shall be declared by the Chairperson or a person so authorised by him in writing on receipt of consolidated report from Scrutinizer. The results declared along with Scrutinizer's Report shall be placed on the Company's website i.e. www.pervasivecommodities.com and shall also be communicated to the stock exchanges where the shares of the Company are listed.
19. The resolutions shall be deemed to have been passed on the date of the AGM, subject to the same being passed with requisite majority.
20. Since the AGM will be held through VC in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
21. The Register of Members of the company will remain closed from September 24, 2020 to September 29, 2020 (both days inclusive) in connection with ensuing Annual General Meeting for Financial Year 2019-20.
22. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member / beneficial owner as on the cutoff date i. e. Friday, 18th September 2020.
23. The Remote e-voting period shall commence Saturday, 26th September 2020 at 09.00 am and shall end on Monday, 28th September 2020 at 05.00 pm. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, the 18th September 2020, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.
24. **E Voting instructions:**

Step 1 - Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/.

i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Your password details are given below

If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
How to retrieve your 'initial password'? If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

vi. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
viii. Now, you will have to click on "Login" button.
ix. After you click on the "Login" button, Home page of e-Voting will open.

25. **Cast your vote electronically on NSDL e-Voting system:**

i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
ii) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
iii) Select "EVEN" of company for which you wish to cast your vote.
iv) Now you are ready for e-Voting as the Voting page opens.
v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
vi) Upon confirmation, the message "Vote cast successfully" will be displayed.
vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote

26. **General Guidelines for shareholders:**

i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csviralranpura@gmail.com with a copy marked to evoting@nsdl.co.in

ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Explanatory statement pursuant to section 102(1) of Companies Act 2013

Item no. 3: Appointment of Mr. Yagnikkumar Akhani as Whole Time Director:

Mr. Yagnikkumar Akhani was appointed as Whole Time Director of the Company in the board meeting held on July 20, 2020. Mr. Yagnikkumar Akhani is associated and well versed with the nitty gritty of agriculture products especially. With his strong experience of more than 10 years in the industry, Company can achieve is business growth in full swing.

Based on the recommendation of the Nomination and Remuneration Committee and as per the notice from a Member proposing her candidature for the office of Whole Time Director, the Board of Director proposes to appoint him as Whole Time Director.

Pursuant to Regulation 36 of SEBI (LODR) Regulation 2015, brief profile of Mr. Yagnikkumar Akhani is as under:

Age	27 Years
Brief Resume	Mr. Yagnikkumar Akhani is Commerce graduate. He has over 10 years of experience in the field of agriculture goods.
Date of First Appointment	20.07.2020
Directorship held in other Companies	Ambrose Merchants Limited – Non Executive Director
Membership or Chairmanship of other Companies	NIL
Inter-se Relationship with Director	No Relation with Directors
Shareholding in Company	NIL

Item no. 4: Appointment of Ms. Yesha Shah as Woman Independent Director:

Ms. Yesha Shah was appointed as Woman Independent Director of the Company in the Meeting of Board of Directors held on 20th July 2020. She is qualified Company Secretary with experience of over 3 years. She is well equipped with legal, financial and secretarial aspects.

As she was appointed as Additional Director in the Board Meeting, she holds the office only till this ensuing Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee and as per the notice from a Member proposing her candidature for the office of Independent Director, the Board of Director proposes to appoint her as Woman Independent Director.

Pursuant to Regulation 36 of SEBI (LODR) Regulation 2015, brief profile of Ms. Yesha Shah is as under:

Age	26 Years
Brief Resume	Ms. Yesha Shah is qualified Company Secretary and also pursuing Graduation in Law. She has 4 years of experience in secretarial and legal areas.
Date of First Appointment	20.07.2020
Directorship held in other Companies	Not Applicable
Membership or Chairmanship of other Companies	NIL
Inter-se Relationship with Director	No Relation with Directors
Shareholding in Company	NIL

The Board recommends the resolution at Item No. 3 of the Notice for your approval as an Ordinary Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

Item no. 5: Appointment of Mr. Dhairya Thakkar as Independent Director:

Mr. Dhairya Thakkar was appointed as Independent Director of the Company in the Meeting of Board of Directors held on 20th July 2020. He is qualified Company Secretary with experience of over 3 years.

As he was appointed as Additional Director in the Board Meeting, he holds the office only till this ensuing Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee and as per the notice from a Member proposing his candidature for the office of Independent Director, the Board of Director proposes to appoint him as Independent Director.

Pursuant to Regulation 36 of SEBI (LODR) Regulation 2015, brief profile of Mr. Dhairya Thakkar is as under:

Age	32 Years
Brief Resume	Mr. Dhairya Thakkar is qualified Company Secretary. He has 6 years of experience in secretarial and legal areas. He has served Companies from various industries for secretarial and financial matters.
Date of First Appointment	20.07.2020
Directorship held in other Companies	Not Applicable
Membership or Chairmanship of other Companies	NIL
Inter-se Relationship with Director	No Relation with Directors
Shareholding in Company	NIL

The Board recommends the resolution at Item No. 4 of the Notice for your approval as an Ordinary Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

Item 6: to alter capital clause of Memorandum of Association:

The present authorized share capital of the Company is Rs. 1,00,00,000/- divided into 10,00,000 equity shares of Rs. 10/- each. To promote the business, company is in need of funds. Hence the Board of Directors wish to infuse more amount of funds by making allotment of 30,00,000 equity shares on preferential basis. Hence, it is required to increase the authorized share capital of the Company to the extent of Rs. 3,00,00,000/- divided into 30,00,000 equity shares of Rs. 10/- each.

Pursuant to provisions of Section 13, 61 and 64 of the Companies Act 2013, resolution for increase in authorized share capital is required to be passed by passing an ordinary resolution in the general meeting.

The Board recommends the resolution at Item No. 5 of the Notice for your approval as an Ordinary Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

Item 7: to issue 30,00,000 equity shares on preferential basis:

The Board of Directors in their Board Meeting held on 20th July 2020 have passed a resolution to issue up to 30,00,000 Equity Shares of Rs. 10/- each subject to approval of the members to be obtained in General Meeting.
Pursuant to provisions of section 62(1)I read with section 42 of Companies Act 2013, approval of shareholders in the General Meeting is required for allotment of shares on preferential basis by passing Special Resolution and hence the draft resolution is placed before the shareholders for their approval. Disclosure required to be made pursuant to regulation 163(1) of SEBI (ICDR) Regulations 2018 and rule 13(2) of Companies (Share Capital and Debenture) Rules 2014 are made hereunder.

S. No	Particulars	Details
I	Objects of the preferential issue	To infuse more amount of funds as Working Capital for development of business.
II	Maximum number of specified securities to be issued	Up to 30,00,000 Equity shares of Rs. 10/- each at the price of Rs. 10/- each.
III	Intent of the Promoters, Directors or key managerial personnel of the issuer to subscribe to the offer;	The Promoter and Promoter group of the Company intend to subscribe to the offer.
IV	Shareholding pattern before and after the preferential issue	Shareholding pattern before and after the proposed preferential issue of shares is provided in Annexure I to this explanatory statement.
V	Time frame within which preferential issue shall be completed	Under Regulation 170 of the ICDR Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.
VI	identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:	Details of natural persons who are ultimate beneficial owners of the shares are provided in Annexure II to this explanatory statement.
VII	Undertaking as to re-computing of price.	Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under provisions of Regulation 163(1)(g) and 163(1)(h) ICDR Regulations.
VIII	Price at which the shares are to be issued.	Rs. 10/- per share.
IX	Basis on which price has been arrived.	The Equity shares of the Company are listed with Bombay Stock Exchange Limited for more than twenty six weeks. However, the shares of the Company are infrequently traded and hence the price of the shares has been determined as per regulation 165 of SEBI (ICDR) Regulations 2018 by obtaining Valuation Report from registered valuer.
X	Name and address of the registered Valuer	Keyur J. Shah & Associates Company Secretaries 408, Chitrarath Complex, Behind President Hotel Opposite Municipal Market, Off, Chimanlal Girdharlal Rd, Navrangpura, Ahmedabad, Gujarat 380009
XI	Relevant Date	28.08.2020, being 30 days prior to the date of annual general meeting i. e. 29.09.2020.
XII	Class or classes of persons	Individuals, Body Corporate and HUF belonging to Promoter and Non Promoters.
XIII	Names of Proposed Allottee and % of post preferential offer	List of the proposed Allottee along with their pre and post preferential allotment shareholding is given is Annexure II to this explanatory statement.
XIV	Change in Control if any	There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment.
XV	Details of allotment made already during the year	The Company has not allotted any shares during the year under review on preferential or private placement basis.
XVI	Justification for consideration other than cash	Not Applicable
XVII	Lock – in period	The Equity Shares issued pursuant to this Preferential Allotment to the Proposed Allottee shall be locked-in as per Regulation 167 and other applicable provisions of ICDR Regulations
XVIII	Auditors' Certificate	Statutory Auditors of the Company, M/s. V. D. Shukla & Co., Chartered Accountants have issued a certificate confirming that the issue of the Equity Shares is being made in accordance with the requirements of the ICDR Regulations. A copy of the certificate will also be open for inspection at the Registered Office of the Company from 11.00 A.M. to 1.00 P.M. on any working day upto the date of the meeting.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 6 in the accompanying notice for your approval.

Mr. Yagnikkumar Kiritkumar Akhani, being the whole time director of the Company is interested in the proposed resolution to the extent of proposed allotment of shares to Promoter and Promoter Group. Except him, none of the other Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Annexure I to explanatory statement

Shareholding pattern pre and post preferential issue

Shareholding before the offer: (as on August 31, 2020)

Sr.No	Category	No. of shares	%
A	Promoters and Promoter Group holdings		
1.	Individual / HUF	-	-
	Body Corporate	54,590	57.33
	Sub Total	54,590	57.33
2.	Foreign Promoters	-	-
	Sub Total (A)	**54,590**	**57.33**
B.	Non-Promoters Holding:		
1.	Institutional Investors	8660	9.09
2.	Non-institutions:		
	a) Individuals / HUF	21390	22.46
	b) Body Corporate	9500	9.98
	c) Others	1080	1.14
	Sub Total (B)	**40,630**	**42.67**
	Total	**95,220**	**100.00**

Proposed shareholding after the offer**

Sr.No	Category	No. of shares	%
A	Promoters and Promoter Group holdings		
1.	Individual / HUF	-	-
	Body Corporate	17,54,590	56.69
	Sub Total	17,54,590	56.69
2.	Foreign Promoters	-	-
	Sub Total (A)	**17,54,590**	**56.69**
B.	Non-Promoters Holding:		
1.	Institutional Investors	8660	0.28
2.	Non-institutions:		
	a) Individuals / HUF	10,71,390	34.61
	b) Body Corporate	2,59,500	8.39
	c) Others	1080	0.03
	Sub Total (B)	**13,40,630**	**43.31**
	Total	**95,220**	**100.00**

** Proposed shareholding pattern of the company is provided assuming full allotment of 30,00,000 equity shares pursuant to this offer.

Annexure – II to the explanatory statement

Ultimate beneficial owners and their pre and post allotment holding.

Name of Investor	Identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued	No of shares proposed to be issued	Pre Issue		Post Issue	
			No. of shares	%	No. of shares	%
Enigma Merchants LLP	Jagdishkumar Amrutlal Akhani	12,00,000	50,490	53.02	12,50,490	40.40
S. J. Infratech Private Limited	Jagdishkumar Amrutlal Akhani	5,00,000	4100	4.31	504,100	16.29
Keyoor Bakshi	Not Applicable	300,000	-	-	300,000	9.69
Malay Rohitkumar Bhow	Not Applicable	100,000	-	-	100,000	3.23
Malay R Bhow HUF	Malay Rohitkumar Bhow	100,000	-	-	100,000	3.23
Rohitkumar Bhow	Not Applicable	100,000	-	-	100,000	3.23
Nilaben Rohitkumar Bhow	Not Applicable	100,000	-	-	100,000	3.23
Bhow Viral Malaybhai	Not Applicable	100,000	-	-	100,000	3.23
Shantaben Parashottam das Patel	Not Applicable	100,000	-	-	100,000	3.23
Patel Parashottam das M HUF	Patel Parashottamdas	100,000	-	-	100,000	3.23
Indo KP Ventures LLP	Ketankumar Parashottamdas Patel	250,000	-	-	250,000	8.08
Rakholia Hrishikesh Dipakbhai	Not Applicable	50,000	-	-	50,000	1.31
Total		30,00,000	54,59	57.33	30,54,590	98.69

By Order of the Board
For Pervasive Commodities Limited
Sd/-
Bhavin Patel
Company Secretary

Ahmedabad
20.07. 2020

Registered office:
306, Sarthik Complex, Nr. Iscon Cross Road, Satellite, Ahmedabad 380015, Gujarat
CIN: L51909GJ1986PLC008539
Phone: 079 – 2692 9554
Website: www.pervasivecommodities.com
Email: pervasivecommodities@gmail.com

DIRECTORS' REPORT

Dear Members,

Your Directors herewith present 35th Annual Report together with the Audited Financial Statements for the Financial Year ended on 31st March, 2020

SUMMARY OF FINANCIAL RESULTS:

During the year under review, the Company has shown notable performance. The extracts of financial results for 2019 20 are as under:

(INR in Lakhs)

Particulars	Current Year 2019-20 Rs.	Previous Year 2018-19 Rs.
Total Income	6.36	342.95
Financial Expenses	-	-
Depreciation	-	-
Profit / (Loss) Before Taxation	0.49	1.11
Provision for Income Tax	0.09	0.21
Profit after Taxation	0.40	0.84
Prior Period Adjustment	-	-
Surplus brought forward	(22.19)	(23.03)
Other utilization / adjustment in Reserve	-	-
Balance Carried to Balance Sheet	(21.90)	(22.19)

STATE OF COMPANY'S AFFAIRS:

The Board of Directors of the Company putting their constant efforts to revive the Company through some corporate alliance. The Company is facing trouble in such highly competitive market. Though Company has gained nominal amount of profit, the management is of the view to get better fruits in the times to come.

During the year 2019 20 Company earned Net Profit after tax of Rs. 0.40 Lakhs.

DIVIDEND:

The Board of Directors does not recommend Dividend for the year.

RESERVES:

The Board of Directors do not propose to transfer any amount to Reserves Account.

MANAGEMENT DISCUSSION AND ANALYSIS

As stipulated in Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Management Discussion and Analysis Report forms part of this Annual Report as **Annexure I**.

DEPOSITS AND LONG TERM BORROWINGS:

During the year, Company has not accepted any Deposits or long term borrowings from any person except unsecured Inter Corporate Loans.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

During the year, Company has not entered in to any related party transactions and hence disclosures in that regard are not required to be made.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3) of the Companies Act, 2013, in relation to the Financial Statements for FY 2019-10, the Board of Directors states that:

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

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2020 and of the profits for the year ended 31st March, 2020;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the annual accounts have been prepared on a going concern basis;

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

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

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to Financial Statements. During the year, such controls were tested and no reportable material weakness was observed.

SUBSIDIARIES AND JOINT VENTURE

Company does not have any subsidiary companies. Company has not made any investment in Joint Venture. Company does not have any associate Company.

ENVIRONMENT, HEALTH AND SAFETY (EHS)

The Company accords the highest priority to health, environment and safety. The Company does not carry on manufacturing operations. The Company takes at most care for the employees and ensures compliance with the applicable rules and regulation applicable to the Company.

CORPORATE GOVERNANCE

Regulation 17 to 27 of SEBI (LODR) Regulations 2015 does not apply to the Company as the Paid Up Share Capital of the Company is INR 9.52 Lakhs and Net Worth of the Company is INR 1.47 Lakhs, both of which are less than minimum prescribed limits for applicability of aforementioned regulations.

CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Companies Act 2013 and rules framed there under with regard to Corporate Social Responsibility do not apply to the Company and hence no disclosure have made in that regard.

DIRECTORS AND KEY MANAGARIAL PERSONNEL:

At present the Board of Directors of the Company consists of following Directors:

Sr. No	Name of Director	Designation
1	Yagnikkumar Akhani	Whole Time Director
2	Dipika Ranpura	Non-Executive - Non Independent Director
3	Yesha Shah	Women Independent Director
4	Dhairyakumar Thakkar	Independent Director