

PERVASIVE COMMODITIES LIMITED

36TH

ANNUAL REPORT

FOR THE FINANCIAL YEAR

2020-2021

REGISTERED OFFICE

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

Pervasive Commodities Limited:

(36TH) THIRTY SIXTH ANNUAL GENERAL MEETING:

DATE: 17TH JULY 2021

DAY: SATURDAY

TIME: 11:00 A.M.

**VENUE: 306, SARTHIK COMPLEX, NR. FUN REPUBLIC ISCON CROSS ROAD,
SATELLITE, AHMEDABAD 380015, GUJARAT.**

NOTE TO SHAREHOLDERS:

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting.

BOARD OF DIRECTORS:

YAGNIKKUMAR KIRITKUMAR AKHANI	WHOLE TIME DIRECTOR
DIPIKA DIPAK RANPURA	NON EXECUTIVE NON-INDEPENDENT DIRECTOR
DHAIRYAKUMAR MOHANBHAI THAKKAR	INDEPENDENT DIRECTOR
YESHA YATISHBHAI SHAH	WOMAN INDEPENDENT DIRECTOR
BHAVINKUMAR ARVINDKUMAR PATEL	COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

COMPLIANCE OFFICER:

BHAVINKUMAR ARVINDKUMAR PATEL

AUDITORS:

V. D. SHUKLA & CO.
CHARTERED ACCOUNTANTS
AHMEDABAD

SECRETARIAL AUDITOR:

HIMANSHU S K GUPTA & ASSOCIATES
PRACTICING COMPANY SECRETARY
AHMEDABAD

INTERNAL AUDITOR:

HIREN J. MANDALIYA
CHARTERED ACCOUNTANTS
GANDHINAGAR

BANKERS:

KOTAK MAHINDRA BANK LTD.

REGISTRAR AND SHARE TRANSFER AGENT:

ACCURATE SECURITIES AND REGISTRY PVT. LTD.
203, Shangrila Arcade,
Above Samsung Showroom,
Nr. Shyamal Cross Road, Satellite,
Ahmedabad – 380015, Gujarat.

LISTING AT:

BOMBAY STOCK EXCHANGE LTD.

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NOTICE

NOTICE is hereby given that the 36TH Thirty-Sixth Annual General Meeting of the Members Pervasive Commodities Limited will be held on Saturday, July 17, 2021 at 11.00 AM at the Registered Office of the Company situated at 306, Sarthik Complex, Nr. Fun Republic Iscon Cross Road, Satellite, Ahmedabad 380015, Gujarat, 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 as an **Ordinary Resolution:**

To receive, consider and adopt the Financial Statements of the Company for the financial year ended on 31st March 2021, including Audited Balance Sheet as at 31st March 2021 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:**

Mr. Yagnikkumar Kiritkumar Akhani (holding DIN: 08750673), being a Director whose term is liable to determination by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

03. Preferential Issue of 50,00,000 Equity Shares:

“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 up to, 50,00,000 equity shares of face value of Rs. 10/- each for cash at a price of Rs. 10/- (Rupees Ten Only) for a total consideration of up to Rs. 5,00,00,000/- (Rupees Five Crores Only) to the Persons mentioned here under:

Sr. No	Name of Allottee	No of shares to be offered
1.	ENIGMA MERCHANTS LLP	1100000
2.	JAYDEEP R THUMMAR	50000
3.	SEEMA JAYDEEP THUMMAR	50000
4.	BHAGAT HANSABEN NARENDRABHAI	100000
5.	KOLADIYA VIJAY S	200000
6.	KRISHNA VIJAY KOLADIYA	200000
7.	PATEL SATISH CHANDULAL	250000
8.	GHANSHYAM PRAMODBHAI PATEL	250000
9.	PATEL BHUMIKA GHNSHYAMBHAI	250000
10.	BINAL JAY PARIKH	250000
11.	MARKAND VIRENDRA PARIKH	250000
12.	MINAXIBEN MARKANDBHAI PARIKH	250000

13.	PARIKH MARKAND V HUF	250000
14.	JAY PARIKH - HUF	250000
15.	JAY PARIKH	250000
16.	PARAG BABUBHAI PATEL	200000
17.	JOSHI RATNA HEMEN	100000
18.	ARJUN LEASING AND FINANCE PVT. LTD.	50000
19.	ADVANCED ENERGY SYSTEMS LLP	50000
20.	HIRALBEN DIPAKKUMAR PATEL	30000
21.	RAKHOLIA HRISHIKESH DIPAKBHAI	30000
22.	PATEL KETANKUMAR PARASHOTTAMDAS HUF	30000
23.	PATEL DIPAKKUMAR PARASHOTTAMDAS (HUF)	30000
24.	PATEL PARSHOTTAMDAS M (HUF)	30000
25.	INDO KP VENTURES LLP	30000
26.	SHANTABEN PARASHOTTAMDAS PATEL	30000
27.	KEYOOR MADHUSUDAN BAKSHI	80000
28.	KAMINI K BAKSHI	80000
29.	HARSHIT MAULINBHAI KACHCHHI	60000
30.	ARDENT VENTURES LLP	150000
31.	VRUSHTI HARSHIT KACHCHHI	70000
	Total	5000000

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.

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: 18.06.2021
Place: Ahmedabad

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

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

Notes:

- In view of the outbreak of the COVID- 19 pandemic, Ministry of Home Affairs has from time to time through various circulars and guidelines has clearly indicated the precautions to be taken if there is a social gathering to stop the spread of novel coronavirus. We assure that we have proper arrangements and precautions being taken at the venue of AGM. There is sufficient space so that social distancing of shareholders attending the meeting can be maintained. Further precaution will be taken that none of the attendees will be allowed to the venue without the use of masks and hand sanitizers. In addition to that health checkups will be done of the attendees so as to protect the spread of any kind of disease.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her self and the proxy need not be the member of the company. A person can act as proxy on behalf members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten per cent) of share capital of the Company. However a member holding more than 10% (ten per cent) of share capital in company may appoint a single person as proxy and in such case proxy shall not act as proxy for any other member.
- A form of proxy is herewith attached. The proxies in order to be effective must be submitted at the registered office of the company

- not less than 48 hours before the commencement of the meeting duly signed by the member. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority, as applicable. Members/ proxies/ authorized representative are requested to bring the attendance slip sent herewith, duly filled in for attending the meeting.
4. In case of joint holders, only a 1st Joint holder will be permitted to vote.
 5. The Statement pursuant to section 102 of Companies act 2013 and /or Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2016 with regard to Explanatory Statement is herewith annexed to this notice.
 6. 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.
 7. 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).
 8. 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.
 9. 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.
 10. 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.
 11. 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.
 12. 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.
 13. 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. Members seeking to inspect such documents can send an email to pervasivecommodities@gmail.com.
 14. 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)

15. 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. 21 and 22 respectively.
16. Himanshu Surendrakumar Gupta, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
17. 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.
18. The resolutions shall be deemed to have been passed on the date of the AGM, subject to the same being passed with requisite majority.
19. The Register of Members of the company will remain closed from July 11, 2021 to July 17, 2021 (both days inclusive) in connection with ensuing Annual General Meeting for Financial Year 2020-21.
20. 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. Saturday, 10th July 2021.
21. The Remote e-voting period shall commence Wednesday, 14th July 2021 at 09.00 am and shall end on Friday, 16th July 2021 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 Saturday, the 10th July 2021, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.
22. **E Voting instructions:**
Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2: Cast your vote electronically on NSDL e-Voting system.
Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. 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.

4. 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***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. 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.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 himanshugupta@live.com with a copy marked to evoting@nsdl.co.in.
2. 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.

3. 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 to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to pervasivecommodities@gmail.com

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to pervasivecommodities@gmail.com.

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

Item no. 2: Appointment of Mr. Yagnikkumar Akhani as Director Retiring by Rotation:

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 11 years in the industry, Company can achieve its business growth in full swing.

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

Age	28 Years (19 th January, 1993)
Brief Resume	Mr. Yagnikkumar Akhani is Commerce graduate. He has over 11 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 Spectrics Solutions Private Limited - Director
Membership or Chairmanship of other Companies	NIL
Inter-se Relationship with Director	No Relation with Directors
Shareholding in Company	NIL

Item 3: Preferential Issue of 50,00,000 Equity Shares:

The Board of Directors in their Board Meeting held on 18th June 2021 have passed a resolution to issue up to 50,00,000 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)c read with section 42 of Companies Act 2013, approval of shareholders in the General Meeting is required for issue and 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 50,00,000 Equity shares of Rs. 10/- each at the price of Rs. 10/- each.
III	Intent of the Promoters,	The Promoter and Promoter group

	Directors or key managerial personnel of the issuer to subscribe to the offer;	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 <u>Annexure I</u> 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 <u>Annexure II</u> 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	Shreyansh M Jain Company Secretaries ICSI RVO Reg.No.: ICSIRVO/SFA/38 Add: B3/110, Shyam Villa, Opp. Shyam Mandir, New City Light, Surat – 395017, Gujarat
XI	Relevant Date	Since the shares of the Company are not frequently traded, the provisions of Relevant Date under regulation 161 of SEBI (ICDR) Regulations, 2018 are not applicable to the company.

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 in <u>Annexure II</u> 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. 3 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

<u>Shareholding before the offer: (as on June 18, 2021)</u>			
Sr.No	Category	No. of shares	%
A 1.	Promoters and Promoter Group holdings		
	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	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
<u>Proposed shareholding after the offer**</u>			
Sr.No	Category	No. of shares	%
A 1. 2.	Promoters and Promoter Group holdings		
	Individuals	-	-
	Body Corporate	11,54,590	22.66
	Sub Total	11,54,590	22.66
	Foreign Promoters	-	-
	Sub Total (A)	11,54,590	22.66
B. 1. 2.	Non-Promoters Holding:		
	Institutional Investors	8660	0.17
	Non-institutions:		
	a) Individuals	30,51,390	59.89
	b) Body Corporate	2,90,580	5.70
	c) Others	590000	11.58
	Sub Total (B)	3940630	77.34
	Total	50,95,220	100.00

** Proposed shareholding pattern of the company is provided assuming full allotment of 50,00,000 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 MERCHANT'S LLP	JAGDISHKUMAR AMRUTLAL AKHANI	1100000	50490	53.02	1150490	22.58
JAYDEEP R THUMMAR	N.A.	50000	0	0	50000	0.98
SEEMA JAYDEEP THUMMAR	N.A.	50000	0	0	50000	0.98
BHAGAT HANSABEN NARENDRABHAI	N.A.	100000	0	0	100000	1.96
KOLADIYA VIJAYS	N.A.	200000	0	0	200000	3.93
KRISHNA VIJAY KOLADIYA	N.A.	200000	0	0	200000	3.93
PATEL SATISH CHANDULAL	N.A.	250000	0	0	250000	4.91
GHANSHYAM PRAMODBHAI PATEL	N.A.	250000	0	0	250000	4.91
PATEL BHUMIKA GHNSHYAMBHAI	N.A.	250000	0	0	250000	4.91
BINAL JAY PARIKH	N.A.	250000	0	0	250000	4.91
MARKAND VIRENDRA PARIKH	N.A.	250000	0	0	250000	4.91
MINAXIBEN MARKANDBHAI PARIKH	N.A.	250000	0	0	250000	4.91
PARIKH MARKAND V HUF	MARKAND VIRENDRABHAI PARIKH	250000	0	0	250000	4.91
JAY PARIKH - HUF	JAY PARIKH	250000	0	0	250000	4.91
JAY PARIKH	N.A.	250000	0	0	250000	4.91
PARAG BABUBHAI PATEL	N.A.	200000	0	0	200000	3.93
JOSHI RATNA HEMEN	N.A.	100000	0	0	100000	1.96
ARJUN LEASING AND FINANCE PVT. LTD.	RAJESH AKHANI &	50000	1000	1.05	51000	1.00

	SAROJ AKHANI					
ADVANCED ENERGY SYSTEMS LLP	BHAVIN PATEL & DIPIKA RANPURA	50000	520	0.55	50520	0.99
HIRALBEN DIPAKKUMAR PATEL	N.A.	30000	0	0	30000	0.59
RAKHOLIA HRISHIKESH DIPAKBHAI	N.A.	30000	0	0	30000	0.59
PATEL KETANKUMAR PARASHOTTAMDAS HUF	PATEL KETANKUMAR PARASHOTTAMDAS	30000	0	0	30000	0.59
PATEL DIPAKKUMAR PARASHOTTMDAS (HUF)	PATEL DIPAKKUMAR PARASHOTTMDAS	30000	0	0	30000	0.59
PATEL PARSHOTTAMDAS M (HUF)	PATEL PARSHOTTAMDAS M	30000	0	0	30000	0.59
INDO KP VENTURES LLP	KETANKUMAR PARASHOTTAMDAS PATEL ANJANA KETANKUMAR PATEL SHANTABEN PARASHOTTAMDAS PATEL	30000	0	0	30000	0.59
SHANTABEN PARASHOTTAMDAS PATEL	N.A.	30000	0	0	30000	0.59
KEYOOR MADHUSUDAN BAKSHI	N.A.	80000	0	0	80000	1.57
KAMINI K BAKSHI	N.A.	80000	0	0	80000	1.57
HARSHIT MAULINBHAI KACHCHHI	N.A.	60000	0	0	60000	1.18
ARDENT VENTURES LLP	KEYOOR MADHUSUDAN BAKSHI & HARSHIT MAULINBHAI KACHCHHI	150000	0	0	150000	2.94
VRUSHTI HARSHIT KACHCHHI	N.A.	70000	0	0	70000	1.37
		5000000	52010	54.62	5052010	99.15

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

**Ahmedabad
18.06. 2021**

**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 36th Annual Report together with the Audited Financial Statements for the Financial Year ended on 31st March, 2021.

SUMMARY OF FINANCIAL RESULTS:

During the year under review, the Company has shown notable performance. The extracts of financial results for 2020-21 are as under:

(INR in Lakhs)

Particulars	Current Year 2020-21 Rs.	Previous Year 2019-20 Rs.
Total Income	345.31	6.36
Financial Expenses	-	-
Depreciation	-	-
Profit / (Loss) Before Taxation	1.08	0.49
Provision for Income Tax	0.27	0.09
Profit after Taxation	0.81	0.40
Prior Period Adjustment	-	-
Surplus brought forward	(21.90)	(22.19)
Other utilization / adjustment in Reserve	-	-
Balance Carried to Balance Sheet	(21.09)	(21.90)

STATE OF COMPANY'S AFFAIRS:

The Company is engaged in the business of trading of various Agri and Non-agri Commodities. 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.

The highlights of the Company's performance are as under:-

- Revenue from operations increased from Nil in 2019-20 to Rs. 34230781/- in 2020-21.
- Net Profit for the year increased from Rs. 40555/- to Rs. 80871/-.
- Earnings per share has increased from Rs. 0.43 to Rs. 0.85.

DIVIDEND:

The Board of Directors does not recommend Dividend for the financial year ended on 31.03.2021.

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 2020-21, the Board of Directors states that:

- in preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- 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, 2021 and of the profits for the year ended 31st March, 2021;
- 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;
- the annual accounts have been prepared on a going concern basis;
- 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
- 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. However following LLP is the Holding LLP of our Company:

ENIGMA MERCHANTS LLP	AAF-2330	53.02%
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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 2.28 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
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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

APPOINTMENT AND RESIGNATION:

During the Year, Mr. Yagnikkumar Kiritkumar Akhani appointed as Whole Time Director of the company on 20.07.2020.

Mrs. Yesha Yatishbhai Shah appointed as Woman Independent Director of the company on 20.07.2020.

Mr. Dhairyakumar Mohanbhai Thakkar appointed as Independent Director of the company on 20.07.2020.

Mrs. Aartiben Jagdishbhai Thakkar resigned from Whole Time Director of the company on 20.07.2020.

Mrs. Alkaben Pradipbhai Kulkarni resigned from Independent Director of the company on 20.07.2020.

RE APPOINTMENT OF DIRECTORS:

There are no Directors on the Board whose term expires at this 36th Annual General Meeting and hence the Board does not recommend any Reappointment of Directors.

DIRECTORS RETIRING BY ROTATION:

Mr. Yagnikkumar Kiritkumar Akhani, being Whole Time Director whose term is liable to determination by 'Retirement by Rotation' and being eligible offers himself for reappointment.

Brief profile of Yagnikkumar Kiritkumar Akhani as required under Regulation 36 of SEBI (LODR) Regulations 2015 is provided in the explanatory statement attached to Notice of this 36th Annual General Meeting of the Company.

DECLARATION BY INDEPENDENT DIRECTORS:

Pursuant to provisions of section 149(7) of Companies Act 2013, the Company has received declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

POLICY ON DIRECTORS' APPOINTMENT:

Pursuant to provisions of section 178 read with 134(3)(e) of Companies Act 2013, The Nomination and Remuneration Committee (NRC) has approved the criteria and process for identification / appointment of Directors which are as under:

Criteria for Appointment:

- A) The proposed Director shall meet all statutory requirements and should:
- Not have any direct or indirect conflict with business operations.
 - Be willing to devote time and efforts.
 - Have relevant experience.
 - Have understanding about corporate functionality.
 - Understand real value of stakeholders.

Process for identification of Directors / Appointment of Directors:

- Board Members may suggest any potential person to the Chairman of the Company meeting the above criteria. If the chairman deems fit, recommendation will be made by him to NRC.
- Chairman himself can also recommend a person to NRC.
- NRC shall process and evaluate the proposal and shall submit their recommendation to Board.

- Board shall consider such proposal on merit and decide suitably.

Criteria for Performance Evaluation:

The Board considered and approved criteria for performance evaluation of itself and that of its committees and individual directors as follow:

Criteria for Board Evaluation:

- Focus on strategic decisions.
- Qualitative discussion and processes.

Criteria for Committee Evaluation:

- Fulfillment of allotted responsibilities.
- Effectiveness of recommendation, meetings.

Criteria for Independent and Non Independent Directors' evaluation:

- Contribution through their experience and expertise.
- Focus on Stakeholders' interest.

MANNER OF EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

The Evaluation of Board, its Committees and Individual Directors was carried out as per process and criteria laid down by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

The obtaining and consolidation of feedback from all Directors in this regards, was coordinated by the Chairman of Independent Directors' meeting for Board and Non-Independent Directors while the process of evaluation of the Independent Directors was coordinated by the Chairman of the Company. Based on this, Chairman of the Company briefed the Board and each of the Individual Directors.

NUMBER OF MEETINGS OF THE BOARD:

The Board meets at regular interval with gap between two meetings not exceeding 120 days. Additional meetings are held as and when necessary. During the year under review, the Board met 8 times respectively on 10.07.2020, 20.07.2020, 15.09.2020, 09.10.2020, 11.11.2020, 27.11.2020, 13.02.2021 and 20.03.2021.

REMUNERATION:

REMUNERATION POLICY:

The Company has formulated the policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees of the Company which is as under:

Components of Remuneration

Fixed Pay comprising Basic Salary, Conveyance Allowances / Reimbursement, Company's contribution to Provident Fund, Superannuation Fund, Gratuity, etc.

Variable Pay, which is either in the form of:

Commission to Managing Directors and Commission to Whole-time Directors.

Annual Appraisal process:

Annual Appraisals are conducted, following which annual increments and promotions in deserving cases are decided once in a year based on:

- Employees self-assessment
- Assessment by Immediate Superior and
- Assessment by Head of Department

Annual Increment leading to an increase in Fixed Pay consists of:
Economic Rise based on All India Consumer Price Index published by the Government of India or Internal Survey wherein inflation on commonly used items is calculated.
Annual Appraisal equally depends on the Profitability of the Company.