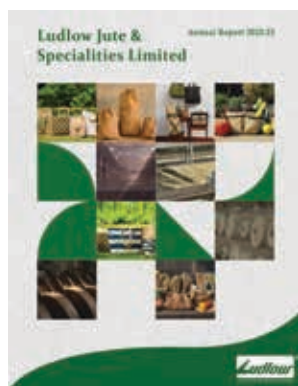


Ludlow Jute & Specialities Limited

Annual Report 2022-23





Forward Looking Statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This Report and other statements written and oral that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion on future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe, we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

The Annual Report is available online at www.ludlowjute.com

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CORPORATE INFORMATION

Forty Fourth Annual Report 2022-23

BOARD OF DIRECTORS

Mr. Rajya Vardhan Kanoria
Non-Executive Chairman

Mr. Jugal Kishore Bhagat
Independent Director

Mr. Satish Kapur
Independent Director

Ms. Nayantara Palchoudhuri
Independent Director

Mr. Bharat Kumar Jalan
Independent Director

Mr. Manoj Mohanka
Independent Director

Mr. Tonmoy Bera (till 12.06.2023)
Managing Director

Mr. Ashish Chandrakant Agrawal (w.e.f. 14.06.2023)
Managing Director

CHIEF FINANCIAL OFFICER

Mr. Rajesh Kumar Gupta

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Pratibha Jaiswal

AUDITORS

J K V S & Co.
Chartered Accountants
5-A, Nandalal Jew Road,
Kolkata – 700 026

BANKERS

Central Bank of India
State Bank of India
YES Bank Limited
AXIS Bank Limited

REGISTRAR & SHARE TRANSFER AGENTS

MCS Share Transfer Agent Limited
383 Lake Gardens, 1st Floor, Kolkata – 700 045
Phone: (033) 4072 4051/52/53
Fax: (033) 4072 4050
E-mail id: mcssta@rediffmail.com

REGISTERED OFFICE

KCI Plaza, 4th Floor,
23C Ashutosh Chowdhury Avenue,
Kolkata – 700 019,
West Bengal, India
CIN: L65993WB1979PLC032394
Email: info@ludlowjute.com
Website: www.ludlowjute.com
Ph. No. (033) 4050 6300/6330
Fax No. (033) 4050 6333

WORKS

P.O. Chengail, Howrah – 711 308
Ph. No. (033) 2642 8366

Notice

NOTICE is hereby given that the **Forty Fourth** Annual General Meeting of the members of Ludlow Jute & Specialities Limited will be held on **Monday, 11th day of September 2023 at 11 A.M.** through video conferencing, the Company will conduct the meeting from the Registered office i.e., KCI Plaza, 4th Floor, 23C Ashutosh Chowdhury Avenue, Kolkata – 700019, which shall be deemed to be venue of the meeting to transact the following business(es): -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Rs. 1.50 per Equity Share of the face value of Rs. 10/- each, for the financial year ended 31st March 2023.
3. To appoint a director in place of Mr. Rajya Vardhan Kanoria (DIN: 00003792), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Remuneration of M/s SPK Associates appointed as Cost Auditors

To consider and, if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of cost audit and payable to M/s. SPK Associates, Cost Accountants (Firm Registration No. 000040), appointed as the Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee, for conducting the audit of the cost records of the Company for the financial year ending on 31st March, 2024, be and is hereby ratified and confirmed."

5. Regularization of Additional Director, Mr. Ashish Chandrakant Agrawal (DIN: 10198821), as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to regularize the appointment of Mr. Ashish Chandrakant Agrawal, (DIN:10198821) as Managing Director of the Company for a period of 3 Years with effect from 14th June, 2023 upon the terms and conditions as mutually decided.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

Registered Office
KCI Plaza, 4th Floor,
23C Ashutosh Chowdhury
Avenue, Kolkata – 700 019
Date: 14th June, 2023
Place: Kolkata

By Order of the Board

Rajesh Kumar Gupta
Chief Financial Officer

Notice

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through video conferencing (VC) or other audio-visual means (OAVM) and dispensed personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated **April 08, 2020**, Circular No.17/2020 dated **April 13, 2020** and Circular No. 20/2020 dated **May 05, 2020** and Circular No. 02/2021 dated **January 13, 2021** and all other relevant circulars issued from time to time, prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 44th Annual General Meeting (AGM) of the members be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (**Refer serial no. 29**) and available at the Company's website www.ludlowjute.com.
2. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800222-990.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members are requested to send at mcssta@rediffmail.com or info@ludlowjute.com before e-voting/ attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
4. The Members can join the AGM in the VC/OAVM mode **15 minutes** before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
7. Pursuant to provisions of Section 91 of the Act, read with Rule 10 of the Companies (Management & Administration) Rules, 2014 and Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share transfer books of the Company will remain closed from **Tuesday, 5th September, 2023 to Monday, 11th September, 2023**, (both days inclusive), for determining the name of the Members eligible for dividend on Equity Shares, if declared at the AGM.
8. Members who hold shares in dematerialized form, are requested to furnish their Client ID and DP ID numbers for easy identification of attendance at the Meeting.
9. Members holding shares in physical form are requested to inform the Company / Registrar & Share Transfer Agent, the changes, if any, in their address or Bank particulars so that the same can be incorporated in the Dividend Instrument and in case their shares are held in dematerialized form, this information should be furnished to their respective Depository Participants immediately.
10. Members, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialized form.
11. Members holding shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agents of the Company.
12. In all correspondence with the Company/Registrar & Share Transfer Agents, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
13. Dividend on Equity Shares as recommended by the Board, if approved at the Meeting, will be paid:
 - (a) to those whose names appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company on or before Monday, 4th September 2023, and
 - (b) in respect of shares held in electronic form, to those "deemed members" whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the end of business hours on Monday, 4th September 2023.

Notice

14. In accordance with the provisions of Section 124 and 125 of the Companies Act, 2013, the unclaimed / unpaid dividend relating to financial year ended 31st March 2015 has been deposited on 20.10.2022 with the Investor Education and Protection Fund (IEPF) established by the Central Government.

The Company has been sending reminders to Members having unclaimed / unpaid dividend before transfer of such dividend(s) to IEPF. Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid & unclaimed dividends lying with the Company as on 28th September 2022 (date of last Annual General Meeting) on its website and on the website of the Ministry of Corporate Affairs. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 be transferred to the IEPF. Members who have a valid claim to any of the unclaimed / unpaid dividends are requested to correspond with the Company at its registered office or the Registrar & Share Transfer Agents of the Company.

Shares on which dividend remains unclaimed / unpaid dividends for seven consecutive years will also be transferred to IEPF as per Section 124(6) of the Companies Act, 2013, and the applicable rules.

Members are informed that once the unclaimed / unpaid dividends are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed form IEPF-5 online and sending physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at www.iepf.gov.in

15. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar & Share Transfer Agent of the Company.
16. Members are requested to notify any change in their address immediately to **M/s. MCS Share Transfer Agent Limited, 383 Lake Gardens, 1st Floor, Kolkata – 700 045**, the Registrars & Share Transfer Agents of the Company for shares held in physical form. Shareholders who hold their shares in dematerialized form may lodge their requests for change of address, if any, with their respective Depository Participants.
17. Members interested in making / changing nomination in respect of shares held by them in physical form may write to M/s **MCS Share Transfer Agent Limited**, at the address as mentioned in point 16 above for the prescribed form.
18. Copies of the Annual Report 2022-23, Notice of the 44th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes.
19. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
20. Members may note that the Notice of the 44th AGM and the Annual Report for 2022-23 will also be available on the Company's website www.ludlowjute.com. Members who require communication in physical form in addition to e-communication, may write to the Company / Registrar & Transfer Agent at info@ludlowjute.com / mcssta@rediffmail.com
21. The Share Certificates with the previous name of the Company viz. '**Aekta Limited**' are acceptable for transfer/DEMAT etc. The stickers bearing the change of name of the Company to 'Ludlow Jute & Specialities Limited' had been dispatched to the shareholders holding shares in physical mode. If any shareholder requires the stickers with the Company's new name, may write to the Company / Registrar & Share Transfer Agent.
22. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to info@ludlowjute.com
23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
24. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

Notice

25. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.ludlowjute.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
26. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
27. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on **Friday, 8th September 2023 at 09:00 a.m. and ends on Sunday, 10th September 2023 at 05:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Monday, 4th September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Monday, 4th September 2023. In case of joint holders, only one of the joint holders may cast his vote.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name i.e., Ludlow Jute & Specialities Limited or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Member can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Notice

Type of shareholders	Login Method
	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi user name & password. After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 -2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33

Notice

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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 etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

Notice

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.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 sachinpilania22@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 – 48867000 and 022 – 24997000 or send request to Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400 013 at evoting@nsdl.co.in

28. 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:

- a. 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 info@ludlowjute.com / mcssta@rediffmail.com
- b. 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 info@ludlowjute.com / mcssta@rediffmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
- c. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password for e-voting by providing the above-mentioned documents.
- d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Notice

29. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at info@ludlowjute.com latest by 4 p.m. (IST) on Saturday, 2nd September 2023.
6. Shareholders who would like to express their views/have questions may send their questions in advance at least seven (7) days before AGM mentioning their name demat account number/folio number, email id, mobile number at info@ludlowjute.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

30. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Annual General Meeting shall be the same person mentioned for Remote e-voting.

Mr. Sachin Kumar, Practicing Company Secretary, (CP No. 14157) have been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner, whose e-mail address is sachinpilania22@gmail.com

The results on the resolution will be declared within 2 working days from the conclusion of the AGM i.e., 13th September 2023. The declared results along with the Scrutinizer's Report shall be placed on the Company's website at www.ludlowjute.com and on the website of NSDL at <https://www.evoting.nsdl.com/> and will also be forwarded to BSE Limited subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting.

Notice

31. Other Information:

1. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be affected only in demat mode. Further, SEBI, vide its Circular dated 25th January 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission, transposition etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to demat mode. Shareholders who are desirous of dematerializing their securities may write to the Company at info@ludlowjute.com or to the Registrar and Share Transfer Agent at mcssta@rediffmail.com
2. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants, and the Members holding shares in physical form are requested to update their e-mail addresses with the Registrar and Share Transfer Agent at mcssta@rediffmail.com in Form ISR-1 or e-mail to info@ludlowjute.com for receiving all communication, including Annual Reports, Notices, Circulars, etc. from the Company electronically.
3. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify any change in information to Registrar and Share Transfer Agent or Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
4. Members who are holding shares in physical form and desire to avail the facility of Electronic Credit of Dividend are requested to furnish their Bank particulars, together with a photocopy of blank cancelled cheque for verification of MICR code, to the Company or its RTA. Members holding shares in electronic form are requested to furnish the said information to their respective Depository Participants.
5. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all companies are required to mandatorily use the Bank Accounts details furnished by the Depositories for crediting dividend. Dividend will be credited to the Member's Bank Account through NECS wherever complete core banking details are available with the Company. In cases, where the core banking details are not available, dividend warrants will be issued to the Members with Bank details printed thereon as available in the Company's records.
6. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of Members and the Company is required to deduct tax at source at the prescribed rates from the dividend paid to Members. For the prescribed rates for various categories, Members are requested to refer to the Finance Act, 2020, as amended. Members are requested to update their Permanent Account Number (PAN) with their respective Depository Participant(s) (DP) (in case of shares held in a dematerialised form) and with the Registrar and Share Transfer Agent at mcssta@rediffmail.com (in case of shares held in physical form).
7. To avail the benefit of non-deduction of tax at source / avail beneficial rates, Members are requested to submit the requisite declarations / documents, as applicable with the Registrar and Share Transfer Agent at mcssta@rediffmail.com.
8. In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID Number.
9. Members are requested to contact the Company's Registrars & Share Transfer Agents, **M/s. MCS Share Transfer Agent Limited, 383 Lake Gardens, 1st Floor, Kolkata – 700 045**, Phone: (033) 4072 4051/52/53 for reply to their queries/redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone: (033) 4050 6300, email: info@ludlowjute.com).
10. Members, who wish to obtain any information regarding the accounts or any matter to be placed at the AGM, are requested to send an e-mail at info@ludlowjute.com by Saturday, 2nd September 2023 (5.00 P. M.). The same will be replied by the Company suitably.
11. Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is maintaining an E-mail Id: info@ludlowjute.com exclusively for quick redressal of members'/investors grievances.

32. Re-Appointment of Director:

Mr. Rajya Vardhan Kanoria (DIN: 00003792) aged about 68 years is a Non - Executive Director of the Company with effect from 8th November, 2006. He retires by rotation at the 44th Annual General Meeting of the Company under Section 152 of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment as a Director of the Company.

Notice

The additional information required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

i. Expertise in specific functional areas	An Industrialist with rich business experience and vast knowledge.	
ii. List of other Directorships held in Public Limited Companies	a) Kanoria Chemicals & Industries Ltd. b) Kirtivardhan Finvest Services Ltd. c) KPL International Ltd. d) R.V. Investment and Dealers Ltd. e) J K Paper Ltd. f) Vardhan Ltd. g) Nestle India Ltd.	
iii. Chairman/ Member of Committees of the Board of other Public Limited Companies in which he is a Director (Audit Committee & Stakeholders' Relationship Committee has been considered)	Name of Company	Name of the Committee
	Chairman: 1. KPL International Ltd. 2. J K Paper Ltd.	Audit Audit Stakeholders' Relationship
	Member: 1. Nestle India Ltd 2. Kanoria Chemicals & Industries Ltd 3. KPL International Ltd.	Audit Stakeholders' Relationship Audit Share Transfer
iv. Shareholding in the Company	10,300	
v. Relationship with other Directors.	None.	

Registered Office
KCI Plaza, 4th Floor,
23C Ashutosh Chowdhury
Avenue, Kolkata – 700 019

Date: 14th June 2023
Place: Kolkata

By Order of the Board

Rajesh Kumar Gupta
Chief Financial Officer

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 & the Companies Rules, 2014 and the Companies Amendment Rules 2014, the Company is required to appoint a cost auditor to audit the cost records of the Company for products and services, specified under the above Rules issued in pursuance to the above section. The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s. SPK Associates, Cost Accountants (Firm Registration No. 000040), as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2023-24 at remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of cost audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item no. 4 of the notice for ratification of the remuneration payable to the cost auditors for the financial year ended 31st March, 2024. The Board of Directors recommended the resolution for approval of the shareholders.

Notice

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

Item No. 5

The Nomination and Remuneration Committee recommended and the Board of Directors approved the appointment of Mr. Ashish Chandrakant Agrawal as an Additional Director of the Company (DIN 10198821), for a period of three years w.e.f. 14th June 2023 on the terms and remuneration set out hereunder, subject to the approval of the Shareholders and such other necessary approval(s), as may be required.

Mr. Agrawal was appointed as an Additional Director of the Company on June 14th 2023 and subsequently has to be regularized as Managing Director (MD).

Mr. Agrawal has confirmed that he has not been convicted for any offence under any of the statutes enumerated in Part I of Schedule V to the Companies Act, 2013 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the

Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority. Mr. Agrawal, pursuant to Section 152 of the Act, has consented to act as the Managing Director of the Company, if so appointed.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the appointment of Mr. Agrawal as Managing Director will be beneficial to the functioning and growth of the Company and the remuneration payable to him is commensurate with his abilities and experience.

A brief profile of Mr. Agrawal, has been annexed herewith, as **Annexure A**.

Accordingly, the Board commends the Ordinary Resolution as set out as Item No. 5 of the accompanying Notice in relation to the appointment of Mr. Agrawal as Managing Director w.e.f. June 14th, 2023, for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing Regulations.

Remuneration:

- A. Basic Salary: Current basic Salary ₹ 2,00,000/- per month.

The annual increment which will be effective 1st April each year (starting from April 2023) will be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be merit-based and take into account the Company's performance as well.

- B. Benefits, Perquisites, Allowances: In addition to the basic salary referred to in (A) above, the Managing Director shall be entitled to:

(i) Actual rent incurred for furnished accommodation.

(ii) Other Perquisites and Allowances:

Other Perquisites and Allowances including Medical Allowance, Leave Travel Concession/Allowance, Other Allowances (including any special allowance).

Registered Office
KCI Plaza, 4th Floor,
23C Ashutosh Chowdhury
Avenue, Kolkata – 700 019
Date: 14th June, 2023
Place: Kolkata

By Order of the Board

Rajesh Kumar Gupta
Chief Financial Officer

Notice

Annexure - A

BRIEF PROFILE OF ASHISH CHANDRAKANT AGRAWAL

Mr. Ashish Chandrakant Agrawal, aged about 51 years, has completed his B.Tech. in Chemical Engineering from Laxminarayan Institute of Technology, Nagpur and has a Masters in Finance and Personnel Management from Dhanwate National College, Nagpur. He has an experience of 26 years particularly in Terry towel and Denim. He has worked at various position like processing head, quality head, cost control and MIS head, project head and finally business head.

Profile Summary:

- Accomplished Business Leader offering diverse experience of years 26 with various companies having different industry types, business sizes, revenue streams and varied cultures including Kanoria Chemicals & Industries Ltd., Sel Manufacturing Ltd., Ginni International Ltd., Malwa Industries Ltd. Novel Denim Ltd., and Raymond Denim Ltd.
- Currently spearheading Profitability and Business Management of "Kanoria Africa Textile PLC (Ethiopia), Kanoria Chemicals & Industries Ltd. and Ludlow Jute & Specialties Ltd." Kanoria Group
- Growth Facilitator with impressive success in developing business, driving sales, and amplifying business margin through long-term planning
- Keen Business Strategist recognized for impacting organization profitability by applying strategic planning, market analysis and business intelligence skills
- Enhanced market shares of the organization by establishing strategic alliances & tie-ups with key decision-makers
- Contributed as a Key Member for several organizations; proactively assisted in the overall decision-making process and business acquisitions involving business valuation, benefits, negotiation, deal structuring, SOP formulation & so on
- Customer-centric professional with skills in holding strong relations with key accounts in a competitive environment; proven track record of acquiring new clients which resulted in revenue growth
- Credited for consistently growing company and improving customer engagement with the product through focused global market research, marketing mix and business intelligence skills
- Delivered competitive advantage by enhancing operational effectiveness of business units, maximizing profits, minimizing costs and uncovering underlying issues
- Key People Leader with strong skills leading large multi-cultural teams, formulating budgets, SOPs & policies, instituting process improvement techniques, setting strategic goals, and enabling smooth day-to-day business activities

He currently holds the following positions:

Kanoria Chemicals & Industries Ltd., Delhi as Group CEO of Kanoria Africa Textile PLC (Ethiopia), Kanoria Chemicals & Industries Ltd. and Ludlow Jute & Specialties Ltd.

He has experience in various industry associations as follows:

- Dyeing Incharge, Production planning and project coordinator in Raymond Denim Ltd., Yavatmal (MS)
- Planning, Quality and MIS Manager in Novel Denim Ltd., Mauritius and Cape Town, South Africa
- Plant Head in Malwa Industries Ltd., Ludhiana, Punjab
- General Manager-Profit Center Head in Ginni International Ltd., Neemrana, Rajasthan
- Business Head in Sel Manufacturing Ltd., Ludhiana

Board's Report

DIRECTORS' REPORT TO THE MEMBERS

Your directors present before you the 44th Annual Report of your Company on business & operations together with Audited Financial Statements and the Auditor's Report for the year ending 31st March 2023.

OPERATIONS

During the year under review, the Company's sales were Rs. 543.20 crores (including exports of Rs. 103.56 crores) against sales of Rs. 576.64 crores (including exports of Rs. 123.05 crores) during the previous year. The production was higher at 47214 M.T. against 47179 M.T. Margins were under pressure as raw jute prices remained abnormally high.

The Jute Commissioner lifted the price capping of raw jute Order from 20th May 2022; however, the results of the Q1 FY 2023 were seriously affected due to above capping. The export market is sluggish as demand for our premium products like leno, net cloth, scrim and yarn has reduced.

As per the sowing report, the crop availability is expected to be low in the financial year 2023-2024 as compared to the last year, but the quality is expected to be good. At the time of writing this report, there has been news of adequate rainfall, hence the prospects look good. The Company is proactive and prudent in buying and utilizing raw jute.

FINANCIAL SUMMARY

(Rs. in Crores)

Particulars	2022-23	2021-22
Total Income	547.51	574.62
Profit before Depreciation, Finance Costs, Tax and Exceptional Items	17.93	30.34
Finance Costs	(7.39)	(6.43)
Depreciation and amortization	(8.43)	(8.51)
Exceptional items	-	-
Profit before tax	2.11	15.40
Tax expenses	0.77	3.73
Profit for the Year	1.34	11.67
Other Comprehensive income for the year, net of tax	2.11	1.58
Total Comprehensive income for the year	3.45	13.25

DIVIDEND

The Board of Directors recommends, for consideration of shareholders at the Annual General Meeting, a Dividend @ 15% (Rs. 1.50 per share) on Equity Shares of Rs. 10/- each for the year ended 31st March 2023.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. The amount transferred to IEPF was Rs. 2,98,822 during the year 2022-23.

TRANSFER TO RESERVES

The Company has not transferred any amount to General Reserves during the current year.

BOARD MEETINGS

The Board of Directors met 4 (Four) times i.e., 07.05.2022, 05.08.2022, 07.11.2022 & 09.02.2023 during this financial year. The maximum time interval between any two meetings was within the maximum time allowed pursuant to the Companies Act, 2013 and SEBI Regulations. The details and number of meetings attended by Directors forms part of Corporate Governance Report.

SUBSIDIARY COMPANY

The Company has no subsidiary, joint venture, or associate Companies.

Board's Report

PUBLIC DEPOSIT

Your Company has not accepted any deposits from public in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

INTERNAL FINANCIAL CONTROL

The Board of Directors confirm that all the systems, policies, procedures and frameworks, which are currently operational within the Company are adequate for ensuring the orderly and efficient conduct of its business and adherence to the laws. They are in line with the best practices to the extent applicable to the company. The Audit Committee and the Board reviews internal control systems to ensure they remain effective and are achieving their intended purpose. Weaknesses, if any, are identified and new procedures are put in place to strengthen controls.

The Company has also appointed an Internal Auditor as per the provisions of the Companies Act, 2013. The Company's internal audit process covers all significant operational areas and reviews the Process and Control. The Internal Auditor has authority to verify whether the policies and procedures, including financial transactions, are carried out in accordance with defined processes and variations and exceptions (if any) are justified and reported properly.

CREDIT RATING

CARE Ratings Limited has assigned long-term rating of CARE A-; Stable (Single A Minus; Outlook: Stable) and short-term rating of CARE A2+ (A Two Plus) to the Company for the working capital and term loan facilities availed by the Company.

CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the company during the year under review and the Company continues to carry on its existing business.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company Mr. Rajya Vardhan Kanoria (DIN: 00003792), Director of the Company retires by rotation at the conclusion of the forthcoming Annual General Meeting, and being eligible offers himself for reappointment.

Mr. Bharat Kumar Jalan (DIN: 00876208) was re-appointed as an Independent Director in the board meeting held on 2nd May 2023 and regularized via Postal Ballot dated 30th June 2023.

*None of the Directors of the Company are disqualified for being appointed as a Director, as specified in Section 164(2) of the Companies Act, 2013.

I. Declaration from Independent Directors

The Company has received necessary declarations from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

II. Nomination and Remuneration Policy

The Company follows a policy on Nomination and Remuneration of Directors and Senior Management Employees. The policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee reviews the composition and diversity of the Board, keeping in view the requirements of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 recommends to the Board, appointment/re-appointment of eligible personnel including their terms of appointment and remuneration. The Nomination and Remuneration Policy including criteria for determining qualifications, positive attributes and independence of a director has been formulated. The said policy may be referred to on the Company's website i.e., www.ludlowjute.com.

*Mr. Tonmoy Bera (DIN: 08342972), resigned from the Board in the capacity of Executive Managing Director w.e.f. 12th June, 2023.

The performance of the Board has been evaluated as per the policy laid down in that regard.

Board's Report

III. Ratio of Remuneration of each Director

Details of Ratio of Remuneration of each Director to the median employee's remuneration is annexed as Annexure - III, forming part of this Report.

AUDITORS

(i) Statutory Auditors

M/s. J K V S & Co., Chartered Accountants, (Firm Registration No. 318086E) was re-appointed as Statutory Auditor of the Company for a term of 5 years in their Annual General Meeting held on 28th September 2022.

The Statutory Auditors have confirmed their eligibility and submitted a written certificate stating that they are qualified to hold the office of the Statutory Auditor. Their report on the financial statements of the Company is included in the Annual Report, and there are no qualifications, reservations, or adverse remarks given by the statutory auditor in their report.

(ii) Cost Auditors

Pursuant to Section 148 of the Act, the Board, on the recommendation of the Audit Committee, has approved the appointment of M/s SPK Associates, Cost Accountants (Firm Registration No. 000040), Kolkata, as the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending on 31 March 2024, at a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus taxes and reimbursement of travelling and other incidental expenses, subject to approval of shareholders, as may be incurred in connection with the Cost Audit of the Company."

(iii) Secretarial Auditor

Pursuant to Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Mr. Sachin Kumar, (ACS - 14157) Practising Company Secretary to conduct Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit Report for the financial year 2022-23 is provided as an Annexure to this Report in Annexure - II. The Report does not contain any qualification, reservation or adverse remark.

FRAUD REPORTING

During the year under review, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no details is required to be disclosed under Section 134(3) of the Companies Act, 2013.

CORPORATE GOVERNANCE

The Company has complied with the corporate governance requirements under the Companies Act, 2013 and Regulation 34 (3) read with Schedule V under the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, a separate section on corporate governance along with a certificate from the statutory auditors of the Company confirming the compliance, is annexed as Annexure - V and forms part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed and forms part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2023, the applicable Indian Accounting Standards (Ind AS) had been followed;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were responsible and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for that period;
- (iii) That 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;

Board's Report

- (iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2023, on 'a going concern' basis;
- (v) That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively;
- (vi) That 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.

RISK AND MITIGATING STEPS

The Company has identified various risks faced from different areas. As required under the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, the Board has adopted a Risk Management Policy whereby a proper framework is set up. Appropriate structures are present so that risks are inherently monitored and controlled. A combination of policies and procedures attempts to counter risk as and when they evolve.

The Company has also formed a Risk Management Committee which monitors the risk elements and mitigation procedures at periodical intervals. The constitution and terms of reference are set out in details in the Corporate Governance Report. The risks and its mitigating factors are discussed by the Committee and subsequently placed before the Board.

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

Information in accordance with the provisions of Section 134(3)(m) of the Companies Act 2013, read with Rule 8 of the Companies (Accounts) Rules 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed as Annexure – I, forming part of this Report.

AUDIT COMMITTEE

The Audit Committee of the Board has been constituted in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The constitution and other details of the Audit Committee are given in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee of the Board has been constituted as per Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The constitution and other details of the Corporate Social Responsibility Committee are given in the Corporate Governance Report. The said policy may be referred to on the Company's website i.e., www.ludlowjute.com.

The Company wishes to inform the members that it is aware and taking care of its social responsibilities and during the year the gross amount spent by the Company as CSR expenditure is Rs. 10.57 lakhs. In terms of provisions under Section 135 of the Companies Act, 2013, the CSR expenses to be incurred by the Company during the year 2022-23 was Rs. 14.23 lakhs.

The annual report on CSR activities, in terms of Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014, is provided in Annexure-IV forming part of this report.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

The Company has not given any loan, guarantee or made any investments exceeding sixty per cent of its paid-up share capital, free reserve and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, as prescribed in Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

A Related Party Policy has been devised by the Board of Directors for determining the materiality of transactions with related parties and dealings with them. The said policy may be referred to at the website of the Company i.e., www.ludlowjute.com. The Audit Committee reviews all related party transactions quarterly. Necessary approval of the Audit Committee and the Board of Directors were taken as and when required.

Further the members may note that the Company had entered into the following related party transactions at arm's length price:

- Property taken on lease from Kirtivardhan Finvest Services Limited.
- Availing of services like maintenance, upkeep, allied services and facilities, amenities, etc., from Belvedere Gardens Limited.
- Intercompany Loan from RV Investment & Dealers Limited.

Board's Report

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provision of Section 177(9) & (10) of the Companies act, 2013, a Vigil Mechanism/Whistle Blower Policy has been formulated by the Company for its Directors and Employees. The policy allows intimation by affected persons in good faith of any concern or misconduct through a written communication. The Policy assures adequate safeguard against victimization of employees and directors who avail of the vigil mechanism policy. It also provides for action against frivolous complaints. The Audit Committee oversees the Vigil Mechanism for disposal of the complaints. The said policy may be referred to on the Company's website i.e., www.ludlowjute.com.

PARTICULARS OF EMPLOYEES

No employee of the Company was in receipt of remuneration exceeding the limit as prescribed under Section 134 of the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE COMPANY'S GOING CONCERN STATUS & OPERATIONS IN FUTURE

During the period under review, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with Secretarial Standards issued by The Institute of Company Secretaries of India.

ENVIRONMENT AND SAFETY

Green business practices are the buzzword today. Your Company firmly believes in environment protection and conservation of natural resources to the extent possible. We have taken initiatives to produce eco-friendly products while complying with environment and pollution standards. Safety, in all aspects of manufacturing, is given full attention by the Company. The safety systems of the company were put to test during the year with the Covid 19 pandemic. As mentioned earlier the management and employees rose to the occasion and ensured a disciplined and organised system to keep our workplaces safe.

The Company is also certified under ISO 14001:2004 for its Environmental Management Systems.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company's policy on prevention of sexual harassment of women provides for the protection of women employees at the workplace and for prevention and redressal of such complaints. There were no complaints pending for the redressal at the beginning of the year and no complaints received during the financial year.

ANNUAL RETURN

In compliance with Section 134(3) (a) of the Companies Act, 2013 Annual Return of the Company is available on Company's Website i.e., www.ludlowjute.com

HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS

The Company's human resources development is founded on a strong set of values. The policies seek to instil spirit of trust, transparency, and dignity among all employees. The Company continues to provide ongoing training to its employees at different levels.

Industrial relations with employees and workers across all locations of the Company continued to be cordial during the year.

APPRECIATION

Your directors take this opportunity to express their grateful appreciation for the co-operation and guidance received from the Regulators, Central & State Govts., Bankers as well as the Shareholders during the year. Your directors also wish to place on record their appreciation for the devoted and dedicated service rendered by all the employees of the Company.

For and on behalf of the Board For and on behalf of the Board

Date: 14th June 2023
Place: Kolkata

Rajya Vardhan Kanoria
Chairman
DIN: 00003792

Ashish Chandrakant Agrawal
Managing Director
DIN: 10198821

Management Discussion & Analysis Report

Industry Structure And Developments

The jute industry is among the oldest and most prominent industries in India. The Jute industry occupies an important place in the national economy of India, particularly in West Bengal where nearly 75 jute mills operate. It supports 40 lakh farm families and provides livelihood to lakhs of workmen.

The Cabinet Committee on Economic Affairs has approved reservation norms for mandatory use of jute in packaging of rice, wheat and sugar for the Jute Year 2022-23. The Mandatory norms provide for full reservation for packaging of foodgrains and 20% reservation for packaging of sugar in jute bags, which will be a big boost for West Bengal.

The reservations norms under JPM Act provide for direct employment to 3.70 lakh workers and protect the interest of approximately 40 lakh farm families in the jute sector. JPM Act, 1987 protects the interest of Jute farmers, workers and persons engaged in jute goods' production. 75% of the total production of the Jute Industry is Jute Sacking Bags of which 85% is supplied to the Food Corporation of India (FCI) and State Procurement Agencies (SPAs) and remaining is exported/sold directly.

Opportunities

Disposal concerns related to use of plastic has led to accelerated acceptance of Jute products which are biodegradable as well as eco friendly. There is opportunity in being able to effectively market Jute as a product with negative carbon footprint.

Jute is versatile and has application in lifestyle and promotional bags, decoratives, geo-textiles, apparels, composites, upholstery furnishings, and also non-wovens for both technical and non-technical purposes. Research and Developments is continuing to find newer uses for jute. The industry would do well to take advantage of such developments.

Usage of eco-friendly jute sacks for packaging food grains under JPM Act 1987 is in sync with the government adopted UN sustainability goals of alleviating poverty, zero hunger, responsible consumption/production and climate change. Hence, continued compulsory jute packaging for food grains is likely to continue to be an environmental necessity.

Threats / Risks and Concerns

- **High cost of production:** Equipments for production are all worn out, outmoded in design. Many mills are uneconomic.
- **Storage of raw Jute:** Jute industry suffers from inadequate supply of required qualities raw jute.
- **Absenteeism of Man Power:** The industry is plagued with out of control abnormal absenteeism despite a substantial hike in minimum wages along with attendance bonus. Efforts to mitigate the same had no impact on such absenteeism.
- **Low Demand:** Awareness of jute as an alternative to plastic.

Steps taken by the Government

The following measures have been taken for assisting the jute industry.

- Mandatory use of Jute bags in food grains and sugar, cement and in fertilizers.
- Modernization and rationalization of Jute mills encouraged through various schemes.
- Whenever the market price of raw jute falls below a certain level, the Jute Corporation of India (JCI) procures raw jute at Minimum Support Price (MSP), fixed on the basis of recommendation of the commission for Agricultural Cost and Prices (CACP), from jute growers to safeguard their interest.

The National Jute Board implements various schemes for market development, workers' welfare and promotion of diversification and exports.

Segment-wise or Product-wise Performance

The Company is engaged in single segment product that is, manufacturing and sale of Jute Goods, therefore, Ind AS 108 regarding 'segment reporting' stands complied.

Outlook

In the year 2022-23, raw jute production was estimated to be close to 90 lakh bales, which was about 6-7 per cent higher than that in 2021-22. Jute products are in high demand outside India. According to a recent report by Research and Markets, the global jute bag market was

Management Discussion & Analysis Report

valued at \$2.07 billion in 2020 and is projected to touch \$3.1 billion by 2024, with consumers looking for alternatives to single-use plastic.

The company's efforts towards diversification, new product development and focus on efficient working promises a bright future.

Internal Control System and Their Adequacy

The Company has adequate internal control procedures, which provide reasonable assurance with regard to safeguarding the Company's assets, preventing revenue leakages, promoting operational efficiency by cost control and compliance with various statutory provisions. Audit reports are placed before the Audit Committee on a periodical basis, for review. The Committee actively reviews the adequacy and effectiveness of the internal control systems which are well supplemented by surveillance of Internal Auditors. The Company's Internal Financial Controls have been diligently studied and the required systems are in place.

Industrial Relations Front

Your Company maintained good industrial relations during the year under review. In addition to various staff welfare schemes, there was a renewed focus on sanitation and hygiene.

Financial Performance with respect to operational performance

During the year under review, the Company's sales were Rs. 543.20 crores (including exports of Rs. 103.56 crores) against sales of Rs. 568.56 crores (including exports of Rs. 123.05 crores) during the previous year. The production was slightly higher at 47214 M.T. against 47179 M.T. during the previous year. Margins were under pressure as raw jute prices remained abnormally high during the financial year.

Key Financial Ratios

Particulars	31.03.2023	31.03.2022
Trade Receivables Turnover Ratio	17.94	15.55
Inventory Turnover Ratio	4.71	5.38
Interest Coverage Ratio	1.30	3.56
Current Ratio	1.12	1.14
Debt Equity Ratio	0.68	0.55
Operating Profit Margin	0.01	0.03
Net Profit Ratio	0.00	0.02
Return on Net Worth	0.01	0.07

The Return of Operating Margin, Net Profit and Net worth has been decreased due to decrease in Government sale price and increase in raw material.

Cautionary Statement

Statements made in this section of the report are based on the prevailing position in the jute industry and market conditions. Actual results might differ from what we perceive with respect to Company's outlook and performance.

For and on behalf of the Board For and on behalf of the Board

Date: 14th June 2023

Place: Kolkata

Rajya Vardhan Kanoria

Chairman

DIN: 00003792

Ashish Chandrakant Agrawal

Managing Director

DIN: 10198821

Annexure to the Board's Report

ANNEXURE I

Information under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and Rule 8(3) of Companies (Accounts) Rules, 2014 and forming part of the Board's Report.

I. **CONSERVATION OF ENERGY:**

(a) The steps taken towards Conservation of Energy are enumerated below:

- Installation of Energy efficient Motors and AC Variable Frequency Drive (VFD) in place of Direct Drives in all Spinning Frames.
- Replacing gradually Conventional 40W Tube lights with energy efficient High Bay LED
- Replacing gradually all IE2 ordinary Motors with Energy Efficient IE3 Motors in all departments.
- Totally replaced Line Shaft Drive in Shuttle Looms & installed individual Motor Drive with Energy Efficient Motors (IE3).
- Replacing old Sizing M/Cs with new Sizing Machines equipped with PLC Controlled AC Drives.
- Installed 300 KVAR APFC Capacitor Panel in new Sub Station for improving Power Factor.

(b) The steps taken by the Company for utilizing alternate source of energy:

- Using only Jute Waste (Caddies) for feeding our Thermax Boiler of 6 TPH & Cheema Boiler of Capacity 5TPH.
- Formulation of Adani make Roof Top Solar Power Plant of capacity 200 KWp Commissioned in Dec'22, & balance 800 KWp Capacity Solar Power Plant Commissioning is in its final stage. Power Generation of our previous 6 Yrs Old 1200 KWp Solar Power Plant is satisfactory.

(c) The Capital Investment on energy Consumption Equipment: Rs. 233 lakhs

II. **TECHNOLOGY ABSORPTION:**

Research & Development (R & D)

(a) **Absorption of technology:**

The Company is a member of the Indian Jute Industries Research Association (IJIRA) and National Jute Board (NJB), the prime research bodies for the Jute industries and reaps the benefits thereof.

The company is continuously adopting modern technologies for the following benefits:

- Improving the quality, productivity, efficiency and environment.
- Facilitating Cost Reduction.
- Development of New Products.

(b) **Benefit and future plan of action:**

The Company derives benefits by value addition, product development, cost reduction, or import substitution and by improvements of productivity & efficiency. We have successfully developed Jute Non-woven based Composite Board & Jute Horticultural Pots.

III. **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

(a) **Export activities:**

During the year under review, the FOB value of the exports of the Company was Rs. 9618.01 lakhs as against ₹Rs. 11,375.09 lakhs in the previous year.

(b) **Total foreign exchange used and earned:**

Used	Rs. 5659.06 lakhs
Earned	Rs. 9618.01 lakhs

Date: 14th June 2023
Place: Kolkata

For and on behalf of the Board
Rajya Vardhan Kanoria
Chairman
DIN: 00003792

For and on behalf of the Board
Ashish Chandrakant Agrawal
Managing Director
DIN: 10198821

Annexure to the Board's Report

ANNEXURE II

Secretarial Audit Report

For the financial year ended on 31st March 2023

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

To,
The Members,
Ludlow Jute & Specialities Limited
KCI Plaza, 4th Floor,
23C, A.C. Avenue, Kolkata-700019

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ludlow Jute & Specialities Limited. (hereinafter called the company) having (CIN- L65993WB1979PLC032394). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2023 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (The Company did not have any Foreign Direct Investment during the financial year);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable during the year under review)
 - (b) The Securities and Exchange Board of India ((Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the year under review)
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the Company during the Audit Period)
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Audit Period)
 - (g) The Securities and Exchange Board of India (Depository Participant) Regulations, 2018;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not Applicable to the Company during the Audit Period)
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period).
 - (j) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Audit Period)

I further report that having regard to the compliance system prevailing in the Company and as per the representation made by the Management, the following law is applicable specifically to the Company:

- a) Jute & Jute Textiles Control Orders 2000 & 2016 (as applicable) issued under Essential Commodities Act, 1955;

Annexure to the Board's Report

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There are no changes 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 clarifications 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.

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

I further report that during the Audit Period, the Company has not incurred any specific event / action that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standard etc.

Signature:

Sachin Kumar

ACS No.: 37957, C P No.: 14154

UDIN: A037957E000198623

PEER REVIEW NO- 2766/2022

Place: Kolkata

Date: 26.04.2023

'Annexure-1'

To,

The Members,

Ludlow Jute & Specialities Limited

KCI Plaza, 4th Floor,

23C, A.C. Avenue, Kolkata-700019

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test check basis.
5. I believe that the audit evidence and information obtained from the Company's management is adequate and appropriate for me.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Signature:

Sachin Kumar

ACS No.: 37957, C P No.: 14154

UDIN: A037957E000198623

PEER REVIEW NO- 2766/2022

Place: Kolkata

Date: 26.04.2023

Annexure to the Board's Report

ANNEXURE III

RATIO OF REMUNERATION

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year;	Mr. Tonmoy Bera – 26.47:1		
(ii)	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year;	Key Managerial Personnel: <u>Mr. Tonmoy Bera, MD: 6.88%</u> <u>Mr. Rajesh Kumar Gupta, CFO: 11.75%</u> <u>Ms. Pratibha Jaiswal, CS: 11.90%</u> <u>Other Directors do not draw remuneration</u>		
(iii)	The percentage increase in the median remuneration of employees in the Financial Year;	8.50%		
(iv)	The number of permanent employees on the rolls of Company;	576 employees as on 31.03.2023		
(v)	The explanation on the relationship between average increase in remuneration and Company performance;	Average increase in remuneration of all employees was 8.53% for the year 2022-2023. The increment is as per the terms of employment and based on the performance during the preceding year.		
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;	The increase in remuneration of the KMP are made partly on the basis of their performance and partly on the basis of Company's performance.		
			<u>31.03.2023</u>	<u>31.03.2022</u>
(vii)	a. Variations in the market capitalisation of the Company;	Market Capitalisation (Rs. In Lacs)	8734.85	8963.24
	b. Price earnings ratio at the closing date of the current financial year and previous financial year;	Price Earnings Ratio	65.39	7.70:1
	c. Increase/decrease in the market quotations of the shares of the Company as at the close of the current financial year and previous financial year;	Market Quotations (in Rs)	81.08	83.20
(viii)	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average Salary increase of non-managerial employees is 7.80%. Average Salary increase of managerial employees is 8.79%.		
(ix)	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company;	Same as in (vi) above		
(x)	The key parameters for any variable component of remuneration availed by the directors;	All employees including the Managing Director's entitlement to incentive has a variable component which is based on the individual's performance and Company's financial performance. Other components of remuneration are not variable during a particular year.		
(xi)	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	No employee received remuneration higher than Managing Director.		
(xii)	Affirmation that the remuneration is as per the remuneration policy of the Company	Remuneration paid during the year ended March, 2023 is as per the Remuneration Policy of the Company.		

Date: 14h June 2023
Place: Kolkata

For and on behalf of the Board
Rajya Vardhan Kanoria
Chairman
DIN: 00003792

For and on behalf of the Board
Ashish Chandrakant Agrawal
Managing Director
DIN: 10198821

Annexure to the Board's Report

ANNEXURE - IV

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 ("the Act") read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1 Brief Outline on CSR Policy of the Company:

Ludlow Jute & Specialities Ltd. is vigilant in its enforcement towards corporate principles and is committed towards sustainable development and inclusive growth. The company constantly strives to ensure strong corporate culture which emphasizes on integrating CSR values with business objective. It also pursues initiatives related to quality management, environment preservation and social awareness.

2 Composition of CSR Committee:

Sl. No.	Name of the Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Jugal Kishore Bhagat	Chairman, Independent Director	4	4
2	Mr. Rajya Vardhan Kanoria	Member, Non-Executive Director	4	4
3	Ms. Nayantara Palchoudhuri	Member, Independent Director	4	4
4	Mr. Tonmoy Bera	Member, Executive Director	4	4

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

www.ludlowjute.com

4 Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

Not Applicable

5 Details of amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Not Applicable

6 Average net profit of the Company as per Section 135(5) of the Act: ₹ 711.70 lakhs

7 (a) Two percent of average net profit of the Company as per section 135(5) of the Act: ₹ 14.23 lakhs

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

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

(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 14.23 lakhs

8 (a) CSR amount spent or unspent for the financial year:

Total amount spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total amount transferred to Unspent CSR Account as per Section 135(6) of the Act		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) of the Act		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
10.57 lakhs	NIL	NA	NA	NIL	NA

(b) Details of CSR amount spent against ongoing projects for the financial year (2022-23) :

Not Applicable

Annexure to the Board's Report

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes / No)	(5) Location of the project		(6) Amount spent for the project (in Rs.)	(7) Mode of implementation - Direct (Yes / No)	(8) Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration number
1	Scholarship	Promoting education	Yes	W.B.	Howrah	70,000	Yes	NA	NA
2	Scheme of Physically Disabled People	Healthcare	Yes	W.B.	Howrah	96,000	Yes	NA	NA
3	COVID Warrior	Healthcare	Yes	W.B.	Howrah	1,55,850	Yes	NA	NA
4	Buniyad- Sewing Machine Operator Training Programme	Promoting education	Yes	W.B.	Howrah	7,35,000	Yes	NA	NA

(d) Amount spent in Administrative Overheads:

NIL

(e) Amount spent on Impact Assessment, if applicable

Not Applicable

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

₹ 10.57 lakhs

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

Sl. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per section 135(5) of the Act	14.23 lakhs
(ii)	Total amount spent for the Financial Year	10.57 lakhs
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

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

₹ 3.66 lakhs

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceeding financial years:

Not Applicable

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

(a)	Date of creation or acquisition of the capital asset(s)	No capital asset was created or acquired by the Company out of the CSR spent in the financial year.
(b)	Amount of CSR spent for creation or acquisition of capital asset	
(c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	
(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	

11. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5) of the Act:

Not Applicable

Date: 14th June 2023
Place: Kolkata

For and on behalf of the Board
Rajya Vardhan Kanoria
Chairman
DIN: 00003792

For and on behalf of the Board
Ashish Chandrakant Agrawal
Managing Director
DIN: 10198821

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

Ludlow Jute & Specialities Limited

1. We, J K V S & CO, Chartered Accountants, the statutory auditors of Ludlow Jute and Specialities Ltd ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2023, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations"), as amended.

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the Listing Regulations during the year ended 31st March, 2023.

Other Matters and Restriction on Use

8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.
9. This Report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

Place: Kolkata

Date: the 2nd day of May, 2023

For **J K V S & Co.**
Chartered Accountants
Firm's Registration No. 318086E

UTSAV SARAF

Partner

Membership No.: 306932

UDIN: 23306932BGYSNK1301

Report on Corporate Governance

INTRODUCTION

Your Company has complied with the provisions of Corporate Governance as stipulated in **Regulation 34** of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

A report on the implementation of Corporate Governance by the Company as per the regulations is given below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At Ludlow, Corporate Governance has always been a focal point of attention with emphasis on the complete well-being of all constituents. The Company emphasizes the need for transparency and accountability in its transactions in order to protect the interests of all stakeholders.

Corporate Governance involves a set of relationships between the Company's management, its Board, its shareholders and other stakeholders and is a set of systems and practices aiding accountability, transparency, fairness in its transactions and meeting stakeholders' aspirations and societal expectations.

We give hereunder our report on the prevailing corporate governance practices in your Company:

2. BOARD OF DIRECTORS

2.1 Composition of the Board

The Board comprised such number of Non-Executive, Executive and Independent Directors as required under applicable legislation. The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations. The Board consists of Seven Directors comprising one Non-Executive Chairman, five Independent Directors and one Executive Director as on 31st March 2023. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business

The composition and category of the Directors on the Board, their attendance at the Board Meetings during the year and at the last Annual General Meeting and the Directorship, Chairmanship and/or Membership of Committees held as on 31st March, 2023 by each Director in other Companies are as under:

Name of Directors	Attendance at		Category of Directors	Others		
	Board Meetings	Last AGM		* Directorship	** Committee Chairmanship	** Committee Membership
Mr. Rajya Vardhan Kanoria (DIN: 00003792)	4	Yes	Promoter – Non-Executive – Non Independent Chairman	7	4	3
Mr. Jugal Kishore Bhagat (DIN: 00055972)	3	Yes	Non-Executive – Independent	4	1	2
Mr. Satish Kapur (DIN: 00051163)	4	Yes	Non-Executive – Independent	2	1	2
Ms. Nayantara Palchoudhuri (DIN: 00581440)	4	Yes	Non-Executive – Independent	7	-	8
Mr. Bharat Kumar Jalan (DIN: 00876208)	4	Yes	Non-Executive – Independent	2	-	1
Mr. Tonmoy Bera (DIN: 08342972)	4	Yes	Executive - Managing Director	-	-	-
Mr. Manoj Mohanka (DIN: 00128593)	4	Yes	Non-Executive – Independent	5	1	4

#Excludes Ludlow Jute & Specialities Limited.

*This excludes Directorship held in Indian Private Limited Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013.

**Committee refers to Audit Committee and Stakeholders Relationship Committee of Listed Company and Un-Listed Public Company.

*** Mr. Tonmoy Bera, (DIN: 08342972), resigned from the position of Executive- Managing Director w.e.f 12th June 2023.

Report on Corporate Governance

Name of Directors	Name of other listed entities where the person is a director	Category of Directorship*
Mr. Rajya Vardhan Kanoria	Kanoria Chemicals & Industries Limited Nestle India Limited JK Paper Limited	MD ID NED ID NED
Mr. Jugal Kishore Bhagat	Ginni Filaments Limited	ID NED
Mr. Satish Kapur	-	-
Ms. Nayantara Palchoudhuri	Rossell India Limited Vesuvius India Limited Nikko Parks & Resorts Limited Titagarh Wagons Limited International Combustion (India) Limited	ID NED ID NED ID NED ID NED ID NED
Mr. Bharat Kumar Jalan	The India Jute And Industries Limited Hindusthan Mercantile Limited	MD ID NED
Mr. Tonmoy Bera	-	-
Mr. Manoj Mohanka	Celebrity Fashions Limited Indian Terrain Fashions Limited Indian Carbon Limited Titagarh Wagons Limited	ID NED ID NED ID NED ID NED

* Abbreviations: ID – Independent Director, NED – Non-Executive Director, MD – Managing Director

Necessary disclosures from all the Directors regarding their Directorship had been taken on record by the Board. None of the Directors are members of more than ten Committees or Chairman of more than five Committees in Public Limited Companies in which they are Directors.

2.2 Core Skills / Expertise / Competence of the Board of Directors

The list of core skills / expertise / competence identified by the Board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board are as under:-

Sl. No.	Core skills/expertise/competence	Name of Directors
1	Manufacturing of Jute Goods	Mr. Rajya Vardhan Kanoria, Mr. Jugal Kishore Bhagat, Mr. Satish Kapur, Mr. Bharat Kumar Jalan & Mr. Tonmoy Bera
2	Marketing	Mr. Rajya Vardhan Kanoria, Mr. Jugal Kishore Bhagat, Mr. Satish Kapur, Ms. Nayantara Palchoudhuri, Mr. Bharat Kumar Jalan, Mr. Manoj Mohanka & Mr. Tonmoy Bera
3	Accountancy	Mr. Rajya Vardhan Kanoria, Mr. Jugal Kishore Bhagat, Mr. Satish Kapur & Mr. Bharat Kumar Jalan
4	Finance	Mr. Rajya Vardhan Kanoria, Mr. Jugal Kishore Bhagat, Mr. Satish Kapur, Ms. Nayantara Palchoudhuri, Mr. Bharat Kumar Jalan & Mr. Manoj Mohanka
5	Law	Mr. Rajya Vardhan Kanoria, Mr. Jugal Kishore Bhagat, Mr. Satish Kapur, Mr. Bharat Kumar Jalan Mr. Manoj Mohanka & Mr. Tonmoy Bera
6	Risk Management	Mr. Rajya Vardhan Kanoria, Mr. Jugal Kishore Bhagat, Mr. Satish Kapur, Ms. Nayantara Palchoudhuri, Mr. Bharat Kumar Jalan & Mr. Tonmoy Bera

2.3 Responsibilities

The Board's prime concentration is on strategy, policy and control, delegation of power and specifying approvals that remain in the Board's domain besides review of corporate performance and reporting to shareholders.

2.4 Board Meetings

The Company holds a minimum of four Board Meetings in each year, which are pre-scheduled after the end of each financial quarter. The dates of the Board meetings are fixed after taking into account the convenience of all the Directors. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is taken on record in the subsequent Board meeting.

The Notice, Agenda along with the notes for the Board Meeting is given to the Directors at least seven days before the date of the meeting.

The Non-Executive Chairman and the Managing Director apprise the Board on the overall performance of the Company at every Board meeting. The Board complies with all the responsibilities as per applicable laws, rules and regulations. The Board reviews performance, approves capital expenditures, sets the strategy, the Company should follow and ensures financial stability. The Board takes on record the actions taken by the Company on all its decisions periodically.

Report on Corporate Governance

The Board takes note of the Compliance Certificate duly signed by the Managing Director and/or Chief Financial Officer confirming compliance of various statutory and legal formalities on a quarterly basis.

The Board of Directors met **4 (Four) times** i.e., 07.05.2022, 05.08.2022, 07.11.2022 & 09.02.2023 during this financial year. The interval between two consecutive meetings was within the maximum time gap allowed by the Companies Act, 2013.

2.5 Board Committees

The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees were placed before the Board, and were duly taken on record.

2.6 Disclosure of relationships between Directors inter-se

None of the Directors of the Company are inter-se related to each other.

2.7 Certificate of Company Secretary in Practice

A certificate obtained from a Company Secretary in Practice, confirming that none of the Directors of the Company is debarred or disqualified from being appointed or continuing as Director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority, is annexed hereto.

3. INDEPENDENT DIRECTORS

The Independent Directors play an important role in deliberations and decision-making at the Board Meetings and bring to the Company wide experiences in their respective fields. They also contribute in significant measure to Board Committees. Their independent role vis-à-vis the Company means that they have a special contribution to make in situations where they add a broader perspective by ensuring that the interests of all stakeholders are kept in acceptable balance and in providing an objective view in instances where a (potential) conflict of interests may arise between stakeholders.

The Company has complied with the definition of Independence as per section 149 read with the provisions of Schedule IV of the Companies Act, 2013 and applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013 was obtained.

Whenever new Non-Executive and Independent Directors are included in the Board, they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy. The Company has adopted a Familiarization Programme for Independent Directors which is uploaded on the Company's website i.e., www.ludlowjute.com.

The Independent Directors held a Meeting on **24th February 2023**, without the presence of the Executive Directors and Management representatives.

4. AUDIT COMMITTEE

The Audit Committee comprises of Mr. Manoj Mohanka, Mr. Satish Kapur, Ms. Nayantara Palchoudhuri & Mr. Bharat Kumar Jalan, Independent Director(s) of the Company. Mr. Manoj Mohanka is the Chairman of the Committee. The Members of the Committee have requisite knowledge of finance, accounts and Company law.

The Audit Committee's constitution, terms of reference and role are in compliance with the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The terms of reference of the Audit Committee inter alia include the following: -

- Overseeing Company's financial reporting process and examination of the Financial Statement and the Auditor's Report thereon;
- Recommending the terms of appointment of the statutory and cost auditors of the Company along with proposed remuneration;
- Reviewing with management the quarterly and annual financial results before submission to the Board;
- Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit;
- Examining the findings of the Internal Auditors and to discuss these periodically with the Company's officials relating to internal control procedures;
- Reviewing the compliances with Listing Agreement and other legal requirements relating to Financial Statements;
- Reviewing the Company's Financial and Risk Management Policies;

Report on Corporate Governance

- Disclosure of transactions of the Company with related parties; if any;
- Reviewing the accounting policies and adoption of applicable Accounting Standards;
- Reviewing compliances as regards to the Company's Whistle Blower Policy.

In addition, to carry out any other function as may be referred, from time to time, by the Board of Directors or enforced by any statutory notification / amendment or modification as may be applicable.

The Company Secretary acts as the Secretary of the Audit Committee.

During the financial year 2022-23, the Committee met four times; on 07.05.2022, 05.08.2022, 07.11.2022 & 09.02.2023

Attendance of Members at Audit Committee Meetings held during the year 2022-23:

Name of Director	No. of Meetings Held	No. of Meetings attended
Mr. Manoj Mohanka	4	4
Mr. Satish Kapur		4
Ms. Nayantara Palchoudhuri		4
Mr. Bharat Kumar Jalan		4

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee comprises of Mr. Jugal Kishore Bhagat, Ms. Nayantara Palchoudhuri, Mr. Satish Kapur, Independent Director(s) & Mr. Tonmoy Bera, Managing Director of the Company. Mr. Jugal Kishore Bhagat is the Chairman of the Committee.

The Stakeholders' Relationship Committee's constitution, terms of reference and role are in compliance with the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The terms of reference of the Stakeholders' Relationship Committee inter alia include the following: -

- To consider and resolve the grievances of shareholders of the Company, including complaints related to transfer / transmission of shares, issue of duplicate share certificate, DEMAT / REMAT of shares, non-receipt of balance sheet, non-receipt of declared dividends.
- To carry out any other function as is referred to the Committee by the Board of Directors from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

The Company Secretary acts as the Secretary of the Stakeholders' Relationship Committee and has been delegated authority to attend to Share transfer formalities as and when required.

There were no outstanding complaints at the beginning of the year. During the year under review, seven complaints were received which were reviewed, addressed and replied to the satisfaction of shareholders. There were no outstanding complaints at the end of the year.

During the financial year 2022-23, the Committee met once on 6th March 2023.

Attendance of Members at Stakeholders' Relationship Committee Meetings held during the year 2022-23:

Name of Director	No. of Meetings Held	No. of Meetings attended
Mr. Jugal Kishore Bhagat	1	-
Ms. Nayantara Palchoudhuri		1
Mr. Satish Kapur		1
Mr. Tonmoy Bera		1

The Chairman of the Stakeholders' Relationship Committee was present at the last Annual General Meeting held on 28th September 2022.

6. NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee comprises of Mr. Manoj Mohanka, Mr. Jugal Kishore Bhagat, Mr. Satish Kapur & Mr. Bharat Kumar Jalan, Independent Director(s) of the Company. Mr. Manoj Mohanka is the Chairman of the Committee.

The Nomination & Remuneration Committee's constitution, terms of reference and role are in compliance with the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The terms of reference of the Nomination & Remuneration Committee inter alia include the following: -

Report on Corporate Governance

- Identify persons who are qualified to become Directors;
- Identify persons who may be appointed as Key Managerial Personnel and in Senior Management Positions;
- Recommend to the Board for re-appointment of Directors based on performance evaluation of the retiring Director;
- Formulating a remuneration policy of the Company;
- To propose remuneration packages for the Directors and Key Managerial Personnel including senior management at one level below the Board;
- Recommending re-constitution of the Board or Senior Management as may be required from time to time under the prevailing laws and for operational effectiveness of the Company.

The Company Secretary acts as the Secretary of the Nomination & Remuneration Committee.

During the financial year 2022-23, the Committee met once on 09.02.2023.

Attendance of Members at Nomination & Remuneration Committee Meetings held during the year 2022-23:

Name of Director	No. of Meetings Held	No. of Meetings attended
Mr. Manoj Mohanka	1	1
Mr. Jugal Kishore Bhagat		-
Mr. Satish Kapur		1
Mr. Bharat Kumar Jalan		1

Mechanism for evaluation of Non-executive Directors

The role of Non-executive Directors of the Company is extremely important. The peer group comprising the entire Board, except the Director being evaluated, evaluates his/her performance. On the basis of such an evaluation, it is decided as to whether his/her appointment should be extended or not.

Remuneration of Directors

The remuneration payable to the Executive Director(s) is determined by the Board upon the recommendation of the Nomination and Remuneration Committee. This is subject to the approval of the shareholders at the General Meeting. The Non-Executive Directors do not draw any remuneration from the Company except sitting fees for attending the Meeting(s) of the Board and the Committees where they are members. There are no stock option benefits to any of the Directors.

Criteria of making payments to Non-Executive Directors

It is recognized that overall remuneration paid to Directors should be reflective of the size of the Company, complexity of the sector/industry/company's operations and the Company's capacity to pay the remuneration.

Independent Directors ("ID") and Non-Independent Non-Executive Directors ("NED") are paid sitting fees (for attending the meetings of the Board and Committees of which they are member) within regulatory limits, on the basis of number of such meetings attended by them, subject to review on a periodic basis.

In addition to the sitting fees, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending board/committee meetings, general meetings, court convened meetings, meetings with shareholders / creditors/ management, site visits, induction and training (organized by the Company for Directors) in the furtherance of his/her duties as a director.

The Company has also formulated a note on criteria of making payments to Non- Executive Directors and the details of same are available on the website of the Company i.e., www.ludlowjute.com.

Details of Sitting Fees Paid to Non-Executive Directors for the Financial Year ended 31st March 2023

Name of Director	Sitting Fees*	Commission	Service Contract	Notice Period	Total
Mr. Rajya Vardhan Kanoria	80,000	N.A.	N.A.	N.A.	80,000
Mr. Jugal Kishore Bhagat	80,000	N.A.	N.A.	N.A.	80,000
Mr. Satish Kapur	1,54,000	N.A.	N.A.	N.A.	1,54,000
Ms. Nayantara Palchoudhuri	1,44,000	N.A.	N.A.	N.A.	1,44,000
Mr. Bharat Kumar Jalan	1,50,000	N.A.	N.A.	N.A.	1,50,000
Mr. Manoj Mohanka	1,50,000	N.A.	N.A.	N.A.	1,50,000

* includes sitting fees paid for committee meetings.

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Details of Remuneration paid to Executive Directors for the Financial Year ended 31st March 2023:

Name of Director	Salary	Perquisites & other benefits includes bonus	Commission*	Contribution to Provident Fund	Gratuity	Leave Encashment	Total
Mr. Tonmoy Bera	49,60,000	28,20,333	1,54,741	4,96,000	-	-	84,31,074

* Commission being a variable component is provided @1% of net profit of the company, determined in accordance with the terms & provisions of Section 198 of the Companies Act 2013.

** *** Mr. Tonmoy Bera, (DIN: 08342972), resigned from the position of Executive- Managing Director w.e.f 12th June 2023.

7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee comprises of Mr. Jugal Kishore Bhagat, Ms. Nayantara Palchoudhuri, Independent Directors of the Company, Mr. Rajya Vardhan Kanoria, Non-Executive Chairman & Mr. Tonmoy Bera, Managing Director of the Company. Mr. Jugal Kishore Bhagat is the Chairman of the Committee.

The Corporate Social Responsibility Committee's constitution, terms of reference and role are in compliance with the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The terms of reference of the Corporate Social Responsibility Committee inter alia include the following: -

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013;
- To recommend to the Board the amount of expenditure to be incurred on the activities as referred in the above clause;
- To monitor the Corporate Social Responsibility Policy of the Company from time to time.

In addition, to carry out any other function as may be referred from time to time by the Board of Directors or enforced by any statutory notification / amendment or modification as may be applicable.

During the financial year 2022-23, the Committee met four times; on 07.05.2022, 05.08.2022, 07.11.2022 & 09.02.2023

Attendance of Members at Corporate Social Responsibility Committee Meetings held during the year 2022-23:

Name of Director	No. of Meetings Held	No. of Meetings attended
Mr. Jugal Kishore Bhagat	4	4
Mr. Rajya Vardhan Kanoria		4
Ms. Nayantara Palchoudhuri		4
Mr. Tonmoy Bera		4

8. RISK MANAGEMENT COMMITTEE

The Risk Management Committee comprises of Mr. Satish Kapur, Independent Director, Mr. Tonmoy Bera, Managing Director & Mr. Rajesh Kumar Gupta, Chief Financial Officer of the Company. Mr. Satish Kapur is the Chairman of the Committee.

The Risk Management Committee assesses the significant risks that might impact the achievement of the Company's objectives and develops risk management strategies to mitigate/minimise identified risks and designs appropriate risk management procedures. The Company has a Comprehensive Enterprise Risk Management Policy at work which is reviewed periodically by the management.

During the financial year 2022-23, the Committee met on 09.02.2023, wherein all members attended the meeting.

9. POLICY

The various policies of the Company can be accessed on the website of the company at <https://www.ludlowjute.com/policies-notice/>

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10. CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT

The Board of Directors had laid down a Code of Conduct for its Members and Senior Managerial Personnel of the Company. The Code of Conduct can be accessed on the website of the company at www.ludlowjute.com. All the Directors and Senior Managerial Personnel of the Company have affirmed compliance with the Code of Conduct of the Company, as envisaged in Regulation 26(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchange. A declaration to this effect signed by the Managing Director forms part of the Annual Report.

11. PREVENTION OF SEXUAL HARRASSMENT AT WORKPLACE

The Company's policy on prevention of sexual harassment of women provides for the protection of women employees at the workplace and for prevention and redressal of such complaints. There were no complaints pending for the redressal at the beginning of the year and no complaints received during the financial year.

12. MECHANISM TO PREVENT INSIDER TRADING

In pursuance of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has framed a Code of Conduct to regulate, monitor and report trading by designated persons, which inter alia, prohibits trading in the shares of the Company by the Designated Persons, while in possession of unpublished price sensitive information in relation to the Company.

13. DETAILS OF SHAREHOLDING OF DIRECTORS AS ON 31ST MARCH, 2023

Name of the Directors	No. of Shares	Shareholding %
1. Mr. Rajya Vardhan Kanoria	10300	0.10
2. Mr. Satish Kapur	2000	0.0186

14. SUBSIDIARY COMPANIES

The Company has no subsidiary as on 31st March 2023.

15. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. The amount transferred to IEPF was Rs. 2,98,822 during the year 2022-23.

16. GENERAL BODY MEETINGS

16.1 The last three Annual General Meetings of the Company were held as per details given below:

Year	AGM	Date	Time	Venue	No. of Special Resolution(s) passed
2021-22	43rd	28.09.2022	11:00 a.m.	KCI Plaza, 4th Floor, 23C Ashutosh Chowdhury Avenue, Kolkata – 700 019	NIL
2020-21	42nd	28.09.2021	11:00 a.m.		NIL
2019-20	41st	28.09.2020	11:00 a.m.		2

17. DISCLOSURES

17.1 Related Party Transactions

During the year under review, the Company had entered into certain transactions with its related parties. All contracts / arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis.

None of the transactions with any of the related parties were in conflict with the Company's interest. Suitable disclosure as required by the Indian Accounting Standards (Ind AS 24) has been made in Note No. 40 to the Financial Statements, forming part of the

Report on Corporate Governance

Annual Report. There are no pecuniary relationships or transactions with the non-executive Director and Independent Directors. The Policy on Related Party Transactions as approved by the Board of Directors may be accessed on the Company's website i.e., www.ludlowjute.com.

17.2 No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or by any other statutory authority on any matter related to capital markets, during the last three years.

18. MEANS OF COMMUNICATION

The quarterly, half yearly and annual financial results were taken on record and approved within the prescribed time limits. The approved results were thereafter sent to the Stock Exchanges and also posted on website of the Company for the information of shareholders/investors at www.ludlowjute.com

The financial results were also published in leading dailies "Business Standard", "Financial Express" (English newspapers) and "Ek Din" (vernacular language - Bengali newspapers) within 48 hours of the Meeting.

As the Company publishes its quarterly, half-yearly and yearly results in English newspapers having nationwide circulation and in a vernacular language (Bengali), the details of financial performance is not sent individually to each shareholder of the Company.

19. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report forms part of the Board's Report.

20. CEO / CFO CERTIFICATION

As required under Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, the Managing Director and Chief Financial Officer of the Company have certified to the Board regarding review of financial statement for the year under review, compliance with the accounting standards and applicable laws and regulations, maintenance of internal control for financial reporting and accounting policies.

21. WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company has an established mechanism for Directors / Employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimization of Directors/ employees who avail the mechanism.

None of the employee(s) has been denied access to the Audit Committee.

22. TOTAL FEES PAID TO AUDITORS

Total fees for all the services paid by the Company to the Statutory Auditor during the year amounted to Rs. 14.29 lakhs.

23. COMPLIANCE OF MANDATORY AND NON-MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

Adoption of non-mandatory requirements of the SEBI (LODR), Regulations, 2015 are being reviewed by the Board from time to time and adopted wherever necessary.

Following is the status of the compliance with the non-mandatory requirements of the said Regulations:

- **Audit Opinion:**

For the year under review, the Auditors have expressed their un-modified opinion on the financial statements of the Company.

- **Reporting of Internal Auditor:**

The Internal Auditor may report directly to the Audit Committee. The same is reported by briefing the Audit Committee through observations, review, comments and recommendations etc. in the Internal Audit Reports by the Internal Auditor of the Company.

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23. GENERAL SHAREHOLDERS INFORMATION

1.	Registered Office & Contact Details	KCI Plaza, 4th Floor, 23C Ashutosh Chowdhury Avenue, Kolkata – 700 019 Email: info@ludlowjute.com investors.grievance@ludlowjute.com Website: www.ludlowjute.com Ph. No. (033) 4050 6300 Fax No. (033) 4050 6333	
2.	Annual General Meeting • Date and Time • Venue	11th September 2023 at 11:00 a.m. KCI Plaza, 4th Floor, 23C Ashutosh Chowdhury Avenue, Kolkata – 700 019	
3.	Financial Year <u>Financial Calendar</u> • Financial Results for the: quarter ended 30th June 2022 quarter ended 30th September 2022 quarter ended 31st December 2022 year ended 31st March 2023 • Annual General Meeting	1st April 2022 to 31st March 2023 5th August 2022 7th November 2022 9th February 2023 2nd May 2023 11th September 2023	
3.	Date of Book Closure	5th September to 11th September 2023 (both days inclusive)	
5.	Dividend Payment Date	On or after 11th September 2023 (within the statutory period of 30 days), subject to shareholders approval	
6.	Listing on Stock Exchange	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Note: Listing fee for the year 2022-23 has been paid to the Stock Exchange	
7.	Script Code	526179	
8.	Stock Price Data (in Rs./per share)		
	Months	BSE*	
		High	Low
		April 2022	99.80
	May 2022	90.20	76.20
	June 2022	91.80	74.80
	July 2022	89.50	81.00
	August 2022	89.50	78.00
	September 2022	91.90	80.10
	October 2022	93.00	79.75
	November 2022	96.95	85.20
	December 2022	94.40	79.25
	January 2023	96.15	85.40
	February 2023	92.25	80.30
	March 2023	85.45	77.21

*Source: Website of BSE.

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Stock Performance in Comparison to broad based indices



9.	Registrar & Share Transfer Agent	MCS Share Transfer Agent Limited 383 Lake Gardens, 1st Floor, Kolkata – 700 045 E-mail id: mcssta@redifmail.com Phone No. (033) 4072 4051/52/53 Fax No. (033) 4072 4050
10.	Share Transfer System	The Company's shares are in compulsory DEMAT segment. No share transfer in physical mode has taken place w.e.f. 1st April 2019. Option letters for simultaneous DEMAT of shares are also being sent to the shareholders. The share certificates, duly endorsed, are being returned immediately after the expiry of 30 days from the date of option letter to those who have not opted for simultaneous transfer cum dematerialization.

11.	Distribution of Equity Shareholding as on 31st March 2023				
	No. of Shares (Range defined)	No. of Equity Shares held	% of Shareholding	No. of Shareholders	% of Shareholders
	1 - 500	1167118	10.8336	10295	92.0511
	501 - 1000	437083	4.0572	532	4.7568
	1001 - 2000	307497	2.8543	199	1.7793
	2001 - 3000	139252	1.2926	55	0.4918
	3001 - 4000	100610	0.9339	28	0.2504
	4001 - 5000	100751	0.9353	21	0.1877
	5001 - 10000	222580	2.0660	30	0.2682
	10001 - 50000	284638	2.6421	17	0.1520
	50001 - 100000	167085	1.5509	3	0.0268
	And above	7846506	72.8341	4	0.0357
	Total	10773120	100	11184	100

Report on Corporate Governance

12.	Equity Shareholding Pattern as on 31st March 2023		
	Category	No. of Shares	% of Shareholding
A	Promoters Holding		
a)	Indian Promoters	7239208	67.1969
b)	Foreign Promoters	-	
	Sub Total (A)	7239208	67.1969
B	Non-Promoters Holding		
a)	Banks, Financial Institutions/ Insurance Companies	100	0.0009
b)	Private Corporate Bodies	241792	2.2444
c)	Govt.	467598	4.3404
d)	Resident Individuals	2703234	25.0924
e)	NRI/ OCB	120912	1.1223
f)	Trust & Foundations	10	0.0000
g)	Clearing Members	266	0.0025
	Sub Total (B)	3533912	32.8031
	Grand Total (A+B)	10773120	100.00

13.	Dematerialisation of Shares	96.0329% i.e., 10345744 equity shares out of total Equity Capital are held in dematerialized form with NSDL and CDSL as on 31st March 2023.
14.	Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely to impact on equity	Not Issued
15.	Commodity price risk or foreign exchange risk and hedging activities	The Company has proper system to monitor the foreign exchange exposures on regular basis and appropriate steps are taken by the management to limit the risks of adverse exchange rate movement by entering into forward contract for hedging foreign exchange exposure against exports and imports. The details of hedged and unhedged foreign currency exposure are reported at Note No. 48 to the financial statements for the year ended 31st March, 2023.
16.	Credit Rating	CARE Ratings Limited has assigned long-term rating of CARE A-; Stable (Single A Minus; Outlook: Stable) and short-term rating of CARE A2+ (A Two Plus) to the Company for the working capital and term loan facilities availed by the Company.
17.	Plant Location	Chengail, Howrah -711 308, West Bengal, India Phone: (033) 2642-8366 Fax: (033) 2642-8367
18.	Address for correspondence: For Investor's matters For queries related to Financial matters	Company Secretary Same as registered office address Chief Financial Officer Same as registered office address

Date: 14th June 2023
Place: Kolkata

For and on behalf of the Board
Rajya Vardhan Kanoria
Chairman
DIN: 00003792

For and on behalf of the Board
Ashish Chandrakant Agrawal
Managing Director
DIN: 10198821

CERTIFICATE OF NON- DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause 10(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Ludlow Jute & Specialities Limited
KCI Plaza, 4th Floor,
23C Ashutosh Choudhury Avenue,
Kolkata- 700019

In accordance with Regulation 34(3) read with Schedule V Para C Sub Clause 10(i) of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of LUDLOW JUTE & SPECIALITIES LIMITED (CIN: L65993WB1979PLC032394), we hereby certify that:

On the basis of the written representations/ declarations furnished to us by the Company and its officers, which is duly taken on record by the Board of Directors, as on March 31, 2023, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority. However, it is important to note that a prosecution under Section 220(3) of The Companies Act, 1956 against VESUVIUS INDIA LTD bearing CIN: L26933WB1991PLC052968 has been initiated and the matter is still pending before the Registrar of Companies/MCA in which Ms. Nayantara Palchoudhuri (DIN: 00581440) holds the position of Independent Director and an another prosecution under Section 233 of The Companies Act, 1956 against TITAGARH WAGONS LIMITED bearing CIN: L27320WB1997PLC084819 has been initiated and the matter is still pending before the Registrar of Companies/MCA in which Ms. Nayantara Palchoudhuri (DIN: 00581440) and Mr. Manoj Mohanka (DIN: 00128593) holds the position of Independent Director.

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

For **N.K & Associates**
Company Secretaries

Navin Kothari

Proprietor

FCS NO.: 5935 CP NO.: 3725

UDIN: F005935E000169384

Peer Review: 1384/2021

Place: Kolkata

Date: 22.04.2023

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 17(8) read with Part B of Schedule II of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors,
Ludlow Jute & Specialities Limited,
KCI Plaza, 4th Floor,
23C, Ashutosh Chowdhury Avenue,
Kolkata – 700 019

Date: 14.06.2023

Dear Sir(s),

- A. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2023 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliances with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the listed entity during the year, which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours Sincerely,

For **Ludlow Jute & Specialities Limited**

Ashish Chandrakant Agrawal
Managing Director
DIN No. 10198821

Rajesh Kumar Gupta
Chief Financial Officer

DECLARATION AFFIRMING COMPLIANCE WITH CODE OF CONDUCT

In terms of the Listing Regulations, I hereby confirm and declare that, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the respective Code of Conduct, as applicable to them for the year ended 31st March, 2023.

For **Ludlow Jute & Specialities Limited**

Place: Kolkata
Date: 14th June 2023

Ashish Chandrakant Agrawal
Managing Director
DIN : 10198821

FINANCIAL SECTION

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

LUDLOW JUTE & SPECIALITIES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of Ludlow Jute & Specialities Limited ("the Company"), which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and the notes to Financial Statements including a summary of Significant Accounting Policies and other explanatory information.(hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other Accounting Principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, Profit including Other comprehensive income, Changes in equity and its Cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS Financial Statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Key audit matters	How our audit addressed the key audit matter
<p>Inventory Valuation & existence (Refer to note 11 to the Financial Statements)</p> <p>As described in the accounting policies in note 3.6 to the Financial Statements, inventories are carried at the lower of cost and net realisable value. Inventories valuation and existence is a significant audit risk. This could result in an overstatement of the value of the inventories if the cost is higher than the net realisable value. Furthermore, the assessment and application of inventories provisions are subject to significant management judgment.</p>	<p>i) We completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk</p> <p>ii) We assessed the adequacy of controls over the existence of Inventory of Finished goods and raw materials</p> <p>iii) We also tested sample of inventories items to ensure they were held at the lower of cost and net realisable value.</p> <p>Based on the audit procedures performed, we did not identify any significant deviation to the process of Inventory valuation.</p>
<p>Assessment of litigations in respect of Taxes & Duties matter [Refer to note 36(i) to the Financial Statements]</p> <p>The company has litigations in respect of Taxes & Duties matter which have been disclosed under Contingent liabilities as at 31st March, 2023.</p> <p>Significant management judgment is required to assess these matters and to determine the probability of material outflow of economic resources and whether a provision should be recognized or disclosure to be made.</p>	<p>i) We obtained a detailed understanding, assessed and tested the design and operating effectiveness of controls surrounding assessment of litigations.</p> <p>ii) We discussed with the management the recent developments and status of these matters. We have also gone through recent judicial pronouncements, wherever relevant, to establish appropriateness of disclosures.</p> <p>iii) We performed our assessment on the underlying calculations supporting the disclosure made in the Financial Statements.</p> <p>iv) We assessed the adequacy of the Company's disclosures.</p> <p>Based on the audit procedures performed, we did not identify any significant deviation to the assessment made by the management in respect of disclosures made under Contingent liabilities in respect of Taxes & Duties matters in the Financial Statements.</p>

INDEPENDENT AUDITORS' REPORT

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, and other Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

Our opinion on the 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 Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that 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 Financial Statements.

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that

INDEPENDENT AUDITORS' REPORT

the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS Financial Statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account;
 - d) In our opinion, the aforesaid Financial Statements comply with the Ind-AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 with reference to these Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - g) In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Act; and
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements, Refer Note 36 (i);
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2023.
 - iv. (a) The Management has represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiary") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

INDEPENDENT AUDITORS' REPORT

- (b) The Management has represented to us that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and.
- (c) Based on our audit procedures that are considered reasonable and appropriate in the circumstances nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under paragraph 2(h) (iv)(a) &(b) above, contain any material mis-statement.
- v. The final dividend paid by the company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
Further, the dividend declared in current year, subject to approval of the shareholders at the ensuing Annual General Meeting is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023 and accordingly reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31,2023.

For **JKVS & CO**

Chartered Accountants

Firm Registration No. 318086E

Utsav Saraf

Partner

Membership No.: 306932

UDIN: 23306932BGYSMX7870

Kolkata

Dated: 2nd May 2023

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Report to the Members of Ludlow Jute & Specialities Limited of even date)

We report that,

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment including Right of Use Assets;
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Property, Plant and Equipment including Right of Use Asset are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and equipment including Right of Use Asset has been physically verified by the Management during the year and no material discrepancies have been 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, the title deeds of immovable properties are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its Financial Statements does not arise.
- ii. (a) According to information and explanation given to us, the inventories have been physically verified by the management during the year at reasonable intervals. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. No material discrepancies were noticed on verification between physical stock and book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks and/or financial institutions during the year on the basis of security of assets of the Company. In our opinion, the quarterly returns or statements filed by the Company with such banks and financial institutions are in agreement with the books of account of the Company.
- iii. a) to (d) and (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii) (d) & (f) of the Order are not applicable to the company.
- (e) 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 loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to same parties.
- iv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Section 185 and 186 of the Companies Act, 2013 are not applicable to the company. Accordingly, the requirement to report on clause 3 (iv) of the Order are not applicable to the company
- v. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has prescribed maintenance of cost records under section 148 (1) of the Companies Act. We have broadly reviewed such accounts and records and are of the opinion that prima facie, the prescribed accounts & records have been made & maintained but no detailed examination of such records and accounts have been carried out by us.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, service tax, Goods & Service Tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2023 for a period of more than six months from the date they became payable except those mentioned below.

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

Name of the Statute	Nature of the Dues	Amount	Period to which the amount relates	Due date	Date of Payment
EPFO	Pension	27,69,354	Various dates Upto 30th September, 2022	15th of every preceding month	Not yet paid

- (b) According to the information and explanations given to us and the records of the Company examined by us, the dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and as at 31st March, 2023 which have not been deposited on account of any dispute and the forum where the disputes are pending are as under:

SI No	Nature of Dues	Gross Amount Outstanding (in ₹ lakhs)	Paid under protest (in ₹ lakhs)	Period to which the amount relates	Forum where dispute is pending
1	Sales Tax as per WBST Act, 1994	22.20	NIL	1999-00 & 2004-05	WBCT (A & R) Board
2	CST Act, 1956	1.54	NIL		WBCT (A & R) Board
3	WB VAT Act, 2003	16.03	3.77	2005-2006 & 2015-2016	WBCT (A & R) Board & Appellate Forum
4	CST Act, 1956	126.53	38.02		WBCT (A & R) Board & Appellate Forum

- viii. According to information and explanations given to us, the Company has not surrendered or disclosed any transaction previously unrecorded in the books of accounts as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable.
- ix. (a) According to the information and explanations given to us and as per the books and records examined by us, in our opinion, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and the records of the Company examined by us including representation received from the management, the Company has not been declared willful defaulter by any bank, financial institution or other lenders or government or any Government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix) (e) & (f) of the Order is not applicable to the Company.
- x. (a) The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares (fully or partially or optionally convertible debentures) during the year and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management. Accordingly reporting under this clause is not applicable for the company.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act is required to be filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report. Accordingly reporting under this clause is not applicable for the company.
- xii. (a), (b) & (c) The Company is not a Nidhi company as per the provision of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) to (c) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

- xiv. (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- 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 any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, the requirement to report on clause 3(xvi) (b) of the Order is not applicable for the Company.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses in the current financial year. In the immediately preceding financial year, the Company had not incurred cash losses.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. (a) In our opinion and according to the information and explanations given to us, in respect of other than ongoing projects, "The company has not transferred the amount remaining unspent in respect of other than ongoing projects, to a Fund specified in Schedule VII to the Companies Act, 2013 till the date of our report. However, the time period for such transfer i.e. six months of the expiry of the financial year as permitted under the second proviso to sub-section (5) of section 135 of the Act, has not elapsed till the date of our report."
- (b) In our opinion and according to the information and explanations given to us, there are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

For **JKVS & CO**
Chartered Accountants
Firm Registration No. 318086E

Utsav Saraf
Partner
Membership No.: 306932
UDIN: 23306932BGYSMX7870

Kolkata
Dated: 2nd May 2023

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Ludlow Jute & Specialities Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 **LUDLOW JUTE & SPECIALITIES LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that-

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, 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 **JKVS & CO**

Chartered Accountants

Firm Registration No. 318086E

Utsav Saraf

Partner

Membership No.: 306932

UDIN: 23306932BGYSMX7870

Kolkata

Dated: 2nd May 2023

BALANCE SHEET AS AT 31ST MARCH, 2023

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
I) ASSETS			
1) NON CURRENT ASSETS			
a) Property, Plant and Equipment	4	17,966.36	16,929.10
b) Capital Work in Progress	5	1,207.82	264.11
c) Right to Use Assets	6	69.32	107.13
d) Other Intangible Assets	7	4.96	(1)
e) Financial Assets			
(i) Investment	8	10.07	12.57
(ii) Other Financial Assets	9	49.60	29.02
f) Other Non-Current Assets	10	228.53	447.91
		19,536.66	17,789.84
2) CURRENT ASSETS			
a) Inventories	11	13,254.81	9,823.19
b) Financial Assets			
(i) Trade Receivables	12	2,442.62	3,611.45
(ii) Cash and Cash Equivalents	13	164.92	75.02
(iii) Bank Balances (other than (ii) above)	13.1	48.27	89.84
(iv) Other Financial Assets	14	443.38	846.84
c) Other Current Assets	15	835.49	910.24
		17,189.49	15,356.58
TOTAL ASSETS		36,726.15	33,146.42
II) EQUITY AND LIABILITIES			
1) EQUITY			
a) Equity Share Capital	16	1,079.77	1,079.77
b) Other Equity	17	16,630.46	16,500.39
TOTAL EQUITY		17,710.23	17,580.16
2) LIABILITIES			
i) NON-CURRENT LIABILITIES			
a) Financial liabilities			
(i) Borrowings	18	3,007.09	1,473.23
(ii) Lease Liabilities	19	33.74	64.11
b) Provisions	20	206.49	294.51
c) Deferred Tax Liabilities (Net)	21	283.92	158.37
d) Other Non-Current Liabilities	22	118.97	146.93
		3,650.21	2,137.15
ii) CURRENT LIABILITIES			
a) Financial Liabilities			
(i) Borrowings	18	8,991.76	8,209.85
(ii) Lease Liabilities	19	37.60	41.95
(iii) Trade Payables	23		
Total outstanding dues of micro enterprises and small enterprises		41.96	34.83
Total outstanding dues of creditors other than micro enterprises and small enterprises		4,491.42	3,376.09
(iv) Other Financial Liabilities	24	969.13	883.93
b) Other Current Liabilities	25	550.22	608.26
c) Provisions	20	270.61	190.90
d) Current Tax Liabilities (Net)	26	13.01	83.30
		15,365.71	13,429.11
TOTAL LIABILITIES		19,015.92	15,566.26
TOTAL EQUITY AND LIABILITIES		36,726.15	33,146.42
Corporate & General Information	1		
Basis of Accounting	2		
Significant Accounting Policies & Significant Judgements and Key Estimates	3		

The Accompanying Notes are an integral part of the Financial Statements

As per our Report annexed.

For J K V S & Co.

Chartered Accountants

Firm registration No. 318086E

Utsav Saraf

Partner

Membership No. 306932

5A, Nandlal Jew Road, Kolkata - 700026

The 02nd, day of May, 2023

R. K. Gupta

Chief Financial Officer

Pratibha Jaiswal

Company Secretary

For and on behalf of the Board

Tonmoy Bera

Managing Director

DIN - 08342972

R. V. Kanoria

Non-Executive Chairman

DIN - 00003792

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in Lakhs)

Particulars		Note No.	For the year ended 31st March, 2023	For the year ended 31st March, 2022
I)	Income			
	Revenue from Operations	27	54,657.38	58,208.01
	Other Income	28	93.91	62.19
	Total Income (I)		54,751.29	58,270.20
II)	Expenses			
	Cost of Materials Consumed	29	33,054.05	37,116.86
	Changes in Inventories of Finished Goods and Work In Progress	30	(560.82)	(729.79)
	Employee Benefits Expense	31	10,070.37	9,241.06
	Finance Costs	32	738.81	643.15
	Depreciation and Amortization Expense	33	843.28	851.56
	Other Expenses	34	10,394.77	9,606.80
	Total Expenses (II)		54,540.46	56,729.64
III)	Profit before Taxation (I-II)		210.83	1,540.56
IV)	Tax Expenses	35		
	Current Tax		22.66	402.56
	Deferred Tax		54.43	(29.32)
	For Earlier Years (Net)		(0.35)	0.17
	Total Tax Expenses (IV)		76.74	373.41
V)	Profit for the year (III-IV)		134.09	1,167.15
VI)	Other Comprehensive Income (OCI)			
	Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
	Re-Measurement gains/(losses) on defined benefit plans		282.55	210.60
	Income tax effect on above		(71.11)	(53.00)
	Other Comprehensive Income for the year, net of tax		211.44	157.60
VII)	Total Comprehensive Income for the year (V+VI)		345.53	1,324.75
	Earnings per share - Basic and Diluted (in INR)	38	1.24	10.81
	Corporate & General Information	1		
	Basis of Accounting	2		
	Significant Accounting Policies & Significant Judgements and Key Estimates	3		

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As per our Report annexed.

For J K V S & Co.

Chartered Accountants

Firm registration No. 318086E

Utsav Saraf

Partner

Membership No. 306932

5A, Nandlal Jew Road, Kolkata - 700026

The 02nd, day of May, 2023

R. K. Gupta

Chief Financial Officer

Pratibha Jaiswal

Company Secretary

Tonmoy Bera

Managing Director

DIN - 08342972

R. V. Kanoria

Non-Executive Chairman

DIN - 00003792

For and on behalf of the Board

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in Lakhs)

Particulars		For the year ended 31st March, 2023	For the year ended 31st March, 2022
A.	Cash Flow From Operating Activities		
	Net Profit Before Taxes as per Statement of Profit and Loss	210.83	1,540.56
	Adjustments For :		
	Depreciation / Amortisation (Net)	843.28	851.56
	Finance Cost	738.81	643.15
	Profit on Disposal of Fixed Assets	(18.41)	(2.88)
	Provision for Bad Debt	-	29.00
	Interest Income	(2.19)	(4.09)
	Income on Government Grant	(39.07)	(44.78)
	Net gain on fair value changes on equity instrument	2.49	(3.21)
	Dividend received on non current investments	(0.31)	(0.79)
	Excess Liability Written Back	(1.12)	(0.59)
	Operating Profit Before Working Capital Changes	1,734.31	3,007.93
	Movements in Working Capital :		
	Decrease / (Increase) in Inventories	(3,431.62)	1,789.53
	Decrease / (Increase) in Trade receivables	1,168.83	164.74
	Decrease / (Increase) in Other receivables and prepayments	410.76	(298.18)
	(Decrease)/Increase in Trade and Other payable	1,151.01	(2,046.17)
	(Decrease) / Increase in provisions	274.33	48.18
	Cash generated from Operating Activities	1,307.62	2,666.03
	Direct Taxes paid (net of refunds)	(92.61)	(384.58)
	Net Cash generated/(used) from Operating Activities	1,215.01	2,281.45
B.	Cash Flow From Investing Activities		
	Purchase of PPE including CWIP and Capital Advances	(2,527.29)	(1,703.83)
	Grant / Subsidy Received	-	48.38
	Amount deposited as margin money / security	44.38	(6.65)
	Proceeds from Sale of Fixed Assets	18.41	-
	Interest Received	2.19	4.09
	Dividend Received	0.31	0.79
	Net Cash generated/(used) in Investing Activities	(2,462.00)	(1,657.22)
C.	Cash Flow From Financing Activities		
	Proceeds / (Repayment) from Long term borrowings(Net)	1,295.13	(619.53)
	Proceeds / (Repayment)from short term borrowings (Net)	1,020.64	416.78
	Dividend Paid	(212.66)	-
	Interest paid	(731.49)	(650.05)
	Changes in Lease Liabilities	(34.73)	76.03
	Net Cash generated/(used) from Financing Activities	1,336.89	(776.77)
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	89.90	(152.54)
	Cash and Cash Equivalents as at the beginning of the year	75.02	227.56
	Cash and Cash Equivalents as at the end of the year	164.92	75.02

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in Lakhs)

Particulars		For the year ended 31st March, 2023	For the year ended 31st March, 2022
1	Components of cash and cash equivalents		
	Balance with Banks:		
	In Current Accounts	155.16	68.63
	Cash on hand	9.76	6.39
	Cash and Cash Equivalents	164.92	75.02
	Corporate & General Information	1	
	Basis of Accounting	2	
	Significant Accounting Policies & Significant Judgements and Key Estimates	3	

The Accompanying Notes are an integral part of the Financial Statements

As per our Report annexed.

For J K V S & Co.

Chartered Accountants

Firm registration No. 318086E

For and on behalf of the Board**Utsav Saraf**

Partner

Membership No. 306932

5A, Nandlal Jew Road, Kolkata - 700026

The 02nd, day of May, 2023

R. K. Gupta

Chief Financial Officer

Pratibha Jaiswal

Company Secretary

Tonmoy Bera

Managing Director

DIN - 08342972

R. V. Kanoria

Non-Executive Chairman

DIN - 00003792

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

A) Equity Share Capital

1. Current reporting Year

(₹ in lakhs)

Balance as at 01.04.2022	Change in Equity Share Capital due to prior period errors	Restated balance as at 01.04.2022	Changes in equity share capital during the current year	Balance at the end of the current reporting period 31.03.2023
1,079.77		-	-	1,079.77

2. Previous reporting Year

Balance as at 01.04.2021	Change in Equity Share Capital due to prior period errors	Restated balance as at 01.04.2021	Changes in equity share capital during the current year	Balance at the end of the current reporting period 31.03.2022
1,079.77		-	-	1,079.77

B) Other Equity

1. Current reporting Year

Particulars	Reserves and Surplus			Item of other Comprehensive Income		Total
	Securities Premium Account	General Reserve	Retained Earnings (Net of Deferred Tax)	Remeasurement of defined benefit obligation through Other Comprehensive Income	Fair Value of Equity Instruments through Other Comprehensive Income	
Balance at March 31, 2022	585.96	324.84	15,589.59	-	-	16,500.39
Profit for the year	-	-	134.09	-	-	134.09
Final Dividend on Equity Shares (FY 2021-22)	-	-	(215.46)	-	-	(215.46)
Other Comprehensive income	-	-	-	211.44	-	211.44
Transfer from Other Comprehensive Income to Retained Earnings	-	-	211.44	(211.44)	-	-
Balance at March 31, 2023	585.96	324.84	15,719.66	-	-	16,630.46

2. Previous reporting Year

Balance at April 1, 2021	585.96	324.84	14,264.84	-	-	15,175.64
Profit for the year	-	-	1,167.15	-	-	1,167.15
Other Comprehensive income	-	-	-	157.60	-	157.60
Transfer from Other Comprehensive Income to Retained Earnings	-	-	157.60	(157.60)	-	-
Balance at March 31, 2022	585.96	324.84	15,589.59	-	-	16,500.39

Corporate & General Information

1

Basis of Accounting

2

Significant Accounting Policies & Significant Judgements and Key Estimates

3

The Accompanying Notes are an integral part of the Financial Statements

As per our Report annexed.

For J K V S & Co.

For and on behalf of the Board

Chartered Accountants

Firm registration No. 318086E

Utsav Saraf

Partner

Membership No. 306932

5A, Nandlal Jew Road, Kolkata - 700026

The 02nd, day of May, 2023

R. K. Gupta
Chief Financial Officer

Pratibha Jaiswal
Company Secretary

Tonmoy Bera
Managing Director
DIN - 08342972

R. V. Kanoria
Non-Executive Chairman
DIN - 00003792

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

1 CORPORATE AND GENERAL INFORMATION

Ludlow Jute & Specialities Limited, which has remained in the forefront of product innovation and technological breakthroughs was built by Ludlow Corp. of the U.S.A on the bank of the river Hooghly at Chengail in Howrah district of West Bengal. The management has been making adequate investment in modernization and installation of specialized equipment, but it also has heralded the introduction of a number of value added products as the blending of jute with other natural/manmade fibres. Ludlow has developed products like Jute Mesh/Scrim for Roofing Felt, Agriculture, Horticulture and Webbing for Furniture Industry, Rubber Bonded jute cloth for Landscaping, special fabrics for Furnishing and Apparel, Soil Saver known as Geo-textile and Carpet-backing Cloth.

2 BASIS OF ACCOUNTING

2.1 Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended), other relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements of the Company for the year ended 31st March, 2023 have been approved and authorised for issue by the Board of Directors in their meeting held on 02nd May, 2023.

2.2 Basis of Measurement

The financial statements have been prepared on historical cost convention, except for following:

- Certain Financial assets and liabilities (including derivative instruments) that are measured at fair value/ amortised cost;
- Defined benefit plans are measured at fair value.

2.3 Functional and Presentation Currency

The financial statements have been presented in Indian Rupees, which is also the Company's functional currency. All financial information presented in Rupees and has been rounded off to the nearest lakhs as per the requirements of Schedule III, unless otherwise stated.

2.4 Use of Estimates and Judgements

The preparation of financial statements require judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities including contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognised in the period prospectively in which the results are known/ materialised.

2.5 Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013 and Ind AS 1 "Presentation of Financial Statements". The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the financial statements are given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

3.1. Property, Plant and Equipment

a) Recognition and Measurement:

- Property, plant and equipment, except freehold land, held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation/amortisation and accumulated impairment losses (if any). Freehold land has been stated at fair value as on the date of transition to IND AS, i.e., 01.04.2016 and the difference between carrying amount of such land and fair value has been credited to "Retained Earnings" under the head "Other Equity".
- Cost of an item of property, plant and equipment acquired comprises its purchase price, including non-refundable import duties and taxes, after deducting any trade discounts and rebates, borrowing cost, if capitalisation criteria is met

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

and any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.

- In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labour, allocation of directly attributable overheads, directly attributable borrowing costs incurred in bringing the item to working condition for its intended use, and estimated cost of dismantling and removing the item and restoring the site on which it is located. The costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling items produced while bringing the asset to that location and condition are also added to the cost of self-constructed assets.
- Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production. Advances given towards acquisition or construction of property, plant and equipment outstanding at each reporting date are disclosed as Capital Advances under "Other Non-Current Assets".
- Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.
- The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.
- The Company identifies and determines cost of asset significant to the total cost of the asset having useful life that is materially different from that of the remaining life.

b) Subsequent Expenditure

- Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced.
- Major inspection/ repairs/ overhauling expenses are recognised in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any unamortised part of the previously recognised expenses of similar nature is derecognised.

c) Depreciation and Amortisation

- Depreciation on property, plant and equipment is provided on straight line method at the rates determined based on the useful lives of respective assets as prescribed in the Schedule II of the Act.
- Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed of).

3.2. Intangible Assets

- Intangible assets being Goodwill acquired separately are measured on initial recognition at cost. Such assets are carried at cost less accumulated amortisation and accumulated impairment loss, if any.
- Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Other Intangible assets are amortised on straight line basis over its estimated useful life. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.
- Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

3.3. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

As a lessee:

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use Assets (ROU Assets)

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of properties, machinery and equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

As a lessor:

Lease income from operating leases where the Company is a lessor is recognized in income on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

3.4. Borrowing Cost

Borrowing costs (including other ancillary borrowing cost) directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

3.5. Foreign Currency Transactions

- Foreign currency transactions are translated into the functional currency using the spot rates of exchanges at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchanges at the reporting date.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

- Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities are generally recognised in profit or loss in the year in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those qualifying assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings, the balance is presented in the statement of profit and loss within finance costs. Non-monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rate at the transaction date).

3.6. Inventories

- Raw materials, stores and spares and loose tools are valued at lower of cost and net realisable value. However, items held for use in the production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes cost of purchase, non-refundable taxes and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on weighted average basis.
- Work-in-progress and finished goods are valued at lower of cost and net realisable value. Finished goods and work-in-progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on weighted average basis.
- Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated cost necessary to make the sale. Net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods.
- Adequate provision is made for obsolete and slow-moving stocks, wherever necessary.

3.7. Revenue Recognition

The Company considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the entity expects to be entitled to in exchange for transferring of promised goods and services to the customer after deducting incentive programs, included but not limited to discounts, volume rebates etc.

a) Sale of Goods

- The Company derives revenues primarily from sale of jute products. Revenue from contracts with customers is recognized on satisfaction of performance obligation upon transfer of control of promised goods to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods.
- Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation based on the consideration specified in the contract with the customers and excludes any taxes and duties collected on behalf of the government. The transaction price of goods sold is net of variable consideration on account of trade discounts, returns, volume rebates offered by the Company as part of the contract. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.
- The company does not expect to have any contracts where the period between transfer of promised goods or services to the customer and payment by customer exceeds one year. As a consequence, the company does not adjust any of the transaction prices for the time value of money.

b) Interest Income

Interest income from financial assets is recognised using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

c) Dividend Income

Dividend income from investments is recognised when the Company's right to receive payment has been established.

d) Other Operating Revenue

Export incentives and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the incentive will be received.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

3.8. Government Grants

Government grants are recognized at their fair value, where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

The grant relating to the acquisition/ construction of an item of property, plant and equipment is included in non-current liability as deferred income and is credited to statement of profit and loss on the same systematic basis as the respective asset is depreciated over its expected life and is presented in other operating income. Alternatively, the same can be presented by deducting the grant from the carrying amount of the asset.

3.9. Income Tax

Income tax comprises current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

a) Current Tax

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities based on tax rates and tax laws that have been enacted during the period.

b) Deferred Tax

- Deferred tax assets and liabilities shall be measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.
- Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognised for carry forward of unused tax losses and unused tax credits.
- Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.
- The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Company reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.
- Deferred tax relating to items recognised outside the statement of profit and loss is recognised either in other comprehensive income or in equity. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.
- Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

c) Minimum Alternate Tax (MAT)

Minimum alternate tax is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of credit to the statement of profit and loss and included in deferred tax assets. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that the company will pay normal income tax during the specified period.

3.10. Earnings Per Share:

- Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.
- For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding during the period are adjusted for the effects of all dilutive potential ordinary shares.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

3.11. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are determined based on the best estimate required to settle the obligation at the balance sheet date.

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Company discloses the existence of contingent liabilities in Other Notes to Financial Statements.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

3.12. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

3.13. Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

3.14. Employee Benefits

- Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation other than the contribution payable to the Provident fund. Contribution payable to the provident fund is recognised as an expenditure in the statement of profit and loss.
- The Company's obligation towards gratuity, a defined benefit employee retirement scheme is recognized on the basis of period end actuarial valuation determined under the Projected Unit Credit Method. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.
- Short term compensated absences are provided for based on estimates. The Company treats accumulated leave expected to be carried forward beyond twelve months as long term employee benefit for measurement purposes. Such long term compensated absences are provided for based on the actuarial valuation using the unit projected credit method at the end of each financial year.

3.15. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

a) Financial Assets

- **Recognition and Initial Measurement:**

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instruments. A financial asset is initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

- **Classification and Subsequent Measurement:**

For purposes of subsequent measurement, financial assets are classified in four categories:

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

- Measured at amortised cost;
- Measured at fair value through other comprehensive income (FVTOCI);
- Measured at fair value through profit or loss (FVTPL); and
- Equity Instruments measured at fair value through other comprehensive income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

➤ **Measured at amortised cost (AC):**

A financial asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

➤ **Measured at fair value through other comprehensive income (FVTOCI):**

A financial asset is measured at the FVTOCI if both the following conditions are met:

- The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
- The asset's contractual cash flows represent SPPI.

Financial assets meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on remeasurement recognised in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognised in the statement of profit and loss in interest income. Where the asset is disposed of, the cumulative gain or loss previously accumulated in other comprehensive income reserve is transferred in the statement of profit and loss.

➤ **Measured at fair value through profit and loss (FVTPL):**

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorisation as at amortised cost or as FVTOCI, is classified as FVTPL. In addition, the company may elect to designate a financial asset, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. Financial Asset included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

Interest / dividend income on financial instruments measured at FVTPL are presented separately under other income.

➤ **Equity Instruments measured at FVTOCI:**

All equity investments in scope of Ind AS – 109 are measured at fair value. Equity instruments which are, held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no reclassification of the amounts from OCI to the statement of profit and loss, even on sale of investment.

➤ **Investments in Subsidiaries**

The Company has accounted for its investments in Subsidiaries at cost.

● **Derecognition**

The Company derecognises a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

● **Impairment of Financial Assets**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS – 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and/ or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

b) **Financial Liabilities**

● **Recognition and Initial Measurement:**

Financial liabilities are classified at initial recognition, at fair value through profit or loss, as loans and borrowings, as payables or as derivatives, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

● **Subsequent Measurement:**

Financial liabilities are measured subsequently at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

● **Derecognition:**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

● **Offsetting Financial Instruments:**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

c) **Derivative Financial Instruments:**

The Company enters into derivative financial instruments viz. foreign exchange forward contracts, interest rate swaps and cross currency swaps to manage its exposure to interest rate and foreign exchange rate risks. The Company does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the statement of profit or loss immediately.

3.16. Measurement of Fair Values

A number of the accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 — Inputs which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets and liabilities. Involvement of external valuers is decided by the management of the Company considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

3.17. Impairment of Non-Financial Assets

- The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful lives of the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (Cash Generating Units – CGU).
- An impairment loss is recognised as an expense in the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognised in earlier accounting period is reversed if there has been an improvement in recoverable amount.

3.18. Cash dividend distribution to equity holders

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

3.19. Significant Judgements and Key sources of Estimation in applying Accounting Policies

Information about significant judgements and key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- a) **Recognition of Deferred Tax Assets:** The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits.
- b) **Useful lives of depreciable/ amortisable assets (property, plant and equipment and intangible assets):** Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to actual normal wear and tear that may change the utility of plant and equipment.
- c) **Defined Benefit Obligation (DBO):** Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.
- d) **Provisions and Contingencies:** The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.
- e) **Impairment of Financial Assets:** The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication of impairment. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

3.20. Recent accounting pronouncements:

Recent pronouncements - Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below-

- Ind AS 16 – Property, Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022.
- Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted.
- Ind AS 103 – Reference to Conceptual Framework – The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.
- Ind AS 109 – Annual Improvements to Ind AS (2021) – The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability.
- Ind AS 106 – Annual Improvements to Ind AS (2021) – The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company has evaluated the above amendments and there is no material impact on its standalone financial statements.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

4. Property, Plant & Equipment

(₹ in lakhs)

Particulars	Gross Carrying Value			Depreciation/Amortisation			Net Carrying Value
	As at 1.04.22	Additions	Sale/ Disposal	As at 31st March, 2023	As at 1.04.22	during the year	As at 31st March, 2023
Freehold / Leasehold Land	11,145.01	-	-	11,145.01	-	-	11,145.01
Buildings	2,728.09	1,318.61	-	4,046.70	1,513.29	58.30	2,475.11
Plant & Machinery	14,025.02	488.60	-	14,513.62	9,637.00	717.42	4,159.20
Vehicles	379.61	18.94	-	398.55	302.49	13.04	83.02
Furniture & Fittings	121.98	11.63	-	133.61	61.09	6.17	66.35
Office equipment	136.93	4.72	-	141.65	93.67	10.31	37.67
Grand Total	28,536.64	1,842.50	-	30,379.14	11,607.54	805.24	17,966.36

Particulars	Gross Carrying Value			Depreciation/Amortisation			Net Carrying Value
	As at 1.04.21	Additions	Sale/ Disposal	As at 31st March, 2022	As at 1.04.21	during the year	As at 31st March, 2022
Freehold / Leasehold Land	11,145.01	-	-	11,145.01	-	-	11,145.01
Buildings	2,302.65	441.46	16.02	2,728.09	1,484.61	43.45	1,214.80
Plant & Machinery	12,973.96	1,175.58	124.52	14,025.02	9,016.79	738.50	4,388.02
Vehicles	390.82	9.07	20.28	379.61	302.24	15.94	77.12
Furniture & Fittings	120.36	22.01	20.39	121.98	76.46	4.00	60.89
Office equipment	237.78	6.79	107.64	136.93	180.81	15.10	43.26
Grand Total	27,170.58	1,654.91	288.85	28,536.64	11,060.91	816.99	16,929.10

4.1. Refer Note - 45 for information on the carrying amounts of financial assets pledged as security for borrowings.

4.2. The Company has not revalued its property plant and equipment during the year ended 31st March, 2023 and 31st March, 2022.

4.3. The Company does not have any immovable property, whose title deeds are not held in the name of the Company during the year ended March 31, 2023 and also as at March 31, 2022.

4.4. Based on the valuation report by a Chartered Engineer, an external valuer, freehold land having original cost of ₹ 49.35 was revalued as at 1st April, 2016 and the resultant increase of ₹ 11,095 was credited to Retained Earning, being fair value on date of transaction considered as deemed cost.

4.5. Gross block and accumulated depreciation of item off PPE sold during the year was nil.

4.6 ₹ 25.81 of borrowing cost has been capitalised during the year against qualifying asset.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

5. CAPITAL WORK IN PROGRESS

Particulars	As at 31st March, 2023	As at 31st March, 2022
Opening	264.11	604.60
Addition (Including interest)	2,791.71	1,002.33
Capitalised during the year	1,836.94	1,342.82
Asset written off during the year	11.06	-
Closing	1,207.82	264.11

5.1. CWIP aging schedule as at 31st March, 2023

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 year-2 years	2 years-3 years	More than 3 years	Total
Projects in progress	1,191.76	-	-	-	1,191.76
Projects temporarily suspended	-	-	-	16.06	16.06
Total	1,191.76	-	-	16.06	1,207.82

CWIP AGING SCHEDULE AS AT 31ST MARCH, 2022

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 year-2 years	2 years-3 years	More than 3 years	Total
Projects in progress	237.00	-	-	-	237.00
Projects temporarily suspended	-	-	-	27.11	27.11
Total	237.00	-	-	27.11	264.11

(1) There are no projects as on the reporting period which has exceeded cost as compared to the original plan or where completion is overdue.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

6. RIGHT OF USE ASSETS AS ON 31ST MARCH, 2023

Particulars	Gross Carrying Value			Accumulated Depreciation			Net Carrying Value
	As at 1.04.22	Additions	Sale/ Disposal	As at 31st March, 2023	As at 1.04.22	During the year	As at 31st March, 2023
Leasehold Building	113.44	-	-	113.44	6.31	37.81	69.32
Grand Total	113.44	-	-	113.44	6.31	37.81	69.32

RIGHT OF USE ASSETS AS ON 31ST MARCH, 2022

Particulars	Gross Carrying Value			Accumulated Depreciation			Net Carrying Value
	As at 1.04.21	Additions	Sale/ Disposal	As at 31st March, 2022	As at 1.04.21	During the year	As at 31st March, 2022
Leasehold Building	96.13	113.44	96.13	113.44	67.87	34.57	107.13
Grand Total	96.13	113.44	96.13	113.44	67.87	34.57	107.13

6.1. The Company has not revalued its Right of Use Assets during the year ended 31st March, 2022 and 31st March, 2021

7. Intangible Assets 2022-23

Particulars	Gross Carrying Value			Accumulated Depreciation			Net Carrying Value
	As at 1.04.2022	Additions	Sale/ Disposal	As at 31st March, 2023	As at 1.04.2022	During the year	As at 31st March, 2023
Goodwill	(1.00)	-	-	(1.00)	-	-	(1.00)
Software	-	5.20	-	5.20	-	0.24	4.96
Grand Total	(1.00)	5.20	-	5.20	-	0.24	4.96

7. Intangible Assets 2021-22

Particulars	Gross Carrying Value			Accumulated Depreciation			Net Carrying Value
	As at 1.04.2021	Additions	Sale/ Disposal	As at 31st March, 2022	As at 1.04.2021	During the year	As at 31st March, 2022
Goodwill	(1.00)	-	-	(1.00)	-	-	(1.00)
Grand Total	(1.00)	-	-	(1.00)	-	-	(1.00)

7.1. The Company has not revalued its intangible assets during the year ended 31st March, 2023 and 31st March, 2022.

7.2. Figures of less than ₹ 0.01 have been shown at actuals at brackets.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

8. NON-CURRENT INVESTMENTS

Particulars	Face Value	As at 31st March, 2023		As at 31st March, 2022	
		Number / Units	Amount	Number / Units	Amount
Investment measured at Fair Value through Profit & Loss					
a) Investment in Equity Shares (Quoted)					
Birla Corporation Ltd.	10	660	5.85	660	7.78
Cheviot Company Ltd.	10	411	4.06	411	4.64
Al Champdany Jute Co.Ltd.	5	314	0.08	314	0.06
Gillanders Arbuthnot & Co Ltd.	10	135	0.08	135	0.09
Total (a)			10.07		12.57
(b) Investment in Equity Shares (Unquoted)					
Santosh Garden Co Operative Ltd.	10	200	-	200	-
Total (b)			-		-
Grand Total (a+b)			10.07		12.57

The carrying value and fair value of investments are as below:

Particulars		As at 31st March, 2023	As at 31st March, 2022
Aggregate cost of acquisition of Quoted Investments		10.07	12.57
Total		10.07	12.57
Aggregate cost of acquisition of Quoted Investment		1.65	1.65
Aggregate cost of acquisition of Unquoted Investment		0.02	0.02

9. OTHER NON CURRENT FINANCIAL ASSETS

Particulars	As at 31st March, 2023	As at 31st March, 2022
(Unsecured, Considered Good)		
Security Deposits	49.60	29.02
Total	49.60	29.02

10. OTHER NON CURRENT ASSETS

Particulars	As at 31st March, 2023	As at 31st March, 2022
(Unsecured, Considered Good)		
Capital Advance	56.28	320.64
Long term prepaid Expenses	85.33	40.43
Balance with Government Authorities*	86.92	86.84
Total	228.53	447.91

* Balance with Govt Authorities includes ₹ 41.79 for March 2023 and ₹ 41.79 for March 2022, paid under protest / adjusted for appeal and legal cases.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

11. INVENTORIES

Particulars	As at 31st March, 2023	As at 31st March, 2022
(As taken, valued and certified by the Management)		
Raw Materials	7,292.14	4,501.18
Finished Goods (including in transit CY- ₹ 482.36 PY ₹ 865.82)	4,231.56	3,898.51
Work-in-Progress	934.62	706.84
Stores and Spares	796.49	716.66
Total	13,254.81	9,823.19

11.1 Inventories are hypothecated against borrowings (Refer note no. 18)

11.2 Mode of valuation - Refer Note 3.6 of significant accounting policies.

12. TRADE RECEIVABLES

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unsecured		
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Un-secured	2,442.62	3,611.45
Trade receivables which have significant increase in credit risk ; and		
Trade receivables - credit impaired	20.00	20.00
Less : Allowance for credit losses	20.00	20.00
Total	2,442.62	3,611.45

12.1 Trade Receivables includes

Particulars	As at 31st March, 2023	As at 31st March, 2022
Received from related Party	-	-
Unbilled Receivables	57.00	57.00
Total	57.00	57.00

12.2 Trade Receivable are hypothecated against borrowings (Refer note no. 18)

12.3 There are no amount receivable from director and officers of the Company either severally or jointly with any other person.

12.4 Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days.

12.5 TRADE RECEIVABLES AGING SCHEDULE

Particulars	Outstanding from the due date of payment as on 31st March 2023							Total
	Unbilled Receivables	Not due	upto 6 months	6 months - 1 year	1 year- 2 years	2 years- 3 years	More than 3 years	
Undisputed								
considered good	57.00	2335.13	30.72	9.75	3.02	1.25	5.75	2442.62
credit impaired	-	-	-	-	-	-	-	-
Less: credit impaired	-	-	-	-	-	-	-	-
Total	57.00	2335.13	30.72	9.75	3.02	1.25	5.75	2442.62
Disputed								
considered good	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	4.85	2.15	13.00	20.00
Less: Allowance for credit losses	-	-	-	-	4.85	2.15	13.00	20.00
Total	-	-	-	-	-	0.00	0.00	0.00
Grand total	57.00	2335.13	30.72	9.75	3.02	1.25	5.75	2442.62

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

Particulars	Outstanding from the due date of payment as on 31st March 2022							Total
	Unbilled Receivables	Not due	upto 6 months	6 months - 1 year	1 year- 2 years	2 years- 3 years	More than 3 years	
Undisputed								
considered good	57.00	1,651.58	1,856.79	11.08	2.71	17.49	14.80	3,611.45
credit impaired	-	-	-	-	-	-	-	-
Less: credit impaired	-	-	-	-	-	-	-	-
Total	57.00	1,651.58	1,856.79	11.08	2.71	17.49	14.80	3,611.45
Disputed								
considered good	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	7.00	13.00	20.00
Less: Allowance for credit losses	-	-	-	-	-	7.00	13.00	20.00
Total	-	-	-	-	0.00	0.00	0.00	0.00
Grand total	57.00	1,651.58	1,856.79	11.08	2.71	17.49	14.80	3,611.45

13. CASH & CASH EQUIVALENTS

Particulars	As at 31st March, 2023	As at 31st March, 2022
Cash in hand	9.76	6.39
Balance with Banks:		
- In Current Accounts	155.16	68.63
Total	164.92	75.02

13.1 OTHER BANK BALANCES

Particulars	As at 31st March, 2023	As at 31st March, 2022
Earmarked Balances with Banks		
Unpaid Dividend account	44.85	42.04
Fixed Deposits held as Margin Money	3.42	47.80
Total	48.27	89.84

13.2 Cash and Cash equivalent and other bank balances are hypothecated against borrowings (Refer note no. 18)

Changes in liabilities arising from financing activities

Particulars	April 1, 2022	Cash Flows	March 31, 2023
Non Current Borrowings (including current maturities of long term debts) (Refer note no.18)	1,473.23	1,533.86	3,007.09
Current Borrowings	8,209.85	781.91	8,991.76
Total Liabilities	9,683.08	2,315.77	11,998.85
Particulars	April 1, 2021	Cash Flows	March 31, 2022
Non Current Borrowings (including current maturities of long term debts) (Refer note no.18)	2,092.76	(619.53)	1,473.23
Current Borrowings	7,793.07	416.78	8,209.85
Total Liabilities	9,885.83	(202.75)	9,683.08

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

14. OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31st March, 2023	As at 31st March, 2022
(Unsecured, Considered Good)		
Advance to Employees	383.14	370.76
Forward Contract MTM Gain Receivable	-	3.90
Export Incentives Receivables	10.15	395.99
Security Deposit (Short Term)	44.15	20.00
Insurance Claim Receivable	143.20	187.10
Less : Provision for Doubtful claims receivable	(143.20)	(143.20)
Other receivable (Insurance Premium etc)	5.94	12.29
Total	443.38	846.84

15. OTHER CURRENT ASSETS

Particulars	As at 31st March, 2023	As at 31st March, 2022
(Unsecured, Considered Good)		
Advance against supply of Goods & Services	502.69	415.75
Balances with Government Authorities	254.19	258.95
Prepaid Expenses	54.72	207.90
Receivable from Employees	20.85	24.60
Assets held for Sale	3.04	3.04
Total	835.49	910.24

15 (a) There are no amount receivable from directors and officers of the Company either severally or jointly with any other person.

16. EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Number	Amount	Number	Amount
Authorized:				
Equity Shares of ₹ 10/- each	1,49,90,000	1,499.00	1,49,90,000	1,499.00
Redeemable Preference Shares ₹ 100/-each	1,000.00	1.00	1,000.00	1.00
		1,500.00		1,500.00
Issued:				
Equity Shares of ₹ 10/- each fully paid up	1,07,73,120	1,077.31	1,07,73,120	1,077.31
		1,077.31		1,077.31
Subscribed and Paid-up:				
Equity Shares of ₹ 10/- each fully paid up	1,07,73,120	1,077.31	1,07,73,120	1,077.31
Add: Forfeited Equity Shares (Amount originally paid up)		2.46		2.46
Total	1,07,73,120	1,079.77	1,07,73,120	1,079.77

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

16.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Addition during the year	Deletion during the year	Closing Balance
Year ended 31st March, 2023				
Number of shares	1,07,73,120	-	-	1,07,73,120
Amount (Lakhs)	1,079.77	-	-	1,079.77
Year ended 31st March, 2022				
Number of shares	1,07,73,120	-	-	1,07,73,120
Amount (Lakhs)	1,079.77	-	-	1,079.77

16.2 Terms /Rights attached to Shareholders

The Company has only one class of issued shares i.e. Equity Shares having par value of ₹ 10 per share. Each holder of Equity Shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

16.3 R.V. Investment & Dealers Limited is the Holding Company of this Company.

16.4 Details of shareholders holding more than 5% shares in the Company:

Equity Shares of ₹10 each fully paid	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
R V Investment & Dealers Ltd	67,16,507	62.35	67,16,507	62.35

Disclosure of shareholding of promoters and promoter group

16.5 Shares held by promoters and promoter group at the end of the year

Promoter name	As at 31st March, 2023			As at 31st March, 2022		
	No. of Shares	% Holding	% Changes during the year	No. of Shares	% Holding	% Changes during the year
Rajya Vardhan Kanoria	10,300	0.10	0.00%	10,300	0.10	0.00%
Kirtivardhan Finvest Services Limited	5,12,401	4.76	0.00%	5,12,401	4.76	0.00%
R V Investment & Dealers Ltd	67,16,507	62.35	0.00%	67,16,507	62.35	0.00%
Total	72,39,208	67.21		72,39,208	67.21	

16.6 No Equity Shares have been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment as at the Balance Sheet date.

16.7 The company has neither allotted any equity shares for consideration other than cash nor has issued any bonus shares nor has bought back any shares during the period of five years preceeding the date at which Balance Sheet is prepared.

16.8 No securities which are convertible into Equity/Preference shares have been issued by the Company during the year.

16.9 No calls are unpaid by any directors or officers of the company during the year.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

17. OTHER EQUITY

Particulars	As at 31st March, 2023	As at 31st March, 2022
a) Securities Premium Account		
Balance at beginning of year	585.96	585.96
Movement during the year	-	-
Balance at end of the year (A)	585.96	585.96
b) General Reserve		
Balance at beginning of year	324.84	324.84
Movement during the year	-	-
Balance at end of the year (B)	324.84	324.84
c) Retained Earnings		
Balance at the beginning of the year	15,589.59	14,264.84
Add: Profit for the period	134.09	1,167.15
	15,723.68	15,431.99
Less: Final Dividend on Equity Shares including TDS on dividend	215.46	-
Add: Transfer from OCI	211.44	157.60
Balance at the end of the year (C)	15,719.66	15,589.59
d) Other Comprehensive Income		
Remeasurement of Defined Benefits Plans		
Balance at the beginning of the year	-	-
Add/(Less): Remeasurement of Defined Benefits Plans	282.55	210.60
Add/(Less): Tax on the above	(71.11)	(53.00)
	211.44	157.60
Less : Transfer to retained earnings	(211.44)	(157.60)
Balance at the end of the year (D)	-	-
Total Other Equity (A+B+C+D)	16,630.46	16,500.39

Nature & Purpose of Reserves :

Securities Premium Reserve : The Reserve represents the premium on issue of shares and can be utilized in accordance with the provision of the Companies Act, 2013.

General Reserve : The Reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. The same can be utilised by the company in accordance with the provisions of the Companies Act, 2013.

Retained Earnings : This Reserve represents the cumulative profits of the Company and effects of Re-measurement of defined benefit obligations. This reserve can be utilised in accordance with the provisions of the Companies Act 2013.

Item of other Comprehensive Income (Re - Measurement of defined benefit plans) : Re -Measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income (OCI) in the period in which they occur. Re - measurement recognised in OCI is reflected immediately in retained earnings and will not be re classified to statement of Profit and Loss.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

18. BORROWINGS

	As at 31st March, 2023		As at 31st March, 2022	
	Non - Current	Current Maturities	Non - Current	Current Maturities
Secured				
(i) Term Loan From Banks	2,507.09	729.70	1,473.23	968.43
(ii) Working Capital Loan from Banks				
- Cash Credit	-	2,867.24	-	1,836.48
- Export Packing Credit	-	3,706.26	-	2,151.77
- Bill Discounting	-	-	-	949.71
- WCDL	-	700.08	-	2,303.46
Un- Secured				
i) UAT A/C	-	988.48	-	-
ii) Inter Corporate loan from R V Investment	500.00	-	-	-
Total	3,007.09	8,991.76	1,473.23	8,209.85

18(a) Details of Security Loan

- Term loan-I (Yes Bank) of ₹ 15.50 @ 8.80% interest p.a., is secured as exclusive charge over all the assets of the Company funded by the specified bank and subservient charge over all the current Assets and Movable Fixed Assets of the Company (both present & future) and repayable in 10 quarterly instalments of ₹ 7.75 each.
- Term loan-II(Yes Bank) of ₹ 735.96 @ 8.80% interest p.a., is secured as exclusive charge over all the assets of the Company funded by the specified bank and subservient charge over all the current Assets and Movable Fixed Assets of the Company (both present & future) and repayable in 16 quarterly instalments of ₹ 92.00 each.
- Term loan's - III closing balance from Yes Bank of ₹ 279.27 @ 8.80% interest p.a. is secured as charge over all the assets of the Company funded by the specified Bank and subservient charge over all the current assets and movable Fixed assets of the Company (both present and future) and repayable in monthly instalments of ₹ 7.98 each.
- Term Loan - II - closing balance from State Bank of India of ₹ 233.09 @ 9.25% interest p.a. is secured as charge over all the assets of the Company funded by the specified Bank and subservient charge over all the current assets and movable Fixed assets of the Company (both present and future) and repayable in Monthly instalments of ₹ 6.98 each.
- Term Loan III from State Bank of India of ₹ 897.14 @ 8.10% interest p.a. is secured as charge over all the assets of the Company funded by the specified Bank and subservient charge over all the current assets and movable Fixed assets of the Company (both present and future) and repayable in Monthly instalments of ₹ 13.89 each.
- GECL - I Loan from CBI of ₹ 548.82 @ 8.25% interest p.a. is secured as charge over all the assets of the Company funded by the specified Bank and subservient charge over all the current assets and movable Fixed assets of the Company (both present and future) and repayable in Monthly instalments of ₹ 11.35 each to begin from 18/05/2024.
- GECL - II from YES Bank of ₹ 527.00 @ 8.80% interest p.a. is secured as charge over all the assets of the Company funded by the specified Bank and subservient charge over all the current assets and movable Fixed assets of the Company (both present and future) and repayable in Monthly instalments of ₹ 10.98 each to begin from 14/07/2024.

18(b) As at March 31,2023 ₹ 11,998.85 (March 31, 2022, ₹ 9,683.08) of the total outstanding borrowings were secured by charge on property plant & equipment, Inventories, Receivables & Current Assets.

18(c) The Company has used borrowings from Banks and financial Institutions for the specific purpose for which it was taken.

18(d) No loans have been guaranteed by the directors of the Company.

18(e) There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.

18(f) Working Capital Borrowings is secured against hypothecation of entire stocks and trade receivable together with banks parri passu first charge on entire assets both present and future of the Company.

18(g) Inter Corporate Loan provided by the holding Company carries interest @12% p.a.

18(h) The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities, which are in agreement with the books of accounts.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

19. LEASE LIABILITY

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Non - Current	Current Maturities	Non - Current	Current Maturities
Lease Rent Liability	33.74	37.60	64.11	41.95
Total	33.74	37.60	64.11	41.95

MOVEMENT OF LEASE LIABILITY

Particulars	As at 31st March, 2023	As at 31st March, 2022
Opening Balance	106.06	29.99
Additions	-	111.58
Interest cost accrued during the year	7.23	2.55
Payment of lease liability	(41.95)	(38.06)
Closing Balance	71.34	106.06

20. PROVISIONS

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Non - Current	Current Maturities	Non - Current	Current Maturities
Employee Benefits				
- Gratuity (Refer Note No. 37 (b))	-	123.68	-	164.11
- Leave Encashment	206.49	33.36	191.98	26.79
- Provision for Provident Fund (Refer Note No. 37 (b)(10))	-	113.57	102.53	-
	206.49	270.61	294.51	190.90

21. DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31st March, 2023		As at 31st March, 2022	
a) Deferred Tax Liabilities				
Depreciation and Amortization Expenses	492.03		377.23	
On Others	13.30		2.56	
Total (a)	505.33		379.79	
b) Deferred Tax Assets				
Items U/S 43B of the Income Tax Act, 1961	88.53		87.92	
On Others	132.88		133.50	
Total (b)	221.42		221.42	
Deferred Tax Liabilities (Net) (a-b)	283.92		158.37	

21.1 MOVEMENT IN DEFERRED TAX ASSETS AND LIABILITIES DURING THE YEAR ENDED 31ST MARCH, 2022 AND 31ST MARCH, 2023

Particulars	Opening Balance as on 1st April, 2021	Recognised In Statement of Profit & Loss	Recognised In Other Comprehensive Income (OCI)	As at 31st March, 2022
Deferred Tax Liabilities				
Depreciation and Amortization Expenses	403.50	(26.27)	-	377.23
On Others	15.16	(12.60)	-	2.56
	418.66	(38.87)	-	379.79
Deferred Tax Assets				
On Retirement benefits expenses as per Ind AS - 19	122.69	(34.77)	-	87.92
On Others	108.28	25.22	-	133.50
	230.97	(9.55)	-	221.42
Deferred Tax Liabilities (Net)	187.69	(29.32)	-	158.37

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

Particulars	Opening Balance as at 31st March, 2022	Recognised In Statement of Profit & Loss	Recognised In Other Comprehensive Income(OCI)	As at 31st March, 2023
Deferred Tax Liabilities				
Depreciation and Amortization Expenses	377.23	114.80	-	492.03
Adjustment on depreciation for earlier year	-	-	-	-
On Others	2.56	(60.37)	71.11	13.30
	379.79	54.43	71.11	505.33
Deferred Tax Assets				
On Retirement benefits expenses as per Ind AS - 19	87.92	0.61	-	88.53
On Others	133.50	(0.61)	-	132.88
	221.42	(0.00)	-	221.41
Deferred Tax Liabilities (Net)	158.37	54.43	71.11	283.92

22. OTHER NON CURRENT LIABILITIES

Particulars	As at 31st March, 2023	As at 31st March, 2022
Deferred Revenue Grant	118.97	146.93
Total	118.97	146.93

22.a MOVEMENT OF DEFERRED REVENUE GRANT (NON - CURRENT)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Opening Balance (including current portion)	146.93	147.98
Add: Grant Received during the year	-	48.18
Less: Released to Statement of Profit & Loss	(27.96)	(44.78)
Less: Transferred to Current Deferred Revenue Grant	-	(4.45)
Closing Balance	118.97	146.93

23. TRADE PAYABLES

Particulars	As at 31st March, 2023	As at 31st March, 2022
For Goods and Services		
Total outstanding dues of micro enterprises and small enterprises	41.96	31.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,491.42	3,328.98
Disputed dues of micro enterprise and small enterprise	-	3.83
Disputed dues of creditors other than micro enterprises and small enterprises	-	47.11
Total	4,533.38	3,410.92

Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006, to the extent ascertained as on 31st March, 2023 were as follows:

	As at 31st March, 2023	As at 31st March, 2022
(i) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each financial year.	41.96	31.00
(ii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development (MSMED) Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	0.00	0.00
(iii) The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act 2006.	0.00	0.00
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.00	0.00
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act 2006.	0.00	0.00

The above information has been compiled in respect of parties to the extent to which they could be identified as Micro and Small Enterprises under Micro, Small and Medium Enterprises Development Act, 2006 on the basis of information available with the Company.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

23.1

Particulars	Outstanding from the due date of payment as on 31st March 2023					
	Not due	Less than 1 Year	1 year-2 years	2 years-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	41.96	-	-	-	-	41.96
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,951.27	2,484.61	44.25	11.29	-	4,491.42
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	1,993.23	2,484.61	44.25	11.29	-	4,533.38
Unbilled Due						-
Total						4,533.38

Particulars	Outstanding from the due date of payment as on 31st March 2022					
	Not due	Less than 1 Year	1 year-2 years	2 years-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	31.00	-	-	-	-	31.00
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,497.65	1,767.81	11.29	-	-	3,276.75
Disputed dues of micro enterprises and small enterprises	-	3.83	-	-	-	3.83
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	15.38	31.73	47.11
	1,528.65	1,771.64	11.29	15.38	31.73	3,358.69
Unbilled Due						52.23
Total						3,410.92

24. OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at 31st March, 2023	As at 31st March, 2022
Interest accrued and due on Loans	16.29	9.34
Unpaid Dividends*	44.85	42.03
Employee Related Liabilities**	868.27	799.00
Trade & Security Deposit	36.06	33.56
Other payable	3.66	-
Total	969.13	883.93

* There are no amount due for payment to the investor education and protection fund at the end of the year.

** Includes outstanding dues of directors of the company C.Y - ₹ 1.54 (P.Y - ₹ 15.38)

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

25. OTHER CURRENT LIABILITIES

Particulars	As at 31st March, 2023	As at 31st March, 2022
Statutory Dues	368.14	295.82
Contract Liabilities *	147.72	266.98
Deferred Revenue Grant	34.36	45.46
Total	550.22	608.26

* Represents Advance from customers

26. CURRENT TAX LIABILITIES

	As at 31st March, 2023	As at 31st March, 2022
Provision for Income Tax (Net of Advance Tax)	13.01	83.30
Total	13.01	83.30

Provision for Income Tax (Net of Advance Tax) C.Y. ₹ 50.00 (P.Y - ₹ 357.43)

27. REVENUE FROM OPERATIONS

	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of products		
Finished Goods - Jute Products	54,320.02	57,664.70
Total (A)	54,320.02	57,664.70
Other Operating Revenue		
Scrap Sales	52.36	56.38
Insurance and Other Claims (Net)	-	204.29
Miscellaneous Income	33.05	20.89
Export Incentive	251.95	261.75
Total (B)	337.36	543.31
Grand Total (A+B)	54,657.38	58,208.01

28. OTHER INCOME

	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Interest Income		
On Bank Deposits	0.88	2.52
On Others	1.03	0.89
On Security Deposits	0.28	0.68
Total	2.19	4.09
(ii) Dividend Income		
(a) Dividend Income on Long Term Investment	0.31	0.79
Total	0.31	0.79
(iii) Other Non Operating Income		
Net Gains(losses) on Fair Value Changes on Equity Instruments measured at FVTPL	-	3.21
Unspent Liabilities written back	1.12	0.59
Bad Debt recovery	32.81	-
Exchange Gain / (loss) on foreign currency transaction & translation (Net)	-	5.85
Profit on disposal of PPE (Net)	18.41	2.88
Income from Deferred Government Grant*	39.07	44.78
Total	91.41	57.31
Grand Total	93.91	62.19

* Income from Deferred Government Grant is the Grant sanctioned by Govt. of India against Plant & Property.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

29. COST OF MATERIALS CONSUMED

	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventory at the beginning of the year	4,501.17	7,224.72
Add : Purchases	35,845.02	34,393.31
	40,346.19	41,618.03
Less : Inventory at the end of the year	7,292.14	4,501.17
Total	33,054.05	37,116.86

30. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock :		
Finished Goods	3,898.52	2,959.06
Work-In-Progress	706.84	916.51
	4,605.36	3,875.57
Less: Closing Stock		
Finished Goods	4,231.56	3,898.52
Work-In-Progress	934.62	706.84
	5,166.18	4,605.36
Increase / (Decrease) in Inventories of Finished Goods & Work-In-Progress	(560.82)	(729.79)

31. EMPLOYEE BENEFITS EXPENSE

	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, Wages & Bonus	8,378.87	7,638.64
Contribution to Provident and Other Funds	1,084.73	1,020.41
Contribution to Gratuity Fund (Refer Note No. 37 (b))	406.23	382.16
Workmen and Staff Welfare Expenses	200.54	199.85
Total	10,070.37	9,241.06

31.1 During the year ended March 31, 2023, the company has recognised an amount of ₹ 119.73 (2021-22: ₹ 123.84) as remuneration to key managerial personnel.

32. FINANCE COST

	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Expenses		
On Term Loans	214.16	198.07
On Working Capital Loans	474.13	367.58
On COVID 19 Loans	0.31	15.10
On Inter corporate Loans	1.48	15.29
On Others	7.23	5.88
Other Borrowing Cost	41.50	41.23
Total	738.81	643.15

32.1 Interest cost of ₹15.00 and ₹ 25.81 has been transferred to CWIP and PPE respectively.

33. DEPRECIATION AND AMORTISATION EXPENSES

	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on Property, Plant & Equipment	805.20	816.99
Depreciation on Right - of - Use - assets	37.81	34.57
Amortisation on Intangible Assets	0.27	-
Total	843.28	851.56

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

34. OTHER EXPENSES

	For the year ended March 31, 2023	For the year ended March 31, 2022
Manufacturing Expenses		
Consumption of Stores and Spares	2,668.67	2,220.94
Power & Fuel	1,578.16	1,535.12
Sub Contracting/Job Work Charges	2,203.75	1,960.57
Repairs to Machinery	241.50	237.71
Repairs to Building	82.10	81.48
Total (A)	6,774.18	6,035.82
Selling And Administration Expenses		
Rates and Taxes	24.67	31.50
Repairs to Others	346.90	325.50
Insurance	139.78	160.91
Rent	0.17	0.87
Travelling and Conveyance Expenses	111.11	7.48
Freight and Forwarding Expenses	2,300.01	2,297.04
Legal and Professional Fees	90.19	81.88
Brokerage	174.93	252.47
Provision / Write off of Bad Debts and other receivables	-	28.79
Net losses on Fair Value Changes on Equity Instruments, measured at FVTPL	2.50	-
Net Gains (losses) on Foreign exchange Instruments	17.03	-
Contribution to CSR Activities (Refer Note No 43)	14.23	5.29
Director Sitting Fees	7.58	7.88
Auditors' Remuneration (Refer note no. 34.1)	14.59	11.10
Miscellaneous Expenses	376.90	360.27
Total (B)	3,620.59	3,570.98
Grand Total (A+B)	10,394.77	9,606.80

34.1 PAYMENT TO AUDITOR

	For the year ended March 31, 2023	For the year ended March 31, 2022
Statutory Audit fees	9.25	7.00
Limited Review	4.40	3.50
Issue of certificates	0.50	0.20
OPE (Other pocket expenses)	0.14	0.10
Cost Audit Fees	0.30	0.30
Total	14.59	11.10

35. TAX EXPENSES

	For the year ended March 31, 2023	For the year ended March 31, 2022
Income Tax recognised in Statement of Profit and Loss		
Current Tax	22.66	402.56
Deferred Tax	54.43	(29.32)
	77.09	373.24
Income Tax for earlier years (Net)	(0.35)	0.17
	76.74	373.41

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

35.1 RECONCILIATION OF INCOME TAX EXPENSE FOR THE YEAR WITH BOOK PROFITS

	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before Tax	210.83	1,540.56
Less : Deduction U/S 80I	-	-
Income before Income Taxes	210.83	1,540.56
Indian statutory Income Tax Rate	25.17%	25.17%
Estimated Income Tax Expense	53.07	387.73
Tax Effect of adjustments to reconcile expected income tax expense to reported income tax expense :		
Income exempt or not chargeable to tax :	-	(55.56)
Expenses Disallowed for tax purpose	3.58	58.38
Capital gain set off against brought forward loss	-	(17.88)
Others	20.08	0.74
	23.66	(14.32)
Tax Expense in Statement of Profit and Loss	76.74	373.41

36. CONTINGENCIES & COMMITMENTS

	As at 31st March 2023	As at 31st March 2022
i) Contingent Liabilities not provided for in respect of :		
a) i) Disputed demand against WBST Act'1994, (C.Y. ₹ 22.20 Lakhs, P.Y ₹ 22.20 Lakhs) and CST Act'1956 (C.Y. ₹ 1.54 , P.Y. ₹ 1.54) for the year 1999-00 and 2004 -05 for which the Company has preferred appeal and it is pending before W.B.C.T. (A & R) Board	23.74	23.74
ii) Disputed demand against WB VAT ACT'2003 (C.Y. ₹ 16.03 , P.Y. ₹ 16.03). CST Act'1956 (C.Y. ₹ 126.53 , P.Y. ₹ 469.79) for the year 2005-06 to 2015-2016 for which Appeal is pending before WBCT (A&R) Board and Appellate Forum (Adv. Paid against CST Act '1956 C.Y ₹ 38.02 , P.Y. ₹ 38.02 and WB VAT ACT '2003 C.Y ₹ 3.77 , P.Y. ₹ 3.77)	142.56	485.82
b) Land Revenue (Rent) raised by the office of the Block & Land Revenue (BL. & L.R.) Officer Uluberia- II, Howrah due to retrospective changes in W.B.Land Reform Act. Matter is pending before W.B. Land Reform Tribunal from 2001-02 to 2022-23.	-	207.79
c) i) Outstanding Bank Guarantees	518.16	521.88
ii) Outstanding Letter of Credit	688.26	939.95
The amounts shown in (a) and (b) above represent the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be estimated accurately. In the opinion of the management, no provision is considered necessary for the disputes mentioned above on the ground that there are fair chances of successful outcome of appeals. The Company does not expect any reimbursements in respect of the above contingent liabilities.		
ii) Capital & Other Commitments		
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of advance amounting to C.Y. ₹ 56.28, P.Y ₹ 320.64)	385.14	633.34

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

37. EMPLOYEE BENEFITS

In accordance with the revised IND AS 19 on Employee Benefits, the requisite disclosure are as follows:

a) **Defined Contribution Plans** : The amount recognized as expense for the Defined Contribution Plans are as under:-

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
i) Employees Provident Fund	217.43	204.73
ii) Employees Pension Scheme	604.03	571.44

b) **Defined Benefit Plans** : Benefits are of the following types :

i) **Gratuity Plan**

Every employee who has completed continuous five years or more of service is entitled to gratuity on terms not less favourable than the provisions of the Payment of Gratuity Act, 1972.

ii) **Provident Fund**

Provident Fund (other than government administered) as per the provisions of Employees Provident Funds and Miscellaneous Provisions Act, 1952.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for Gratuity Plan.

1. **The amount recognised in the Balance Sheet are as follows :**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Present Value of funded obligations	5,026.08	4,876.02
Fair value of plan assets	4,902.40	4,711.91
Net Liabilities in respect of funded obligations on actuarial valuation basis	123.68	164.11

2. **The expenses recognized in the statement of Profit and Loss for the year ended 31st March, 2023 are as follow:**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current Service Cost	394.31	357.37
Past Service Cost	-	-
Net Interest Cost / (Income) on the Net Defined Benefit Liability/(Asset)	11.92	24.77
Expenses recognised in statement of profit and loss	406.23	382.14
Expenses recognised during the year:		
In Income Statement	406.23	382.14
In OCI	(282.55)	(210.60)
Total expenses recognised during the year	123.68	171.54

3. **Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Present value of defined benefit obligation at the beginning of the year	4,876.02	4,615.11
Current Service Cost (+)	394.31	357.37
Interest Cost (+)	354.24	313.61
Re-measurement (or Actuarial) Gain (-)/ Loss (+) arising from		
- change in demographic assumption	-	-
- change in financial assumptions	(94.32)	211.04
- experience variance (i.e. Actual experience vs assumptions)	(237.04)	(384.46)
Past Service Cost	-	-
Benefits paid (-)	(267.13)	(236.65)
Present value of defined benefit obligation at the end of the year	5,026.08	4,876.02

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

4. Changes in the fair value of plan assets representing Reconciliation of opening and closing balances thereof are as follows :

Particulars	As at 31st March, 2023	As at 31st March, 2022
Fair value of Plan Assets at the beginning of the year	4,711.91	4,250.55
Acquisition adjustments		
Investment Income (+)	342.31	288.83
Actual Company Contribution (+)	164.11	372.00
Benefit Payments (-)	(267.13)	(236.65)
Return on plan assets, excluding amount recognized in net interest expense	(48.80)	37.18
Fair Value of Plan Assets at the end of the year	4,902.40	4,711.91

5. Other Comprehensive Income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Actuarial (gains) / losses		
- change in demographic assumptions	-	-
- change in financial assumptions	(94.32)	211.04
- experience variance (i.e. Actual experience vs assumptions)	(237.04)	(384.46)
- others	-	-
Return on plan assets, excluding amount recognized in net interest expenses	48.81	(37.18)
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-
Components of defined benefit cost recognised in other comprehensive income	(282.55)	(210.60)

6. The major categories of plan assets as a percentage of total plan assets are as follows:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Qualifying insurance policy	100%	100%

7. The principal actuarial assumptions at the Balance Sheet date are as follows:

Particulars	As at 31st March, 2023	As at 31st March, 2022
1. Mortality Rate (% of IALM 2012-14)	100%	100%
2. Withdrawal rates, based on age (per annum)	2% to 1%, depending on the age and length of service	2% to 1%, depending on the age and length of service
3. Discount Rate (per annum)	7.50%	7.27%
4. Salary growth rate (per annum)	6%	6%
5. Normal Age of Retirement	58 Years	58 Years

8. A quantitative sensitivity analysis for significant assumption as at 31 March 2023 are as shown below :

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity to the change in liability due to change in assumptions is given below:

	Sensitivity Level	Defined benefit obligations			
		31-Mar-2023		31-Mar-2022	
		Increase	Decrease	Increase	Decrease
Discount Rate	1% Increase or Decrease	4,653.37	5,460.52	4,502.37	5,312.50
Further salary increase	1% Increase or Decrease	5,462.71	4,645.15	5,313.69	4,494.90

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

Please note that the sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

9. Expected Cash Flows over the next years (valued on undiscounted basis):

At 31st March 2023, the weighted average duration of the defined benefit obligation was 8 years (31st March, 2022, 8 years). The distribution of the timing of benefits payment i.e., the maturity analysis of the benefit payments is as follows:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Within the next 12 months	660.79	537.63
Between 2 and 5 years	2307.16	2233.34
Between 6 and 10 years	1789.70	1869.18
Beyond 10 years	6504.35	6234.67
Company's best estimate of Contribution during the next year	517.50	552.87

Funding arrangements and Funding Policy :

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

10. In respect of provident funds for eligible employees maintained by a trust, in the nature of defined benefits plan, shortfall towards 'interest rate guarantee liability' amounting to ₹ 113.57 upto 31.03.23 (PY ₹ 102.53 upto 31.03.2022) as per actuarial valuation in respect of contribution towards such funds. Incremental liability for the CY 2022-23 ₹ 11.04 (PY ₹ 8.55) has been provided and included as expenses in 'Contribution to PF & Other Fund' under the heading "Employees benefit Expenses."

38. Earnings Per Share (EPS)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) BASIC		
Profit after Tax attributable to Equity Shareholders (₹ in lakhs) (i)	134.09	1,167.15
Weighted average number of Equity Shares of ₹10/- each outstanding during the year (ii)	1,07,73,120	1,07,73,120
Basic Earnings per share (in ₹) [(i)/(ii)]	1.24	10.81
(b) DILUTED		
Dilutive potential Equity shares	Nil	Nil
Diluted Earnings per share (in ₹) [a (i)/ a (ii)]	1.24	10.81

39. Segment Reporting

- (a) The Company is engaged in a single business segment i.e. manufacturing and sale of jute goods. Therefore Ind AS -108 regarding "Segment Reporting" stands complied.

(b) Secondary information : (Geographical Segment)

The Company primarily operates in India and therefore the geographical segments considered for disclosures on the basis of sales are as under: -

Particulars	Amount			Amount		
	For the year ended 31st March, 2023			For the year ended 31st March, 2022		
	India	Overseas	Total	India	Overseas	Total
Revenue from Operations	44,052.78	10,604.60	54,657.38	45,641.46	12,566.55	58,208.01
Non-current assets other than financial instruments *	19,322.26	-	19,322.26	17,600.68	-	17,600.68

* Non-current assets other than financial instruments include property, plant and equipment, capital work-in-progress, investment property, other intangible assets, non-current tax assets (net) and other non-current assets.

(c) Extent of reliance on major customer

Revenue from government agencies amounting to ₹ 35982 (65.83% of total revenue); F.Y. 2021-22 ₹ 33062 (56.80% of total revenue) has arisen on sale of jute bags within India.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

c. Balance Outstanding as at the balance sheet date:

Particulars	Holding Co. & Enterprise having significant influence		Key Managerial Personnel and their relatives	
	2022-23	2021-22	2022-23	2021-22
"Borrowings (Paid)/ Received (Net) -R.V. Investment & Dealers Ltd."	500.00	-	-	-
Remuneration Payable to Managing Director	-	-	1.54	0.38
Remuneration payable to KMP other than Managing Director	-	-	-	-
Remuneration Payable to relative of KMP	-	-	-	-
Lease Liability and Maintenance charges payable (including GST) *	-	-	-	-
Security Deposit given (Asset)	8.77	8.77	-	-
Provident Fund Payable to above PF Trust	120.16	111.30	-	-

*Amount due as on balance sheet date has been disclosed.

41. Disclosures pursuant to IND AS - 115

- a) **Nature of goods and services :** The Company is engaged in the manufacturing and sale of jute products and the same is only reportable segment of the Company.
- b) **Disaggregation of revenue :** In the following table, revenue is disaggregated by primary geographical market, major products lines and timing of revenue recognition, etc :

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
A. Primary geographical markets		
Within India	44,052.78	45,641.46
Overseas	10,604.60	12,566.55
Total	54,657.38	58,208.01
B. Major products		
Jute products	54,657.38	58,208.01
Total	54,657.38	58,208.01

C. The company recognises revenue at a point in time. The contract with customers are of short term duration and all sales are direct to customer.

- c) **Contract balances :** The following table provides information about receivables, contract assets and contract liabilities from contract with customers :

Particulars	As at 31st March, 2023	As at 31st March, 2022
Receivables, which are included in 'Trade and other receivables' (Refer Note - 12)	2,442.62	3,611.45
Contract assets	-	-
Contract liabilities (Refer Note - 25)	147.72	266.98
Total (Assets - Liabilities)	2,294.90	3,344.47

d) Other information :

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
(i) Transaction price allocated to the remaining performance obligations	Nil	Nil
(ii) The amount of revenue recognised in the current period that was included in the opening contract liability balance	266.98	162.79
(iii) The amount of revenue recognised in the current period from performance obligations satisfied (or partially satisfied) in previous periods	Nil	Nil
(iv) Performance obligations : The Company satisfy the performance obligation on shipment / delivery.		
(v) Significant payment terms : The amounts receivable from customers become due after expiry of credit period which on an average is less than 30 days. There is no significant financing component in any transaction with the customer.		

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

42. Leases**a) As Lessee**

The changes in the carrying value of right of use (ROU) assets for the year ended 31st March, 2023 are disclosed in Note 6.

Rental expense recorded for short-term leases or cancellable in nature was ₹ 0.87 (P.Y. ₹ 0.87) for the year ended 31st March, 2023 (Refer Note - 34)

Particulars	As at March 31, 2023	As at March 31, 2022
ROU balance at the beginning of the year	-	-
Opening balance reclassified on account of adoption of Ind AS116	107.13	28.26
Additions	-	113.44
Amortisation cost accrued during the year	37.81	34.57
Deletions	-	-
ROU balance at the end of the year	69.32	107.13
Lease Liabilities at the beginning of the year	-	-
Opening balance reclassified on account of adoption of Ind AS116	106.06	29.99
Additions	-	111.58
Interest cost accrued during the year	7.23	2.55
Payment of Lease Liabilities	(41.95)	(38.06)
Deletions	-	-
Lease Liabilities at the end of the year	71.34	106.06
Current Lease Liabilities	37.60	41.95
Non-Current Lease Liabilities	33.74	64.11
Total Lease Liabilities	71.34	106.06

b) As lessor

The company has given office and building premises under cancellable operating leases. The leasing arrangements range between 1 to 3 years generally or longer and are usually renewable by mutual consent on mutually agreeable terms. Initial direct costs for such leases are borne by the company and charged off to revenue. Lease rentals are recognised as income for ₹ 26.25 during the year (P.Y. ₹ 28.88).

43. Corporate Social Reporting

In accordance with the Guidance Note on Accounting for Expenditure on Corporate Social Responsibility Activities, the requisite disclosure are as follows:

a) Expenditure incurred on CSR activities:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Gross amount required to be spent by the Company during the year	14.23	5.29
Gross amount spent by the Company during the year	10.57	5.29
Provision made in relation to CSR expenditure	3.66	-

b) Amount Spent for the year:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
(i) Construction/Acquisition of any asset	-	-
(ii) On purposes other than (i) above	10.57	5.29
(Excess)/Shortfall at the end of the year	3.66	-
Total of previous year's (excess) / shortfall	-	-
Contribution to a trust controlled by the Company	-	-
Nature of CSR activities	Refer Note 1 below	Refer Note 1 below

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

c) Details of ongoing CSR projects :

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Opening Balance	-	-
Amount required to be spent	14.23	-
Amount spent	10.57	-
Closing Balance	3.66	-

d) No Amount of provision of CSR expenditure other than ongoing projects was made during the year by the company.

Note:

1. Promotion of education, health care including preventive health care & sanitation, improving the lives of physically disabled people, awareness programme and to help poor effected by Covid 19 & training program for sewing machine operator.

44. Certain Trade Receivable, Loans and Advances and Trade Payable are subject to confirmation. In the opinion of the management the value of Trade Receivables and Loans & Advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the Balance Sheet.

45. The carrying amount of assets pledged as security for current and non current borrowings are as follows :

Particulars	As at March 31, 2023	As at March 31, 2022
Current Assets		
Financial Asset		
Trade Receivable	2,442.62	3,611.45
Cash & Cash Equivalent	213.19	164.86
Other Current Financial Assets	443.38	846.84
Total	3,099.19	4,623.15
Non - Financial Assets		
Inventory	13,254.81	9,823.19
Other Current Assets	835.49	910.24
Total	14,090.30	10,733.43
Non - Current Assets		
Freehold / Leasehold Land	11,145.01	11,145.01
Buildings	2,475.11	1,214.80
Plant & Machinery	4,159.20	4,388.02
Vehicles	83.02	77.12
Furniture & Fittings	66.35	60.88
Office Equipment	37.67	43.26
Software		
Total	17,966.36	16,929.09

46. Capital Management

The Company's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to it's various stakeholders but keep associated costs under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Sourcing of capital is done through judicious combination of equity / internal accruals and borrowings, both short term and long term. Net debt to Equity ratio is used to monitor capital.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

Gearing Ratio

The gearing ratio at the end of the reporting period was as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Debt(A)	11,998.85	9,683.08
Cash and Bank Balance (B)	164.92	75.02
Net Debt(A-B)	11,833.93	9,608.06
Total equity before exceptional items	17,710.23	17,580.16
Net debt to equity ratio before exceptional items (%)	67%	55%
Total equity	17,710.23	17,580.16
Net debt to equity ratio (%)	67%	55%

47. Fair Value Measurement**i) Fair Value Measurement**

The following table shows the carrying amount and fair values of financial assets and liabilities by category :

Particulars	As at March 31, 2023			As at March 31, 2022		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
Financial Assets (Non Current)						
(i) Investments						
- In Equity Instruments	10.07	-	-	12.57	-	-
(ii) Security Deposit	-	-	49.60	-	-	29.02
Total (a)	10.07	-	49.60	12.57	-	29.02
Financial Assets (Current)						
(i) Trade Receivables	-	-	2,442.62	-	-	3,611.45
(ii) Cash & Cash Equivalents	-	-	164.92	-	-	75.02
(iii) Other Bank Balances	-	-	48.27	-	-	89.84
(iv) Other Financial Assets	-	-	443.38	-	-	846.84
Total (b)	-	-	3,099.19	-	-	4,623.15
Total Financial assets (a+b)	10.07	-	3,148.79	12.57	-	4,652.17

Particulars	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Liabilities (Non-Current)				
(i) Borrowings	-	3,007.09	-	1,473.23
Total (a)	-	3,007.09	-	1,473.23
Financial Liabilities (Current)				
(i) Borrowings	-	8,991.76	-	8,209.85
(ii) Trade Payables	-	4,533.38	-	3,410.92
(iii) Other Financial Liabilities	-	969.13	-	883.93
Total (b)	-	14,494.27	-	12,504.70
Financial Liabilities (a+b)	-	17,501.36	-	13,977.93

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

ii) Fair Value of Financial Assets & Liabilities

The following is the comparison by class of the carrying amounts and fair value of the Company's financial instruments that are measured at amortized cost:

Particulars	31st March 2023		As at March 31, 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Security Deposits	49.60	49.60	29.02	29.02
Trade Receivables	2,442.62	2,442.62	3,611.45	3,611.45
Cash and Cash Equivalents	164.92	164.92	75.02	75.02
Other Bank Balances	48.27	48.27	89.84	89.84
Other Financial Assets	443.38	443.38	846.84	846.84
Total Financial Assets	3,148.79	3,148.79	4,652.17	4,652.17
Financial Liabilities				
Long Term Borrowings	3,007.09	3,007.09	1,473.23	1,473.23
Short Term Borrowings	8,991.76	8,991.76	8,209.85	8,209.85
Trade Payables	4,533.38	4,533.38	3,410.92	3,410.92
Other Financial Liabilities	969.13	969.13	883.93	883.93
Total Financial Liabilities	17,501.36	17,501.36	13,977.93	13,977.93

The management has assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, short term borrowings, and other current financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments. The management has assessed that the fair value of floating rate instruments approximates their carrying value.

The following methods and assumptions were used to estimate the fair values:

- The investments being listed, the fair value has been taken at the market rates of the same on the reporting dates. They are classified as Level 1 fair values in the fair value hierarchy.
- The values of non current borrowings are based on the discounted cash flows using a current borrowing rate. They are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risks, which was assessed as on the balance sheet date to be insignificant.

iii) Fair Value Hierarchy

The following are the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair value are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels of fair value measurement as prescribed under the Ind AS 113 "Fair Value Measurement". An explanation of each level follows underneath the tables:

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price including within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant input being the discount rate that reflects the credit risk of counterparty. This is the case with listed instruments where market is not liquid and for unlisted instruments.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

a) Assets and Liabilities measured at Fair Value - recurring fair value measurements:

Levels	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
As at 31st March, 2023			
Investment in Unquoted Equity Shares	-	-	-
Investment in Quoted Equity Shares	10.07	-	-
Forward Exchange Forward Contract (MTM)	-	-	-
As at 31st March, 2022			
Investment in Unquoted Equity Shares	-	-	-
Investment in Quoted Equity Shares	12.57	-	-
Forward Exchange Forward Contract (MTM)	-	3.90	-

b) Financial Assets And Liabilities measured at Amortised Cost for which fair value are disclosed:

Particulars	As at March 31, 2023			As at March 31, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets (Non Current)						
(i) Security Deposit	-	-	49.60	-	-	29.02
Total (a)	-	-	49.60	-	-	29.02
Financial Assets (Current)						
(i) Trade Receivables	-	-	2,442.62	-	-	3,611.45
(ii) Cash & Cash Equivalents	-	-	164.92	-	-	75.02
(iii) Other Bank Balances	-	-	48.27	-	-	89.84
(iv) Other Financial Assets	-	-	443.38	-	-	846.84
Total (b)	-	-	3,099.19	-	-	4,623.15
Total Financial assets (a+b)	-	-	3,148.79	-	-	4,652.17

Particulars	As at March 31, 2023			As at March 31, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Liabilities (Non-Current)						
(i) Borrowings	-	-	3,007.09	-	-	1,473.23
Total (a)	-	-	3,007.09	-	-	1,473.23
Financial Liabilities (Current)						
(i) Borrowings	-	-	8,991.76	-	-	8,209.85
(ii) Trade Payables	-	-	4,533.38	-	-	3,410.92
(iii) Other Financial Liabilities	-	-	969.13	-	-	883.93
Total (b)	-	-	14,494.27	-	-	12,504.69
Financial Liabilities (a+b)	-	-	17,501.36	-	-	13,977.93

During the year ended 31st March 2023 and 31 March 2022, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

48. Financial risk management objectives and policies

The Company's activities expose it to the following risks:

- a) Credit risk
- b) Liquidity risk
- c) Market risk

a) Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including deposits with banks and financial institutions, investments, foreign exchange transactions and other financial instruments.

Trade receivables : Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and major customers are generally secured by obtaining security deposits/bank guarantee or other forms of credit insurance. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivable disclosed in note 12.

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically the Company ensures that it has sufficient cash on demand to meet expected short term operational expenses. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans/internal accruals. The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date.

Particulars	On Demand	0 to 6 Months	More than 6 months to 1 year	More than 1 years to 5 years	More than 5 years	Total
As at 31 March, 2023						
Borrowings -Non Current Portion	-	-	-	3,007.09	-	3,007.09
Borrowings - Current Portion	2,867.24	5,759.67	364.85	-	-	8,991.76
Trade Payables	4,533.38	-	-	-	-	4,533.38
Other Current Financial Liabilities	55.72	832.50	-	44.85	-	933.07
Trade & Security Deposit	36.06	-	-	-	-	36.06
Total	7,492.40	6,592.17	364.85	3,051.94	-	17,501.36
As at 31 March, 2022						
Borrowings -Non Current Portion	-	-	-	1,473.23	-	1,473.23
Borrowings - Current Portion	1,836.48	5,885.48	487.89	-	-	8,209.85
Trade Payables	3,410.92	-	-	-	-	3,410.92
Other Current Financial Liabilities	326.14	482.20	-	42.03	-	850.37
Trade & Security Deposit	33.56	-	-	-	-	33.56
Total	5,607.10	6,367.68	487.89	1,515.26	-	13,977.93

c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises four type of risks: Commodity Price Risk, Foreign Exchange Risk, Interest Rate Risk and Other Price Risk.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

- 1) **Commodity Price Risk** : The Company primarily imports raw jute, stores and spare items etc. It is exposed to commodity price risk arising out of movement in prices of such commodities. Such risks are monitored by tracking of the prices and are managed by entering into fixed price contracts, where considered necessary.
- 2) **Foreign Currency Risk** : The Company has Foreign Currency Exchange Risk on imports of input materials, Capital Equipment(s) in foreign currency for its business. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Certain transactions of the Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies. For the remaining exposure to foreign exchange risk, the Company adopts a policy of selective hedging based on risk perception of the management using derivative, wherever required, to mitigate or eliminate the risk.

The following table demonstrates the sensitivity in the US Dollars (USD); Euro (EUR) and Sterling Pound (GBP) to the Indian Rupee with all other variables held constant.

i) **Exposure to currency risk**

The Company's exposure to foreign currency risk at the end of the reporting period are as follows:

Unhedged Foreign Currency Exposure

Particulars	As at 31st March, 2023					
	USD	INR	EUR	INR	GBP	INR
Financial Assets						
Trade Receivables	315,375.77	259.30	33,985.25	30.45	37,164.56	37.86
Financial Liabilities						
Buyers Credits	-	-	-	-	-	-
Trade Payables & Others	10,996.26	9.04	616.74	0.55	-	-
(Net Exposure)/Exposure in foreign currency	304,379.51	250.26	33,368.51	29.90	37,164.56	37.86

Particulars	As at 31st March, 2022					
	USD	INR	EUR	INR	GBP	INR
Financial Assets						
Trade Receivables	403,210.30	305.47	204,864.76	172.13	54,828.79	54.47
Financial Liabilities						
Buyers Credits	-	-	-	-	-	-
Trade Payables & Others	140.68	0.11	-	-	-	-
(Net Exposure)/Exposure in foreign currency	403,069.62	305.36	204,864.76	172.13	54,828.79	54.47

Hedged Foreign Currency Exposure

Particulars	As at 31st March, 2023					
	USD	INR	EUR	INR	GBP	INR
Derivative Assets						
Forward Contract against Trade Receivable	635.28	0.53	-	-	-	-
Derivative Liabilities						
(Net Exposure)/Exposure in foreign currency	635.28	0.53	-	-	-	-

Particulars	As at 31st March, 2022					
	USD	INR	EUR	INR	GBP	INR
Derivative Assets						
Forward Contract against Trade Receivable	1,328,751	1,023.02	-	-	-	-
Derivative Liabilities						
(Net Exposure)/Exposure in foreign currency	1,328,751	1,023.02	-	-	-	-

Note : The amounts in Indian Currency are represented in Lakhs, while the amounts in foreign currency are actual figures.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

Sensitivity Analysis

The Analysis is based on assumption that the increase/decrease in foreign currency by 5% with all other variables held constant, on the unhedged foreign currency exposure.

Particulars	31st March 2023			31st March 2022		
	Sensitivity Analysis	Impact On		Sensitivity Analysis	Impact On	
		Profit before Tax	Other Equity		Profit before Tax	Other Equity
USD Sensitivity (Increase)	5%	(12.51)	(9.36)	5%	(15.27)	(11.43)
USD Sensitivity (Decrease)	5%	12.51	9.36	5%	15.27	11.43
EUR Sensitivity (Increase)	5%	1.50	1.12	5%	8.61	6.44
EUR Sensitivity (Decrease)	5%	(1.50)	(1.12)	5%	(8.61)	(6.44)
GBP Sensitivity (Increase)	5%	1.89	1.42	5%	2.72	2.04
GBP Sensitivity (Decrease)	5%	(1.89)	(1.42)	5%	(2.72)	(2.04)

3) Interest rate risk : The fair value or future cash flows of a financial instrument fluctuates due to changes in market interest rates. The Company's exposure to the interest rate risk relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company is exposed to risk due to interest rate fluctuation on long term borrowings. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. Such interest rate risk is actively evaluated and is managed through portfolio diversification and exercise of prepayment/refinancing options where considered necessary.

Exposure to interest rate risk

Particulars	As at 31st March, 2023	As at 31st March, 2022
Fixed Rate Instruments		
Financial Assets	3.42	47.80
Financial Liabilities	500.00	-
Variable Rate Instruments		
Financial Assets	-	-
Financial Liabilities	11,498.85	9,683.08

Interest rate sensitivity

A change in 100 bps in interest rate in reference to loans and borrowings taken with all other variables held constant would have following impact on PBT and Other Equity :

Particulars	31st March 2023			31st March 2022		
	Sensitivity Analysis	Impact On		Sensitivity Analysis	Impact On	
		Profit before Tax	Other Equity		Profit before Tax	Other Equity
Interest Rate (Increase)	+100	(114.99)	(86.05)	+100	(96.83)	(72.46)
Interest Rate (Decrease)	-100	114.99	86.05	-100	96.83	72.46

4) Other Price Risk : The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the Balance Sheet at Fair Value through Profit and Loss. Having regard to the nature of securities, intrinsic worth, intent and long term nature of securities held by the Company, fluctuation in their prices are considered acceptable and do not warrant any management.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

Exposure to other market price risk

Particulars	As at 31st March, 2023	As at 31st March, 2022
Investment in Equity Instruments	10.07	12.57

Sensitivity Analysis

The Analysis is based on assumption that the increase/decrease by 10% with all other variables held constant.

Particulars	31st March 2023			31st March 2022		
	Sensitivity Analysis	Impact On		Sensitivity Analysis	Impact On	
		Profit before Tax	Other Equity		Profit before Tax	Other Equity
Market Rate (Increase)	+10%	1.01	0.75	+10%	1.26	0.94
Market Rate (Decrease)	-10%	(1.01)	(0.75)	-10%	(1.26)	(0.94)

49. Additional disclosures relating to the requirement of revised Schedule III

Ratio	Numerator	Denominator	For the year ended March 31, 2023	For the year ended March 31, 2022	Variance %	Reason for the variance
Current ratio	Current Assets	Current Liabilities	1.12	1.14	-1.87%	-
Debt-equity ratio	Total Debt including lease liabilities	Shareholder's Equity	0.68	0.55	23.31%	-
Debt service coverage ratio*	Earning for Debt Service = Net Profit after taxes + Non- cash operating expenses like depreciation and other amortizations + Interest	Debt service = Interest & Lease Payments + Principal Repayments	0.93	1.49	-37.58%	Due to decrease in Government sale price and increase in raw material cost leading to decrease in profit.
Return on equity ratio	Net Profit after taxes	Average Shareholder's Equity	0.01	0.07	-85.71%	Due to decrease in Government sale price and increase in raw material cost resulting to decrease in profit.
Inventory turnover ratio	Sales	Average inventory =(Opening + Closing balance / 2)	4.71	5.38	-12.50%	-
Trade receivables turnover ratio	Net Sales	Average trade debtors = (Opening + Closing balance / 2)	17.94	15.55	15.37%	-
Trade payables turnover ratio	Net Purchases and other expenses	Average Trade Payables	9.72	8.19	18.68%	-
Net capital turnover ratio	Net Sales	Working Capital = Current assets minus current liabilities	29.78	29.92	-0.47%	-

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

Ratio	Numerator	Denominator	For the year ended March 31, 2023	For the year ended March 31, 2022	Variance %	Reason for the variance
Net profit ratio	Net profit after taxes	Net Sales	0.00	0.02	-87.07%	Due to decrease in Government sale price and increase in raw material cost resulting to decrease in profit.
Return on capital employed	Earning before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.03	0.08	-62.50%	Due to decrease in Government sale price and increase in raw material cost resulting to decrease in profit.
Return on Investment	Total income	Opening Market Value	-0.06	0.43	-113.95%	Due to decrease in market value of investment.

50 Loans or advances (repayable on demand or without specifying any terms or period of repayment) to specified persons.

During the year ended March 31, 2023 the Company did not provide any Loans or advances which remains outstanding (repayable on demand or without specifying any terms or period of repayment) to specified persons (Nil as on March 31, 2022).

51 Willful Default

The Company is not declared any willful default during the financial year to any of the Banks or financial Institutions.

52 As at March 31, 2023, the register of charges of the Company as available in records of the Ministry of Corporate affairs (MCA) includes charges that were created / modified since the inception of the Company. There are certain charges which are historic in nature and it involves practical challenges in obtaining no-objection certificates (NOCs) from the charge holders of such charges, despite repayment of the underlying loans. The Company is in the continuous process of filing the charge satisfaction e-form with MCA, within the timelines, as and when it receives NOCs from the respective charge holders.

53 Relationship with Struck off Companies

The Company did not have any transaction with companies struck off during the year ended March 31, 2023 and also for the year ended March 31, 2022.

54 Disclosure in relation to undisclosed income

The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year ended March 31, 2023 and March 31, 2022 in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

55 Details of Benami Property held

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company, during the year ended March 31, 2023 and March 31, 2022 for holding any Benami property.

56 The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Company's act read with Companies (Restriction on number of layers) Rules, 2017.

57 The Company has not filed any scheme of Arrangements in terms of sections 230 and 237 of the Companies act 2013 with any Competent authority.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2023

(₹ in lakhs)

58 Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended March 31, 2023 and March 31, 2022.

59 Utilisation of Borrowed Fund & Share Premium

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

The Company has not advanced or lent or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

60 Dividend

The Board of Directors have recommended on 2nd, of May 2023 a dividend of 15% on equity shares for the financial year ended 31st, March 2023, subject to approval of the shareholders at the ensuing Annual General Meeting. The dividend declared is based on profit available for distribution as reported in the financial statements of the Company. If approved, the dividend would result in cash out flow of approximately ₹161.60.

The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

61 Figures for the previous year have been re grouped / re arranged, wherever found necessary.**The Accompanying Notes are an integral part of the Financial Statements**

As per our Report annexed.

For J K V S & Co.

Chartered Accountants

Firm registration No. 318086E

Utsav Saraf

Partner

Membership No. 306932

5A, Nandlal Jew Road, Kolkata - 700026

The 02nd, day of May, 2023

R. K. Gupta

Chief Financial Officer

Pratibha Jaiswal

Company Secretary

For and on behalf of the Board**Tonmoy Bera**

Managing Director

DIN - 08342972

R. V. Kanoria

Non-Executive Chairman

DIN - 00003792

NOTES

[illegible]



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