



LUDLOW JUTE & SPECIALITIES LIMITED

Registered Office:

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

CIN: L65993WB1979PLC032394

GSTIN: 19AACCA2034K1ZU

Phone: 91-33-4050-6300/6330/31/32

Fax No: 91-33-4050-6333/6334

E-Mail: info@ludlowjute.com

Website: www.ludlowjute.com

Date: 28th August 2020

To,
The Secretary
BSE Limited
Phiroze Jeejebhoy Towers,
Dalal Street, Mumbai – 400 001
Scrip Code No.526179

Dear Sir,

Sub: Notice of Annual General Meeting & Annual Report for the F.Y. 2019-20

We are attaching herewith the Notice of Annual General Meeting & Annual Report for the F.Y. 2019-20 of the Company. The Annual General Meeting shall be held on Monday, 28th September 2020 through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”).

The Annual Report along with the Notice of Annual General Meeting is being sent only through electronic mode to the Shareholders of the Company at their e-mail addresses registered with the Company / Depository Participant(s).

This is for your records.

Thanking you,
For Ludlow Jute & Specialities Limited

Prinival

Company Secretary





Ludlow Jute & Specialities Ltd.

Annual
Report
2019-20





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 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, 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.

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

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CORPORATE INFORMATION

Forty First Annual Report 2019-20

BOARD OF DIRECTORS

Mr. Rajya Vardhan Kanoria
Non-Executive Chairman

Mr. Jugal Kishore Bhagat
Independent Director

Mr. Biswajit Choudhuri
Independent Director

Mr. Satish Kapur
Independent Director

Ms. Nayantara Palchoudhuri
Independent Director

Mr. Bharat Kumar Jalan
Independent Director

Mr. Tonmoy Bera
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

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
Fax No. (033) 2642 8367

Notice

TO THE SHAREHOLDERS

NOTICE is hereby given that the Forty First Annual General Meeting of the members of Ludlow Jute & Specialities Limited will be held on Monday, 28th September 2020 at 11:00 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, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. 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:

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

3. As a Special Resolution

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof for the time being in force), this Meeting hereby approves the re-appointment of Ms. Nayantara Palchoudhuri (DIN: 00581440) as Independent Director, for a period of 5 years with effect from this Annual General Meeting till the conclusion of the 46th Annual General Meeting, not liable to retire by rotation."

4. As a Special Resolution

"RESOLVED THAT in supersession of earlier resolution passed by Shareholders at the Annual General Meeting held on 5th September 2014 under Section 180(1)(a) of the Companies Act, 2013 consent, authority and approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which shall be deemed to include any Committee(s) thereof) under Section 180(1)(a) and other applicable provisions and Rules, if any, of the Companies Act, 2013, (including any amendment thereto or enactment/re-enactment thereof), to sell, lease or otherwise dispose off whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings or to create such charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, on such movable and immovable properties, wherever situated, both present and future, and in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, in favour of the Banks/Financial Institutions/NBFCs/Lenders, other investing agencies and trustees for the holders of debentures/bonds and/or other securities/instruments to secure rupee/foreign currency loans and/or the issue of any securities/debentures whether partly/fully convertible or non-convertible and/or securities linked to ordinary shares and/or rupee/foreign currency convertible bonds/securities and/or bonds/securities with detachable share warrants and any other form of loan/borrowing of whatever nature or by whatever name (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of Rs. 150 Crores/- (Rupees One Hundred and Fifty Crores Only)."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

5. 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. 30,000/- (Rupees Thirty 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,

Notice

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, 2021, be and is hereby ratified and confirmed."

Registered Office
KCI Plaza, 4th Floor,
23C Ashutosh Chowdhury
Avenue, Kolkata - 700 019
Date: 15th June 2020
Place: Kolkata

By Order of the Board

Pratibha Jaiswal
Company Secretary

NOTES:

- 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 present 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, prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said Circulars, the 41st 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. 27) and available at the Company's website www.ludlowjute.com
- The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800222-990.
- Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
- 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.
- 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.
- 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.
- Shareholders who would like to express their views/have questions may send their questions in advance 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.
- 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.
- The Register of Members and Share transfer books of the Company will remain closed from 22nd September 2020 to 28th September 2020, both days inclusive.
- 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.
- 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.
- 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.
- 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.
- 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 2012 has been deposited on 1st October, 2019 with the Investor Education and Protection Fund (IEPF) established by the Central Government.

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 4th September 2019 (date of last Annual General

Notice

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. During the year 2019-20, the Company transferred 18,901 Equity Shares of Rs. 10/- each of the Company, on which dividend has remained unclaimed / unpaid for a consecutive period of seven years or more, to the DEMAT Account of the IEPF Authority, as per the applicable provisions of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended.

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 2019-20, Notice of the 41st 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 41st AGM and the Annual Report for 2019-20 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 & 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.
25. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Friday 25 September 2020 at 09:00 a.m. and ends on Sunday 27 September 2020 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

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

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) **If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) **Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.**
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

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6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kotharinavin1970@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in
26. **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
 - c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
27. The details of the process and manner for participating in Annual General Meeting through Video conferencing are explained herein below:
- a. Member will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.
 - b. 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - c. Members can participate in AGM through smart phone/laptop, however, for better experience and smooth participation it is advisable to join the Meeting through Laptops connected through broadband.
 - d. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - e. 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.
 - f. For ease of conduct, members who would like to ask questions / express their views may send their questions in advance atleast one (1) day before AGM mentioning their name demat account number/folio number, email id, mobile number at info@ludlowjute.com or mcssta@rediffmail.com. The same will be replied by the company suitably.
28. The details of the process and manner for e-voting at the Annual General Meeting are explained herein below:
- a. The procedure for e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for remote e-voting.
 - b. 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 Annual General Meeting.
 - c. 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.
 - d. 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. Navin Kothari, Practicing Company Secretary, (CP No. 3725) have been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner, whose e-mail address is kotharinavin1970@gmail.com

Notice

The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.

The results on the resolution will be declared not later than 48 hours from the conclusion of the AGM i.e. 28th September 2020. 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.

29. Re-Appointment of Director:

Mr. Rajya Vardhan Kanoria (DIN: 00003792) aged about 65 years is a Non - Executive Director of the Company with effect from 8th November, 2006. He retires by rotation at the 41st 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.

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. Nestle India Ltd.	Audit Audit
Member:	1. Nestle India Ltd 2. Kanoria Chemicals & Industries Ltd 3. J K Paper Ltd	Stakeholders' Relationship, Audit Audit
	4. KPL International Ltd.	Stakeholders' Relationship 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: 15th June 2020
Place: Kolkata

By Order of the Board

Pratibha Jaiswal
Company Secretary

Notice

Annexure to the Notice

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

Item No. 3

Ms. Nayantara Palchoudhuri (DIN: 00581440), who was appointed as an Independent Director of the Company at the 36th Annual General Meeting held on 1st September 2015, for a period of five years up to the conclusion of the 41st Annual General Meeting of the Company in the calendar year 2020.

Ms. Nayantara Palchoudhuri, aged 58 years is a noted industrialist and an eminent citizen. She is a fourth generation Tea Planter with more than 25 years of experience in the successful operations and management of tea estates in North Bengal. She completed B.A. (Hons) in Political Science from University of Jadavpur with a First Class and was awarded the University Gold Medal and the National Scholarship; an M.A. in Development Studies from School of Oriental and African Studies (SOAS, University of London) and M. Phil (Research Degree) from the London School of Economics & Political Science where she was awarded the prestigious Metcalfe Scholarship.

She is presently serving as the Honorary Consul of Norway in the Eastern Region looking after their trade development and consular matters. She was awarded the Banga Samman Award, the Nari Samman Award and the FICCI -2008 Woman Achiever Award and was the only delegate from India to the International Visitors Leadership Program to USA on an invitation from the US Government in 2007.

She is Council Member & Vice Chairperson (Addl.) of the Tea Research Association, Member of the National Committee for Tea and the Vice Chairperson of the Indian Tea Association. She is a Wholetime Director of Washabarie Tea Co Pvt Ltd & a Partner of Mohurgong & Gulma Tea Estates. Also an Independent Director of various companies.

She is a Member of the Executive Committee of Indian Chamber of Commerce and of the National Executive Committee of the Federation of Indian Chambers of Commerce and Industry (FICCI). She is the Founder Member of the Entrepreneurship Development Institute set up in association with the Government of West Bengal and the Bengal National Chamber of Commerce and Industry for skill and enterprise development.

She is Past President of the Indo British Scholars Association. She was the First Lady President of the 120-year-old Bengal National Chamber of Commerce and Industry and was a Member of the Senate of Calcutta University.

She is associated with several social organisations and was the first lady Past District Governor of the Rotary International (District 3291). She was also Member of the Advisory Committee of the Indian Council for Cultural Relations, (Eastern Region). Currently she is the Alumini Head of the London School of Economics Alumni Associations, (Eastern Region), Committee member of the Calcutta School of Music, and State Co-Convener of Indian National Trust for Art and Cultural Heritage (INTACH), the leading heritage conservation organization in the country.

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	Strategic Planning & Management	
ii. List of other Directorships held in Public Limited Companies	a) Rossell India Ltd. b) Tide Water Oil Co. India Limited c) Vesuvius India Ltd. d) Amba River Coke Ltd. e) JSW Bengal Steel Limited f) Nicco Parks & Resorts Limited	
iii. Chairman/ Member of Committees of the Board of other Public Limited Companies in which she is a Director (Audit Committee & Stakeholders' Relationship Committee has been considered)	Name of Company	Name of the Committee
	Member: 1. Rossell India Limited 2. JSW Bengal Steel Ltd. 3. Vesuvius India Limited 4. Amba River Coke Limited	Audit & Stakeholder's Relationship Audit Audit & Stakeholder's Relationship Audit
iv. Shareholding in the Company	Nil	
v. Relationship with other Directors.	None.	

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee Meeting held on 15th June 2020, approved the re-appointment of Directorship of Ms. Palchoudhuri in the Company subject to the approval of shareholders in the forthcoming Annual General Meeting.

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.

Notice

Item No. 4

The Shareholder of the Company at its Annual General Meeting held on 5th September 2014 had authorised the Board of Directors of the Company by way of Special Resolution under the provisions of Section 180(1)(a) of the Companies Act 2013 to create mortgage and / or charge on movable properties of the Company in favour of the lenders to secure their financial assistance.

However, pursuant to Section 180(1)(a) of the Companies Act 2013, the Board can exercise such power to create mortgage and / or charge on the immovable and movable properties of the Company, only with the approval of members of the Company by way of special resolution. The Board recommends the Special Resolution for approval by the shareholders.

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

Item No. 5

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 2020-21 at remuneration of Rs. 30,000/- (Rupees Thirty 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. 5 of the notice for ratification of the remuneration payable to the cost auditors for the financial year ended 31st March, 2021. The Board of Directors recommend the resolution for approval of the shareholders.

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.

Registered Office
KCI Plaza, 4th Floor,
23C Ashutosh Chowdhury
Avenue, Kolkata - 700 019
Date: 15th June 2020
Place: Kolkata

By Order of the Board

Pratibha Jaiswal
Company Secretary

Board's Report

Dear Members,

Your Directors present before you the 41st Annual Report of your Company on business & operations together with Audited Financial Statements and the Auditor's Report for the year ending 31st March 2020.

OPERATIONS

During the year under review, the Company's sale was ₹ 409.58 crores (including exports of ₹ 54.65 crores) against sales of ₹ 362.18 crores (including exports of ₹ 55.38 crores) during the previous year. The production was higher at 47,783 M.T. against 44,800 M.T. during the previous year. The revenue of the Company was affected in March 2020 due to lockdown declared towards last week of March, which was period for higher sales. Revenue in the quarter was adversely affected to some extent due to COVID-19 and consequently the profitability was affected. Margins were under pressure as raw jute prices remained high during the financial year. In the year 2020-21, it was expected initially that the raw jute crop will be higher. But due to unfavourable weather conditions after sowing, damages done due to amphan in West Bengal, flood in some jute grown areas caused lower in crop quantity than last year.

FINANCIAL SUMMARY

(Figs in ₹ in Crores)

Particulars	2019-20	2018-19
Total Income	415.83	370.72
Profit before Depreciation, Finance Costs, Tax and Exceptional Items	20.32	13.42
Finance Costs	(7.21)	(5.61)
Depreciation and amortization	(7.07)	(5.62)
Exceptional items	-	-
Profit before tax	6.04	2.19
Tax expenses	1.04	(0.63)
Profit for the Year	5.00	1.56
Other Comprehensive income for the year, net of tax	0.53	0.90
Total Comprehensive income for the year	5.54	2.46

DIVIDEND

The Board of Directors have not recommended dividend on equity shares for the financial year ended 31st March, 2020.

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. 9,20,294/- during the year.

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., 03.05.2019, 08.08.2019, 14.11.2019 & 28.01.2020 during this financial year.

SUBSIDIARY COMPANY

The Company has no subsidiary, joint venture or associate Companies during the Financial Year 2019-20.

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 (Board) has devised systems, policies and procedures / frameworks, which are currently operational within the Company for ensuring the orderly and efficient conduct of its business, which includes adherence to Company's policies, safeguarding assets of the Company, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. In line with best practices, the Audit Committee and the Board reviews these internal control systems to ensure they remain effective and are achieving their intended purpose. Where weaknesses, if any, are identified as a result of the reviews, new procedures are put in place to strengthen controls. These controls are in turn reviewed at regular intervals.

Board's Report

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.

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 retire by rotation at the conclusion of the forthcoming Annual General Meeting, and being eligible offer himself for reappointment.

The term of Ms. Nayantara Palchoudhuri (DIN: 00581440), who was appointed as Independent Director of the Company for a period of 5 years w.e.f. 1st September 2015 upto the conclusion of 41st Annual General Meeting in the calendar year 2020, expires at the ensuing 41st Annual General Meeting of the Company.

Ms. Nayantara Palchoudhuri has given her consent to act as a Director and also declared to the Company that she meets the criteria of independence as prescribed under section 149(6) of the Companies Act 2013 & the Listing Regulations.

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.

Ms. Pratibha Jaiswal was appointed as Company Secretary & Compliance Officer in their Board Meeting held on 3rd May 2019.

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 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 www.ludlowjute.com.

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

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 - IV, forming part of this Report.

AUDITORS

(i) Statutory Auditors

M/s. J K V S & Co., formerly known as Jitendra K Agarwal & Associates, Chartered Accountants, (Firm Registration No. 318086E), had been appointed as Statutory Auditor of the Company in their Annual General Meeting held on 4th September, 2017 for a term of 5 years subject to ratification every year.

As per the amended provisions of Section 139, the appointment for ratification by members at every Annual General Meeting is omitted. Hence no ratification shall be done at the Annual General Meeting.

(ii) Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013, the Board has, on the recommendation of the Audit Committee, 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 2020-21, at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of cost audit.

(iii) Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Mr. B. N. Khandelwal, (ACS-1614) Practising Company Secretary, to conduct Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Audit Report for the financial year 2019-20 is provided as an Annexure to this Report in Annexure - III. 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.

Board's Report

CORPORATE GOVERNANCE

The Company has complied with the corporate governance requirements under the Companies Act, 2013 and as stipulated 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 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, 2020, 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;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2020, 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), 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 in compliance with the provisions of Companies Act, 2013 as amended from time to time. 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 www.ludlowjute.com.

The Company wishes to inform the members that it is well aware and taking care of its social responsibilities and during the year the gross amount spent by the Company as CSR expenditure is Rs. 24.05 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 2019-20 was Rs. 10.46 lakhs.

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.

Board's Report

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 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.
- Intercorporate loan from R V Investment & Dealers Limited.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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 Audit Committee oversees the Vigil Mechanism for disposal of the complaints. The said policy may be referred to on the Company's website 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

Pioneering green business practices is 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 Company has also obtained certification 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.

EXTRACT OF THE ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act, 2013, the extract of the Annual Return for the year ended 31st March, 2020 forms part of this report as Annexure - II.

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

Rajya Vardhan Kanoria
Chairman
DIN: 00003792

Tonmoy Bera
Managing Director
DIN: 08342972

Date: 15th June 2020
Place: Kolkata

Management Discussion & Analysis Report

Industry Structure and Developments

The jute industry has invested significantly in the recent past to improve efficiency and also towards modernization, Diversification. Lots of step taken to control increasing labour cost to compete with Bangladesh.

Opportunities

Acceptance of jute product are increasing, due to its biodegradability as well as eco-friendly nature. We have seen its versatile applications in life style and promotional bags, decoratives, geo-textile, apparels, upholstery furnishings, composites, technical textiles etc. Number of R&D works are still continuing in these fields. Industries are also taking advantages of such developments.

Threats / Risks and Concerns

Some major areas of risk and concerns:

- a) Reduction in conversion cost is always a threat to the industry to compete in domestic as well as export market.
- b) Still industry is searching the way out to control abnormal absenteeism despite of a substantial hike in minimum wages along with attendance bonus. All efforts have no impact on such absenteeism.
- c) The movement of migrant workmen to their native states will decrease further in capacity utilization.
- d) Despite of its eco-friendly nature and ability to with stand multiple use, jute industry is forced to plead its case each year for extension of JPM Act, 1987. Industry is now in a threat for dilution again.
- e) Industry will face lots of trouble in the year 2020-2021 due to the impact of Covid-19.
- f) Due to lockdown of jute industry (though it comes under essential commodity act) requirement of raw jute, in the industry, has been reduced drastically which will cause added losses on those mills who are maintaining adequate raw jute stock for better running of the mill. In the next year (2020-2021), it is expected lower jute price due to the prediction of better yield of jute crop as well as a substantial carry forward of raw jute bales to the next year (around 25-30 lakh bales).

Segment-wise or Product-wise Performance

The Company is engaged in single segment product i.e., manufacturing and sale of Jute Goods, therefore, Ind AS 108 regarding 'segment reporting' has not been disclosed.

Outlook

Good agricultural production in India is expected to further boost demand for jute products in the medium term. With increased focus on better farmer income and assurance of a remunerative Minimum Support Price, demand for packaging products would sustain.

Continuous increase in jute prices from Q1 to Q4 during financial year 2019-2020 was not favorable for the industry in face of competition from other natural fiber as well as plastic. However, the price of raw jute will be lower in the coming year as predicted.

The usage of jute products can be expected more against the pollution threat for plastic bags.

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, a renewed focus on sanitation and hygiene have been implemented.

Financial Performance with respect to operational performance

During the year under review, the Company's sale was ₹ 409.58 crores (including exports of ₹ 54.65 crores) against sales of ₹ 362.18 crores (including exports of ₹ 55.38 crores) during the previous year. The production was higher at 47,783 M.T. against 44,800 M.T. during the previous year. Margins were under pressure as raw jute prices remained high during the financial year.

Key Financial Ratios

Particulars	31.03.2020	31.03.2019
Debtor Turnover Ratio	12.93	11.44
Inventory Turnover Ratio	3.53	4.13
Interest Coverage Ratio	2.94	2.48
Current Ratio	1.11	1.23
Debt Equity Ratio	0.11	0.12
Operating Profit Margin Ratio (%)	4.89	3.62
Net Profit Margin Ratio (%)	1.20	0.42
*Return on Networth (%)	3.09	0.98

*The Return on Net Worth have increased for the year ended 31st March 2020 due to higher turnover.

There has been significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in the key financial ratios during the year under review.

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

Rajya Vardhan Kanoria
Chairman
DIN: 00003792

For and on behalf of the Board

Tonmoy Bera
Managing Director
DIN: 08342972

Date: 15th June 2020
Place: Kolkata

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:

As reported earlier, the Company accords high priority to Energy Conservation.

- (a) During the year, the Company has taken various measures to economize on Electricity consumption by –
- Replaced old IE2 Motor with new Energy efficient IE3 Motor in 10-15% old machinery in each department for Power Saving.
 - Replaced 10 nos. of old Spinning Machine with new Spinning Machines equipped with Siemens IE3 Motor & VFD Drive. Power consumption reduced 8-10% in each Spinning Frame.
 - Replacement of 36W Tube lights with Energy Efficient 18W high lumen LED Tube Light for better illumination & to save power.
 - Replacement of old 2 nos. x 2T each Lancashire Boiler with 1 no. 6TPH CPD60 COMBIPAC THERMAX BOILER on Jute Caddies /Rice Husk to increase Steam production & to minimize Steam Cost.
 - New IBR Steam Pipe Line installed with Omega Bends and Steam traps by replacing age old Steam Pipe Line. This results Steam quality improvement & to reduce Steam line losses.
 - For making optimum use of natural lighting during day time, we have started installation of 5-7% transparent Polycarbonate Sheet on roof in Godowns to save electricity.
 - In Process House installed new generation Fabric Dyeing Machinery with VFDs & Energy Efficient Motor to save power.
 - New 120 KLD ETP installed with Decanter Aldec-10 to remove colour & chemical in discharged Dye House water to save water pollution.
 - Schedule major Overhauling of 50% Compressors & DG Set to make them energy efficient.
 - Replaced old Sizing Machine with new generation Sizing Machine equipped with AC Drive & PLC Control to achieve Power Saving & higher productivity.
- (b) Investments on continuous basis for the purpose of Energy Conservation.

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 Industry and is getting the benefits thereof. The Company keeps track of technological development in plant and machineries which are useful for Jute Industry and takes required measures for upgradation.

(b) Benefit and future plan of action:

The Company derives benefits by value addition and being able to control costs.

(c) Expenditure on R & D:

The Company contributes to the Indian Jute Industries Research Association for Research and Development. Development of new products to meet new customer requirements is an ongoing process.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO:

- (a) Export activities:
During the year under review, the FOB value of the exports of the Company was ₹ 5310 lakhs as against ₹ 5383 lakhs in the previous year.
- (b) Total foreign exchange used and earned:
- | | |
|--------|-------------|
| Used | ₹ 6152 lacs |
| Earned | ₹ 5310 lacs |

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

For and on behalf of the Board
Tonmoy Bera
Managing Director
DIN: 08342972

Date: 15th June 2020
Place: Kolkata

Annexure to the Board's Report

ANNEXURE II

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN	L65993WB1979PLC032394
ii) Registration Date	04.12.1979
iii) Name of the Company	Ludlow Jute & Specialities Limited
iv) Category / Sub-Category of the Company	Company Limited by shares
v) Address of the Registered office and contact details	KCI Plaza, 4 th Floor, 23C Ashutosh Chowdhury Avenue, Kolkata 700019 Telephone : (033) 4050 6300/6330/31/32 Fax Number : 91-33-4050-6333 Email Address : info@ludlowjute.com Website : www.ludlowjute.com investors.grievance@ludlowjute.com
vi) Whether listed company? Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited 383 Lake Gardens, 1st Floor, Kolkata – 700 045 Telephone : (033) 4072 4051/52/53 Fax Number : (033) 4072 4050 E-mail ID: mcssta@rediffmail.com Website: www.mcsregistrar.com CIN: U67120WB2011PLC165872

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No	Name and Description of Main Product/Services	NIC Code of the Product/ service	% to total turnover of the company
1.	Jute	13139	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section of Companies Act, 2013
1.	RV Investment & Dealers Limited KCI Plaza, 7th Floor, 23C Ashutosh Chowdhury Avenue, Kolkata – 700 019	U65993WB1972PLC028595	Holding	62.35	2(46)

Annexure to the Board's Report

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	10300	-	10300	0.0956	10300	-	10300	0.0956	-
b) Central Govt or State Govt (s)	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	7228908	-	7228908	67.1013	7228908	-	7228908	67.1013	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	7239208	-	7239208	67.1969	7239208	-	7239208	67.1969	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	7239208	-	7239208	67.1969	7239208	-	7239208	67.1969	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	188	-	188	0.0017	0.0017
b) Banks/FI	-	500	500	0.0046	-	500	500	0.0046	-
c) Central Govt or State Govt(s)	217811	-	217811	2.0218	240912	-	240912	2.2362	0.2144
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) FIs	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	217811	500	218311	2.0264	241100	500	241600	2.2425	0.2161
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	317134	15500	332634	3.0874	348787	15500	364287	3.3814	0.294
ii) Overseas	45635	-	45635	0.4236	51843	-	51843	0.4812	0.0576
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	708983	1565167	2274150	21.1094	1620125	662721	2282846	21.1902	0.0808
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	663172	663172	6.1558	593326	-	593326	5.5074	0.6484
c) Others (specify)	10	-	10	0.0001	10	-	10	0.0001	-
Sub-total (B)(2):-	1071762	2243839	3315601	30.7763	2614091	678221	3292312	30.5603	
Total Public Shareholding (B) = (B)(1) + (B)(2)	1289573	2244339	3533912	32.8027	2855191	678721	3533912	32.8028	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
(Grand Total (A+B+C))	8528781	2244339	10773120	100	10094399	678721	10773120	100	-

Annexure to the Board's Report

ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of shares	% of total shares of the Company	% of Shares pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares pledged/ encumbered to total shares	
1.	Rajya Vardhan Kanoria	10300	0.0956	-	10300	0.0956	-	-
2.	RV investment & Dealers Ltd.	6716507	62.3450	-	6716507	62.3450	-	-
3.	Kirtivardhan Finvest Services Ltd.	512401	4.7563	-	512401	4.7563	-	-
	Total	7239208	67.1969	-	7239208	67.1969	-	-

iii) Change in Promoters' Shareholding (please specify, if there is no change): There is no change during the year

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	For Each of the Top Ten Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Investor Education & Protection Fund Authority Ministry of Corporate Affairs	217811	2.0218	240912	2.2362
2.	Manu Gopaldas Chhabria	212556	1.9730	198469	1.8423
3.	MPR Bearing and Investment Pvt. Ltd.	160421	1.4891	193078	1.6162
4.	Dr. Ramesh Chimanlal Shah	59000	0.5477	59000	0.5477
5.	Ruby Amin Merchant	53000	0.4920	53000	0.4920
6.	Om Nath Garg	50253	0.4665	50253	0.4665
7.	Dhiraj Manu Chhabaria	49336	0.4580	49336	0.4580
8.	Amin Hasanali Merchant	31640	0.2937	31640	0.2937
9.	Charu Aggarwal	-	-	20712	0.1923
10.	West Range Properties Pvt. Ltd.	35670	0.3311	20000	0.1856

v) Shareholding of Directors and Key Managerial Personnel

Sl.No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		Name of the Director/KMP	No. of shares	% of total shares of the Company	No. of shares
1.	Rajya Vardhan Kanoria	10300	0.0956	10300	0.0956
2.	Satish Kapur	2000	0.0092	2000	0.0092

Annexure to the Board's Report

V) INDEBTEDNESS

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

(₹ in Crores)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1) Principal Amount	74.53	-	-	74.53
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	0.28	-	-	0.28
Total (1+2+3)	74.81	-	-	74.81
Change in Indebtedness during the financial year				
+ Addition	11.80	10.23	-	22.03
- Reduction	-	-	-	-
Net Change	11.80	10.23	-	22.03
Indebtedness at the end of the financial year				
1) Principal Amount	86.12	10.00	-	96.12
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	8.49	0.23	-	0.72
Total (1+2+3)	86.61	10.23	-	96.84

VI) Remuneration of Directors and Key Managerial Personnel

A. Remuneration of Managing Director, Whole-time Directors and/or Manager

Sl. No	Particulars of Remuneration	Tonmoy Bera	Total Amount (in ₹)
1.	Gross Salary		
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	37,50,000	37,50,000
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	18,74,842	18,74,842
	c) Profits in lieu or salary under Section 17(3) of the Income Tax Act, 1961	-	-
2.	Stock option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- As % of Profit	6,65,235	6,65,235
	- Others Specify	-	-
5.	Others, please specify		
	Provident Fund & Other Funds	3,75,000	3,75,000
	Gratuity	-	-
	Leave Pay	-	-
	Performance Bonus	-	-
Total (A)		66,65,077	66,65,077

Annexure to the Board's Report

B. Remuneration of other Directors:

SL. No.	PARTICULARS OF REMUNERATION	NAME OF DIRECTORS						Total Amount (in ₹)
		Mr. Rajya Vardhan Kanoria	Mr. Jugal Kishore Bhagat	Mr. Biswajit Choudhuri	Mr. Satish Kapur	Ms. Nayantara Palchoudhuri	Mr. Bharat Kumar Jalan	
1	Independent Directors							
	• Fee for attending board committee meetings	-	1,56,000	1,70,000	1,86,000	1,76,000	1,70,000	8,58,000
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (1)	-	1,56,000	1,70,000	1,86,000	1,76,000	1,70,000	8,58,000
2	Other Non-Executive Directors							
	• Fee for attending board & committee meetings	80,000	-	-	-	-	-	80,000
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (2)	80,000	-	-	-	-	-	80,000
	Total (B) = (1 + 2)	80,000	1,56,000	1,70,000	1,86,000	1,76,000	1,70,000	9,38,000

C. Remuneration of Key Managerial Personnel Other than Managing Director/Manager/Whole Time Director

Sl. No	Particulars of Remuneration	Name of the Key Managerial Personnel		Total Amount (in ₹)
		Mr. Rajesh Kumar Gupta Chief Financial Officer	Ms. Pratibha Jaiswal Company Secretary (w.e.f. 3rd May 2019)	
1.	Gross Salary			
a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	10,81,200	1,76,000	12,57,200
b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	8,21,246	2,00,270	10,21,516
c)	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission			
	- As % of Profit	NIL	NIL	NIL
	- Others Specify	NIL	NIL	NIL
5.	Others, (please specify)			
	Contribution to Provident Fund	1,08,120	17,600	1,25,720
	Total	20,10,566	3,93,870	24,04,436

VIII) Penalties/Punishment/Compounding of Offences (Under the Companies Act, 2013): None

For and on behalf of the Board

For and on behalf of the Board

Date: 15th June 2020

Place: Kolkata

Rajya Vardhan Kanoria

Chairman

DIN: 00003792

Tonmoy Bera

Managing Director

DIN: 08342972

Annexure to the Board's Report

ANNEXURE III

Secretarial Audit Report

For the financial year ended 31st March 2020

[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

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

Based on my verification of the Company's books, papers, minutes 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, electronic records available in the official portal of the Ministry of Corporate Affairs www.mca.gov.in and in the portal of the Stock Exchange and representation made by the Management and considering relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India on account of global pandemic Novel Coronavirus (COVID 19), I hereby report that in my opinion, the Company has, during the financial year ended 31st March, 2020, 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 secretarial compliance based on the books, papers, minute books, forms and returns filed and other records made available to us & maintained by the Company for the financial year ended 31st March, 2020 according to the applicable provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) The Foreign Exchange Management Act, 1999 and the rules & regulations made thereunder;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009;
- 6) Other applicable Acts –
 - i. The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
 - ii. Employees' State Insurance Act, 1948;
 - iii. Factories Act, 1948;
 - iv. Indian Contract Act, 1872;
 - v. Income Tax Act, 1961 and Indian Tax Laws;
 - vi. Industrial Dispute Act, 1947;
 - vii. The Maternity Benefits Act, 1948;
 - viii. The Payment of Bonus Act, 1965;

Annexure to the Board's Report

- ix. The Payment of Gratuity Act, 1972;
- x. The Payment of Wages Act, 1936 and other applicable Labour Laws.

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

- i. Secretarial Standards issued by the Institute of Companies Secretaries of India;
- ii. The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited.

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

I further report that the Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors, Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and related 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, if any, 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.

Sd/-

B. N. Khandelwal
Company Secretary in Practice
ACS: 1614
CP: 1148
UDIN: A0001614B000334100

Place: Kolkata
Date: 11th June 2020

Ludlow Jute & Specialities Limited

Our 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.
Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. Due to global pandemic of Novel Coronavirus (COVID 19), in accordance with Advisory dated 05-03-2020 issued by the Ministry of Health and Family Welfare, Government of India and lockdown declared by the governments, the audit of the records were carried out on the basis of data and information provided in electronic mode. Compliance of SS-1 and SS-2 were audited in terms of guidance note issued by the Institute of Company Secretaries of India vide clarification dated 03-04-2020.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

B. N. Khandelwal
Company Secretary in Practice
ACS: 1614
CP: 1148
UDIN: A0001614B000334100

Place: Kolkata
Date: 11th June 2020

Annexure to the Board's Report

ANNEXURE IV

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 – 26.66:1		
(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: Mr. Tonmoy Bera, MD: 29.80% Mr. Rajesh Kumar Gupta, CFO: 10.76% Ms. Pratibha Jaiswal, CS: NA Other Directors do not draw remuneration		
(iii)	The percentage increase in the median remuneration of employees in the Financial Year;	11.00%		
(iv)	The number of permanent employees on the rolls of Company;	570 employees as on 31.03.2020		
(v)	The explanation on the relationship between average increase in remuneration and Company performance;	Average increase in remuneration of all employees was 5.94% for the year 2019-20. 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.		
			31.03.2020	31.03.2019
(vii)	a. Variations in the market capitalisation of the Company;	Market Capitalisation (Rs. In Lacs)	5338.08	6625.47
	b. Price earnings ratio at the closing date of the current financial year and previous financial year;	Price Earnings Ratio	10.66:1	42.71:1
	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)	49.55	61.50
(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 4.92% Average Salary increase of managerial employees is 9.37%		
(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, 2020 is as per the Remuneration Policy of the Company		

Date: 15th June 2020
Place: Kolkata

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

For and on behalf of the Board
Tonmoy Bera
Managing Director
DIN: 08342972

Independent Auditor's Certificate On Corporate Governance

ANNEXURE V

To the Members of
Ludlow Jute & Specialities Limited

1. We have examined the compliance of conditions of Corporate Governance by Ludlow Jute & Specialities Limited ("the Company"), for the year ended on 31st March, 2020, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

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, 2020.

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.

For **JKV S & Co.**
Chartered Accountants
Firm's Registration No. 318086E

UTSAV SARAF
Partner
Membership No.: 306932
UDIN: 20306932AAAAAR4713

Place: Kolkata
Dated: 15th June, 2020

Report on Corporate Governance

INTRODUCTION

Your Company has complied with the provisions of Corporate Governance as stipulated in the 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 Board consists of Seven Directors comprising one Non-Executive Chairman, five Independent Directors and one Executive Director as on 31st March 2020. 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, 2020 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	2	5
Mr. Jugal Kishore Bhagat (DIN: 00055972)	4	Yes	Non-Executive – Independent	5	-	3
Mr. Biswajit Choudhuri (DIN: 00149018)	4	Yes	Non-Executive – Independent	3	4	2
Mr. Satish Kapur (DIN: 00051163)	4	Yes	Non-Executive – Independent	5	-	7
Ms. Nayantara Palchoudhuri (DIN: 00581440)	4	Yes	Non-Executive – Independent	7	-	6
Mr. Bharat Kumar Jalan (DIN: 00876208)	4	Yes	Non-Executive – Independent	2	-	2
Mr. Tonmoy Bera (DIN: 08342972)	4	Yes	Executive - Managing Director	-	-	-

#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.

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. Biswajit Choudhuri	Godawari Power And Ispat Limited	ID NED
Mr. Satish Kapur	Jayshree Chemicals Limited	ID NED
Ms. Nayantara Palchoudhuri	Rossell India Limited Tide Water Oil Co India Limited Vesuvius India Limited Nicco Parks & Resorts Limited	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	-	-

* 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. Biswajit Choudhuri, Mr. Bharat Kumar Jalan, Mr. Tonmoy Bera
2	Marketing	Mr. Rajya Vardhan Kanoria, Mr. Jugal Kishore Bhagat, Mr. Biswajit Choudhuri, Mr. Satish Kapur, Ms. Nayantara Palchoudhuri, Mr. Bharat Kumar Jalan, Mr. Tonmoy Bera
3	Accountancy	Mr. Rajya Vardhan Kanoria, Mr. Biswajit Choudhuri
4	Finance	Mr. Rajya Vardhan Kanoria, Mr. Biswajit Choudhuri, Mr. Satish Kapur, Mr. Bharat Kumar Jalan
5	Law	Mr. Biswajit Choudhuri, Mr. Bharat Kumar Jalan
6	Risk Management	Mr. Rajya Vardhan Kanoria, Mr. Biswajit Choudhuri, 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 appraise 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.

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., 03.05.2019, 08.08.2019, 14.11.2019 & 28.01.2020 during this financial year. The interval between two consecutive meetings was within the maximum time gap allowed by the Companies Act, 2013.

Report on Corporate Governance

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 at www.ludlowjute.com

The Independent Directors held a Meeting on 6th January 2020, without the presence of the Executive Directors and Management representatives.

4. AUDIT COMMITTEE

The Audit Committee comprises of Mr. Biswajit Choudhuri, Mr. Satish Kapur, Ms. Nayantara Palchoudhuri & Mr. Bharat Kumar Jalan, Independent Director(s) of the Company. Mr. Biswajit Choudhuri 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;
- 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.

Report on Corporate Governance

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 2019-20, the Committee met four times; on 03.05.2019, 08.08.2019, 14.11.2019 & 28.01.2020.

Attendance of Members at Audit Committee Meetings held during the year 2019-20:

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

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 4th September 2019.

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, 49 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 2019-20, the Committee met eleven times; on 30.04.2019, 31.05.2019, 29.06.2019, 31.07.2019, 31.08.2019, 30.09.2019, 31.10.2019, 30.11.2019, 31.12.2019, 28.01.2020 & 28.02.2020.

Attendance of Members at Stakeholders' Relationship Committee Meetings held during the year 2019-20:

Name of Director	No. of Meetings Held	No. of Meetings attended
Mr. Jugal Kishore Bhagat	11	9
Ms. Nayantara Palchoudhuri		9
Mr. Satish Kapur		4
Mr. Tonmoy Bera		11

The Chairman of the Stakeholders' Relationship Committee was present at the last Annual General Meeting held on 4th September 2019.

6. NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee comprises of Mr. Biswajit Choudhuri, Mr. Jugal Kishore Bhagat, Mr. Satish Kapur & Mr. Bharat Kumar Jalan, Independent Director(s) of the Company. Mr. Biswajit Choudhuri 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:-

- Identify persons who are qualified to become Directors;
- Identify persons who may be appointed as Key Managerial Personnel and in Senior Management Positions;

Report on Corporate Governance

- 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 2019-20, the Committee met two times; on 03.05.2019 & 28.01.2020.

Attendance of Members at Nomination & Remuneration Committee Meetings held during the year 2019-20:

Name of Director	No. of Meetings Held	No. of Meetings attended
Mr. Biswajit Choudhuri	2	2
Mr. Jugal Kishore Bhagat		2
Mr. Satish Kapur		2
Mr. Bharat Kumar Jalan		2

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 2020:

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	1,56,000	N.A.	N.A.	N.A.	1,56,000
Mr. Biswajit Choudhuri	1,70,000	N.A.	N.A.	N.A.	1,70,000
Mr. Satish Kapur	1,86,000	N.A.	N.A.	N.A.	1,86,000
Ms. Nayantara Palchoudhuri	1,76,000	N.A.	N.A.	N.A.	1,76,000
Mr. Bharat Kumar Jalan	1,70,000	N.A.	N.A.	N.A.	1,70,000

* 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 2020:

Name of Director	Salary	Perquisites & other benefits includes bonus	Commission *	Contribution to Provident Fund	Gratuity	Leave Encashment	Total
Mr. Tonmoy Bera	37,50,000	18,74,842	6,65,235	3,75,000	-	-	66,65,077

* 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.

Details of Agreement

An agreement for appointment of Mr. Tonmoy Bera as Managing Director of the Company with effect from 1st February 2019 for a period of 3 years was made. The agreement of the same may be terminated by either side by giving notice of three months or such shorter notice as may be mutually agreed.

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 2019-20, the Committee met four times; on 03.05.2019, 08.08.2019, 14.11.2019 & 28.01.2020.

Attendance of Members at Corporate Social Responsibility Committee Meetings held during the year 2019-20:

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 2019-20, the Committee met on 28.01.2020, wherein all members were present.

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9. POLICY

The various policies of the Company can be accessed on the website of the company at www.ludlowjute.com/policies.html

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, 2020

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 2020.

15. GENERAL BODY MEETINGS

15.1 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
2018-19	40th	04.09.2019	11:00 a.m.	Rotary Sadan 94/2 Chowringhee Road Kolkata – 700 020	3
2017-18	39th	13.09.2018	11:00 a.m.		Nil
2016-17	38th	04.09.2017	11:00 a.m.		Nil

No resolutions were passed by postal ballot during the year. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by Postal Ballot.

16. DISCLOSURES

16.1 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. 42 to the Financial Statements, forming part of the 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 at www.ludlowjute.com

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16.2 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.

17. 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" (English newspaper) 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.

18. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

19. 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.

20. 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.

21. TOTAL FEES PAID TO AUDITORS

Total fees for all the services paid by the Company to the Statutory Auditor during the year amounted to ₹10.5 lacs.

22. 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.

23. GENERAL SHAREHOLDERS INFORMATION

1.	Registered Office & Contact Details	KCI Plaza, 4 th 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	28th September 2020 at 11:00 a.m. KCI Plaza, 4th Floor, 23C Ashutosh Chowdhury Avenue, Kolkata – 700 019

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3.	Financial Year <u>Financial Calendar</u> • Financial Results for the: quarter ended 30 th June 2019 quarter ended 30 th September 2019 quarter ended 31 st December 2019 year ended 31 st March 2020 • Annual General Meeting	1st April 2019 to 31st March 2020 8th August 2019 14th November 2019 28th January 2020 15th June 2020 28th September 2020
4.	Dividend Payment Date	N.A.
5.	Listing on Stock Exchange	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Note: Listing fee for the year 2020-21 has been paid to the Stock Exchange
6.	Script Code	526179
7.	Stock Price Data (in Rs./per share)	
	Months	BSE*
		High Low
	April 2019	67.90 58.40
	May 2019	69.00 56.00
	June 2019	66.80 56.60
	July 2019	61.95 45.25
	August 2019	57.95 40.20
	September 2019	111.00 52.25
	October 2019	106.00 55.70
	November 2019	85.45 56.75
	December 2019	89.80 77.30
	January 2020	87.50 78.05
	February 2020	86.80 64.25
	March 2020	72.30 42.95

*Source: Website of BSE.

Stock Performance in Comparison to broad based indices



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8.	Registrar & Share Transfer Agent	MCS Share Transfer Agent Limited 383 Lake Gardens, 1 st Floor, Kolkata – 700 045 E-mail id: mcssta@redifmail.com Phone No. (033) 4072 4051/52/53 Fax No. (033) 4072 4050
9.	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.

10.	Distribution of Equity Shareholding as on 31st March 2020				
	No. of Shares (Range defined)	No. of Equity Shares held	% of Shareholding	No. of Shareholders	% of Shareholders
	1 - 500	1258727	11.6840	10078	92.8164
	501 - 1000	383528	3.5600	459	4.2273
	1001 - 2000	263925	2.4498	171	1.5749
	2001 - 3000	154413	1.4333	62	0.5710
	3001 - 4000	61507	0.5709	17	0.1566
	4001 - 5000	51676	0.4797	11	0.1013
	5001 - 10000	231056	2.1447	30	0.2763
	10001 - 50000	363628	3.3753	22	0.2026
	50001 - 100000	162253	1.5061	3	0.0276
	And above	7842407	72.7961	5	0.0460
	Total	10773120	100.00	10858	100.00

11.	Equity Shareholding Pattern as on 31st March 2020		
	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	688	0.0063
b)	Private Corporate Bodies	364287	3.3814
c)	Govt.	240912	2.2362
d)	Resident Individuals	2876172	26.6977
e)	NRI/ OCB	51843	0.4812
f)	Trust & Foundations	10	0.0001
	Sub Total (B)	3533912	32.8031
	Grand Total (A+B)	10773120	100.00

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12.	Dematerialisation of Shares	93.70% i.e. 1,00,94,399 equity shares out of total Equity Capital are held in dematerialised form with NSDL and CDSL as on 31st March 2020.
13.	Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely to impact on equity	Not Issued
14.	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. 50(c) to the financial statements for the year ended 31st March, 2020.
15.	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.
16.	Plant Location	Chengail, Howrah - 711 308, West Bengal, India Phone: (033) 2642-8366 Fax: (033) 2642-8367
17.	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

For and on behalf of the Board

For and on behalf of the Board

Date: 15th June 2020
Place: Kolkata

Rajya Vardhan Kanoria
Chairman
DIN: 00003792

Tonmoy Bera
Managing Director
DIN: 08342972

CERTIFICATE

(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 Chowdhury Avenue,
Kolkata WB 700019 IN

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 (LODR) 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, 2020, 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 has been initiated and the matter is still pending before the Registrar of Companies/ MCA against VESUVIUS INDIA LTD bearing CIN: L26933WB1991PLC052968 in which Ms. Nayantara Palchoudhuri (DIN:00581440) 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 or effectiveness with which the management has conducted the affairs of the Company.

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

Place: Kolkata
Date: 15.06.2020

Navin Kothari
Proprietor
FCS No.: 5935
CP No.: 3725
UDIN No.: F005935B000342656

COMPLIANCE CERTIFICATE

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

Date : 15.06.2020

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

Dear Sir(s),

- A. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2020 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 compliance 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**

Tonmoy Bera
Managing Director
DIN No. 08342972

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, 2020.

For and on behalf of the Board

Place: Kolkata
Date: 15th June 2020

Tonmoy Bera
Managing Director
DIN : 08342972

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, 2020, 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 a summary of the 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 ("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, 2020, the profit, total 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. 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 independence 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, 2020. 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>Our Observation - 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 38(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, 2020.</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>Our Observation - 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.

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.

Management's Responsibility 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.

The 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 the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality

INDEPENDENT AUDITORS' REPORT

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, 2020 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, 2016 ("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 IndAS 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". 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 38 (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, 2020.

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

Utsav Saraf
Partner

Membership No.: 306932
UDIN: 20306932AAAAAS4991

Kolkata
Dated: 15th June, 2020

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) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The management has physically verified fixed assets at reasonable intervals, which in our opinion is reasonable having regard to the size of the Company and the nature of its business. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventory has been physically verified at reasonable intervals during the year by the Management. The discrepancies noticed on verification between the physical stock and the book stocks, wherever ascertained were not significant and have been properly dealt in the books of accounts.
- iii. In our opinion and according to the information and explanations given to us, the Company has not granted any loan to parties covered in the register maintained under section 189 of the Companies Act, 2013. Thus, paragraph 3(iii) of the Order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. The Company has neither issued any guarantee nor has provided any security on behalf of any party.
- v. In our opinion and according to the information and explanations given to us, the Company did not receive any deposits covered under sections 73 to 76 of the Companies Act and the rules framed thereunder with regard to deposits accepted from the public during the year.
- 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, 2020 for a period of more than six months from the date they became payable.
- (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 cess as at 31st March, 2020 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	11.20	1999-2000 & 2004-2005	WBCT (A & R) Board
2	CST Act 1956	1.54	NIL		WBCT (A & R) Board

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

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
3	WB VAT Act 2003	35.02	Nil	2005-2006 to 2017-2018	WBCT (A & R) Board & Appellate Forum
4	CST Act 1956	900.57	55.97		WBCT (A & R) Board & Appellate Forum

- viii. According to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings from a financial institution, bank, etc.
- ix. According to the information and explanations given to us, during the year, no money has been raised by way of initial public offer or further public offer. The Term loans were applied for the purpose for which they were raised.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Utsav Saraf
Partner
Membership No.: 306932
UDIN: 20306932AAAAA54991

Kolkata
Dated: 15th June, 2020

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, 2020 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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, 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, 2020, 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.

Kolkata
Dated: 15th June, 2020

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

Utsav Saraf
Partner
Membership No.: 306932
UDIN: 20306932AAAAA54991

BALANCE SHEET AS AT 31ST MARCH, 2020

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2020	As at April 1, 2019
I. ASSETS			
1) NON CURRENT ASSETS			
a) Property, Plant and Equipment	4	15,721.96	15,113.28
b) Capital Work in Progress	4.1	701.92	387.33
c) Right-of-use assets	5	64.05	-
d) Other Intangible Assets	6	(1)	(1)
e) Financial Assets			
(i) Investment	7	4.89	6.29
(ii) Loans	8	93.29	27.96
f) Non - Current Tax Assets	9	206.91	87.00
g) Other Non-Current Assets	10	211.46	246.22
		17,004.48	15,868.08
2) CURRENT ASSETS			
a) Inventories	11	11,613.02	8,769.23
b) Financial Assets			
(i) Trade Receivables	12	3,168.18	3,165.15
(ii) Cash and Cash Equivalents	13	18.38	27.01
(iii) Bank Balances other than Note No. 13 above	13.1	95.81	121.13
(iv) Other Financial Assets	14	220.74	311.69
c) Other Current Assets	15	1,025.32	706.68
		16,141.45	13,100.89
TOTAL ASSETS		33,145.93	28,968.97
II. EQUITY AND LIABILITIES			
1) EQUITY			
a) Equity Share Capital	16	1,079.77	1,079.77
b) Other Equity	17	15,123.26	14,764.38
TOTAL EQUITY		16,203.03	15,844.15
2) LIABILITIES			
i) NON-CURRENT LIABILITIES			
a) Financial liabilities			
(i) Borrowings	18	1,860.59	1,938.62
b) Provisions	19	183.02	170.83
c) Deferred Tax Liabilities (Net)	20	189.38	193.66
d) Non- Current Tax Liabilities (Net)	21	-	46.23
e) Other Non-Current Liabilities	22	182.52	88.64
		2,415.51	2,437.98
ii) CURRENT LIABILITIES			
a) Financial Liabilities			
(i) Borrowings	23	7,320.46	5,482.81
(ii) Trade Payables	24		
Total outstanding dues of micro enterprises and small enterprises		41.22	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		4,984.57	3,800.02
(iii) Other Financial Liabilities	25	1,448.86	961.00
b) Other Current Liabilities	26	370.81	208.18
c) Provisions	27	361.47	234.83
d) Current Tax Liabilities (Net)	28	-	-
		14,527.39	10,686.84
TOTAL LIABILITIES		16,942.90	13,124.82
TOTAL EQUITY AND LIABILITIES		33,145.93	28,968.97
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 15th, day of June, 2020

R. K. Gupta

Chief Financial Officer

Pratibha Jaiswal

Company Secretary

Tommy Bera

Managing Director

DIN - 08342972

R. V. Kanoria

Non-Executive Chairman

DIN - 00003792

For and on behalf of the Board

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in Lakhs)

Particulars		Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
I)	Income			
	Revenue from Operations	29	41,481.77	36,852.76
	Other Income	30	100.87	218.77
	Total Income (I)		41,582.64	37,071.53
II)	Expenses			
	Cost of Materials Consumed	31	24,775.94	21,166.51
	Changes in Inventories of Finished Goods and Work In Progress	32	(741.99)	(170.74)
	Employee Benefits Expense	33	9,035.06	8,732.00
	Finance Costs	34	720.78	561.18
	Depreciation and Amortization Expense	35	707.08	561.75
	Other expenses	36	6,481.67	6,002.22
	Total Expenses (II)		40,978.54	36,852.92
III)	Profit before Taxation (I-II)		604.10	218.61
IV)	Tax Expenses	37		
	Current Tax		173.00	65.93
	Deferred Tax		(24.78)	(6.51)
	For Earlier Years (Net)		(44.67)	3.75
	Total Tax Expenses (IV)		103.55	63.17
V)	Profit for the year (III-IV)		500.55	155.44
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		73.65	136.53
	Income tax effect on above		(20.49)	(45.58)
	Other Comprehensive Income for the year, net of tax		53.16	90.95
VII)	Total Comprehensive Income for the year (V+VI)		553.71	246.39
	Earnings per share - Basic and Diluted (in INR)	40	4.65	1.44
	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 15th, day of June, 2020

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, 2020

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
A. Cash Flow From Operating Activities		
Net Profit Before Taxes as per Statement of Profit and Loss	604.10	218.61
<u>Adjustments For :</u>		
Depreciation / Amortisation (Net)	707.08	561.75
(Profit)/Loss on sale/discard of PPE	(0.74)	(29.12)
Finance Cost	720.78	561.18
Provision for Bad Debt	10.00	-
Profit on Sale in Investments of Subsidiaries	-	(42.45)
Interest Income	(7.96)	(3.82)
Income on Government Grant	(36.26)	(15.32)
Net loss/(Gain) on fair value changes on Equity Instrument	1.40	2.36
Dividend received on non current investments	(0.20)	-
Excess provisions and unspent Liabilities Written Back	(11.83)	(5.23)
Operating Profit Before Working Capital Changes	1,986.37	1,247.96
Movements in Working Capital :		
Decrease / (Increase) in Inventories	(2,843.79)	(2,493.19)
Decrease / (Increase) in Trade receivables	(13.03)	(568.44)
Decrease / (Increase) in Loans & Advances and Other receivables	(282.09)	(129.84)
(Decrease)/Increase in Trade and Other payable	1,838.12	2,078.45
(Decrease) / Increase in Provisions	212.48	274.45
Cash generated from Operating Activities	898.06	409.39
Direct Taxes Paid(Net of refunds)	(314.96)	(192.67)
Net Cash generated/(used) from Operating Activities	583.10	216.72
B. Cash Flow From Investing Activities		
Purchase of PPE including CWIP and Capital Advances	(1,668.25)	(828.45)
Sale of Property, Plant and Equipment	2.54	32.43
Grant / Subsidy Received	181.41	36.35
Amount deposited as margin money / security	22.20	(3.32)
Interest Received	7.96	3.82
(Purchase)/Sale of Investments	-	156.33
Dividend Received	0.20	-
Net Cash generated/(used) in Investing Activities	(1,453.94)	(602.84)
C. Cash Flow From Financing Activities		
Proceeds / (Repayment) from Long term borrowings(Net)	(78.03)	963.68
Proceeds / (Repayment) from short term borrowings (Net)	1,837.65	152.02
Interest paid	(702.59)	(558.18)
Dividend Paid	(161.60)	(215.46)
Corporate Dividend Tax Paid	(33.22)	(44.29)
Net Cash generated/(used) from Financing Activities	862.21	297.77
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(8.63)	(88.35)
Cash and Cash Equivalents as at the beginning of the year	27.01	115.36
Cash and Cash Equivalents as at the end of the year	18.38	27.01

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in Lakhs)

Particulars		For the year ended 31st March, 2020	For the year ended 31st March, 2019
1.	Components of cash and cash equivalents		
	Balance with Banks:		
	In Current Accounts	3.08	22.50
	In EEFC Account	10.92	-
	Cash on hand	4.38	4.51
	Cash and Cash Equivalents (Refer Note 13)	18.38	27.01

- 2 The above statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.
- 3 The Composition of Cash & Cash Equivalent has been determined based on the Accounting Policy No.3.13.
- 4 Figures for the previous year has been regrouped wherever considered necessary.
- 5 Direct taxes paid are treated as arising from operating activities and have not been bifurcated between investing and financing activities.
- 6 The Notes are integral part of Financial Statements.

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 15th, day of June, 2020

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

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

A) Equity Share Capital

(₹ in lakhs)

Balance as at 1st April, 2018	1079.77
Add/(Less): Changes in Equity Share Capital during the year	-
Balance as at 1st April, 2019	1079.77
Add/(Less): Changes in Equity Share Capital during the year	-
Balance at March 31, 2020	1079.77

B) Other Equity

(₹ in lakhs)

Particulars	Reserves and Surplus			Item of other Comprehensive Income	Total
	Securities Premium Account	General Reserve	Retained Earnings (Net of Deferred Tax)	Re-Measurement of defined benefit plans	
Balance at April 1, 2018	585.96	324.84	13,866.94	-	14,777.74
Profit for the year	-	-	155.44	-	155.44
Final Dividend on Equity Shares (FY 2017-18)	-	-	(215.46)	-	(215.46)
Dividend Distribution Tax on Final Dividend	-	-	(44.29)	-	(44.29)
ReMeasurement of Defined Benefit Obligations (Net of Tax)	-	-	-	90.95	90.95
Transfer from Other Comprehensive Income to Retained Earnings	-	-	90.95	(90.95)	-
Balance at April 1, 2019	585.96	324.84	13,853.58	-	14,764.38
Profit for the year	-	-	500.55	-	500.55
Final Dividend on Equity Shares (FY 2018-19)	-	-	(161.60)	-	(161.60)
Dividend Distribution Tax on Final Dividend	-	-	(33.23)	-	(33.23)
ReMeasurement of Defined Benefit Obligations (Net of Tax)	-	-	-	53.16	53.16
Transfer from Other Comprehensive Income to Retained Earnings	-	-	53.16	(53.16)	-
Balance at March 31, 2020	585.96	324.84	14,212.46	-	15,123.26

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 15th, day of June, 2020

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For and on behalf of the Board

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

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, 2020 have been approved and authorised for issue by the Board of Directors in their meeting held on 15th June, 2020.

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.

2.6. Adoption of new accounting standards

The Company has applied the following accounting standards and its amendments for the first time with effect from 01st April, 2019:

- Ind AS 116 – Leases
- Amendment to Ind AS 12 – Income Taxes and Ind AS 12 Appendix 'C' – Uncertainty over Income Tax Treatments
- Amendment to Ind AS 19 – Plan amendment, curtailment or settlement
- Amendment to Ind AS 23 – Borrowing Cost
- Amendment to Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements
- Amendment to Ind AS 109 – Prepayment Features with Negative Compensation

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

The Company had to change its accounting policies following the adoption of Ind AS -116. Company's new accounting policy is described in "paragraph 3.3" of Significant Accounting Policies to the financial statements and the impact of transition to Ind AS 116 is given vide Note No. 44 to the Financial Statements. Most of the above amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current and future periods.

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 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.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

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.

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

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

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.
- 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.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

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.

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.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

- 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.

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.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

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:

- 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

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

➤ **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.

● **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.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

- **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.

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.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

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. New Standards / Amendments to Existing Standard issued but not yet effective upto the date of issuance of the Company's Financial Statement are disclosed below :

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2020.

3.20. 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, 2020

4. Property, Plant & Equipment

(₹ in lakhs)

Particulars	Gross Carrying Value				Depreciation/Amortisation				Net Carrying Value	
	As at 1st April, 2019	Additions	Sale/Disposal	As at 31st March, 2020	As at 1st April, 2019	During the year	Sale/Disposal	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2020
Freehold Land	11,145.01	-	-	11,145.01	-	-	-	-	-	11,145.01
Buildings	1,967.22	220.79	-	2,188.01	1,425.02	27.46	-	1,452.48	1,452.48	735.53
Plant & Machinery	11,028.15	998.87	9.86	12,017.16	7,774.82	606.75	8.99	8,372.58	8,372.58	3,644.58
Vehicles	389.10	22.26	36.14	375.22	299.36	18.89	34.34	283.91	283.91	91.31
Furniture And Fittings	74.00	39.72	-	113.72	63.82	8.37	-	72.19	72.19	41.53
Office Equipments	223.84	4.71	-	228.55	151.02	13.53	-	164.55	164.55	64.00
Grand Total	24,827.32	1,286.35	46.00	26,067.67	9,714.04	675.00	43.33	10,345.71	10,345.71	15,721.96

Particulars	Gross Carrying Value				Depreciation/Amortisation				Net Carrying Value	
	As at 1st April, 2018	Additions	Sale/Disposal	As at 31st March, 2019	As at 1st April, 2018	During the year	Sale/Disposal	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2019
Freehold Land	11,145.01	-	-	11,145.01	-	-	-	-	-	11,145.01
Buildings	1,857.50	109.72	-	1,967.22	1,405.25	19.77	-	1,425.02	1,425.02	542.20
Plant & Machinery	10,122.56	950.00	44.41	11,028.15	7,313.76	503.25	42.19	7,774.82	7,774.82	3,253.33
Vehicles	380.40	30.18	21.48	389.10	301.40	18.36	20.40	299.36	299.36	89.74
Furniture And Fittings	71.48	2.52	-	74.00	56.56	7.26	-	63.82	63.82	10.18
Office Equipments	204.10	19.74	-	223.84	137.91	13.11	-	151.02	151.02	72.82
Grand Total	23,781.05	1,112.16	65.89	24,827.32	9,214.88	561.75	62.59	9,714.04	9,714.04	15,113.28

4(a) Refer Note - 18 & 23 for information on property, plant & equipment placed under charge / subservient charge / pari-passu 1st charge as security by the Company.

4(b) Based on the valuation report by a Chartered Engineer, an external valuer, freehold land having original cost of ₹ 49.35 lakhs was revalued as at 1st April, 2016 and the resultant increase of ₹ 11,095.66 lakhs was credited to Retained Earning, being fair value on date of transition considered as deemed cost.

5. Right of Use Assets as on 31st March, 2020

Particulars	Gross Carrying Value				Accumulated Depreciation				Net Carrying Value	
	As at 1st April, 2019	Additions	Sale/Disposal	As at 31st March, 2020	As at 1st April, 2019	During the year	Deductions/Adjustments	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2020
Leasehold Building	-	96.13	-	96.13	-	32.08	-	32.08	32.08	64.05
Grand Total	-	96.13	-	96.13	-	32.08	-	32.08	32.08	64.05

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

6. INTANGIBLE ASSETS

	As at 31st March, 2020	As at 31st March, 2019
Goodwill	(1)	(1)
(Figures of less than ₹.0.01 have been shown at actuals in brackets)		
	(1)	(1)

7. NON-CURRENT INVESTMENTS

	Face Value	As at 31st March, 2020		As at 31st March, 2019	
		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	2.75	660	3.46
Cheviot Company Ltd.	10	411	2.08	411	2.71
Al Champdany Jute Co.Ltd.	10	338	0.03	338	0.04
Gillanders Arbuthnot & Co Ltd.	10	135	0.03	135	0.06
Total (a)			4.89		6.27
(b) Investment in Equity Shares (Unquoted)					
Santosh Garden Co Operative Ltd.	10	200	-	200	0.02
Total (b)			-		0.02
Grand Total (a+b)			4.89		6.29
Cost of Quoted and Unquoted investments are as below:					
Aggregate cost of acquisition of Quoted Investments			4.89		6.27
Aggregate cost of acquisition of Unquoted Investments			-		0.02

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

8. NON-CURRENT LOANS

	As at 31st March, 2020	As at 31st March, 2019
(Unsecured, Considered Good)		
Security Deposits	38.18	27.96
Prepaid Expenses	55.11	-
	93.29	27.96

9. NON -CURRENT TAX ASSETS (NET)

	As at 31st March, 2020	As at 31st March, 2019
(Unsecured, Considered Good)		
- Advance Tax (Net of provision)	206.91	87.00
	206.91	87.00

10. OTHER NON CURRENT ASSETS

	As at 31st March, 2020	As at 31st March, 2019
(Unsecured, Considered Good)		
Capital Advance	44.83	73.64
Prepaid Rent	-	1.86
Balance with Government Authorities	166.63	170.72
	211.46	246.22

11. INVENTORIES

	As at 31st March, 2020	As at 31st March, 2019
(As taken, valued and certified by the Management)		
Raw Materials	7,084.60	4,636.89
Finished Goods (including in transit C.Y. ₹ 324.99, P.Y. ₹ 167.56)	3,569.04	2,897.26
Work-in-Progress	435.25	365.04
Stores and Spares	524.13	870.04
	11,613.02	8,769.23

11(a) Inventories are hypothecated against working capital borrowings (Refer note no. 18 & 23)

11(b) Mode of valuation - Refer Note 3 .6 of significant accounting policies.

12. TRADE RECEIVABLES

	As at 31st March, 2020	As at 31st March, 2019
Unsecured		
Considered Good	3,168.18	3,165.15
Considered doubtful	20.00	10.00
Less : Provision for Doubtful Debts	20.00	10.00
	3,168.18	3,165.15

12(a) Trade Receivable are hypothecated against working capital borrowings (Refer note no. 18 & 23)

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

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

13. CASH & CASH EQUIVALENTS

	As at 31st March, 2020	As at 31st March, 2019
Cash in hand	4.38	4.51
Balance with Banks:		
- In Current Accounts	3.08	22.50
- In EEFC Account	10.92	-
	18.38	27.01

13.1 OTHER BANK BALANCES

	As at 31st March, 2020	As at 31st March, 2019
Earmarked Balances with Banks		
Unpaid Dividend account	62.01	65.13
Fixed Deposits held as Margin Money	33.80	56.00
	95.81	121.13

14. OTHER CURRENT FINANCIAL ASSETS

	As at 31st March, 2020	As at 31st March, 2019
(Unsecured, Considered Good)		
Advance to Employees	214.06	236.57
Insurance Claim Receivable	149.88	218.32
Less : Provision for Doubtful claims receivable	143.20	143.20
	6.68	75.12
	220.74	311.69

15. OTHER CURRENT ASSETS

	As at 31st March, 2020	As at 31st March, 2019
(Unsecured, Considered Good)		
Advance against supply of Goods & Services	479.12	151.41
Balances with Government Authorities	46.20	94.14
Prepaid Expenses	151.44	94.97
Receivable from Employees	14.80	10.96
Export Incentives Receivables	327.06	343.25
Other Receivables (Note-15(a))	3.66	9.78
Assets held for Sale	3.04	2.17
	1,025.32	706.68

15(a) Primarily includes claim amount receivable from JCI.

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

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

16. EQUITY SHARE CAPITAL

	As at 31st March, 2020		As at 31st March, 2019	
	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
		1,079.77		1,079.77

- a) There has been no change/movements in number of shares outstanding at the beginning and at the end of the reporting period.
- b) 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.
- c) M/s. R.V. Investment & Dealers Limited is the Holding Company of this Company.
- d) Details of shareholders holding more than 5% shares in the Company:

Equity Shares of ₹10 each fully paid	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
RV Investment & Dealers Ltd	6,716,507	62.35	6,716,507	62.35

- e) 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.
- f) 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.
- g) No securities which are convertible into Equity/Preference shares have been issued by the Company during the year.
- h) No calls are unpaid by any directors or officers of the company during the year.

17. OTHER EQUITY

	As at 31st March, 2020	As at 31st March, 2019
a) Securities Premium Account		
As per last Financial Statement	585.96	585.96
	585.96	585.96
b) General Reserve		
As per last Financial Statement	324.84	324.84
	324.84	324.84

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

	As at 31st March, 2020	As at 31st March, 2019
c) Retained Earnings		
Balance at the beginning of the year	13,853.58	13,866.94
Add: Profit for the year	500.55	155.44
	14,354.13	14,022.38
Less: Final Dividend on Equity Shares	161.60	215.46
Less: Dividend Distribution Tax	33.23	44.29
Add: Transfer from OCI	53.16	90.95
Balance at the end of the year	14,212.46	13,853.58
d) Other Comprehensive Income		
Remeasurement of Defined Benefits Plans		
Balance at the beginning of the year	-	-
Add/(Less): Remeasurement of Defined Benefits Plans	73.65	136.53
Add/(Less): Tax on the above	(20.49)	(45.58)
	53.16	90.95
Less : Transfer to Retained Earnings	53.16	90.95
Balance at the end of the year	-	-
Total Other Equity	15,123.26	14,764.38

Nature & Purpose of Reserves

- i) **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.
- ii) **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.
- iii) **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.
- iv) **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 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.

18. LONG TERM BORROWINGS

	As at 31st March, 2020		As at 31st March, 2019	
	Non - Current	Current Maturities	Non - Current	Current Maturities
Secured				
Term Loan From Banks	1,860.59	457.00	1,938.62	30.99
	1,860.59	457.00	1,938.62	30.99
Amount disclosed under the head "Other Current Financial Liabilities" (Refer Note. 25)	-	(457.00)	-	(30.99)
	1,860.59	-	1,938.62	-

- 18(a) i) Term loan-I from Yes Bank of ₹ 100.75 @ 9.80% 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 & future) and repayable in 13 quarterly instalments of ₹7.75 each.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

- ii) Term loan-II from Yes Bank of ₹ 1748.00 @ 9.80% 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 & future) and repayable in 19 quarterly instalments of ₹ 92.00 each. Moreover, the company has availed moratorium for the first quarter of the financial year 2020-21.
- iii) Term loan availed from State Bank of India of ₹ 468.84 @ 9.10% interest p.a. out of Sanctioned Loan of ₹ 1500.00 during the current year, 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 & future) and repayable in 20 quarterly instalments of ₹ 75.00 each starting from Oct 2020.

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

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

19. NON CURRENT PROVISIONS

	As at 31st March, 2020	As at 31st March, 2019
Employee Benefits		
- Leave Encashment	107.22	110.68
- Provision for Provident Fund (Refer Note No. 39 (b)(10))	75.80	60.15
	183.02	170.83

20. DEFERRED TAX LIABILITIES (NET)

	As at 31st March, 2020	As at 31st March, 2019
a) Deferred Tax Liabilities		
Depreciation and Amortization Expenses	402.60	406.95
On Others	17.77	8.57
	420.37	415.52
b) Deferred Tax Assets		
Items U/S 43B of the Income Tax Act, 1961	124.69	147.75
On Others	106.30	74.11
	230.99	221.86
Deferred Tax Liabilities (Net) (a-b)	189.38	193.66

20.1 MOVEMENT IN DEFERRED TAX ASSETS AND LIABILITIES DURING THE YEAR ENDED 31ST MARCH, 2019 AND 31ST MARCH, 2020

Particulars	Opening Balance as on 1st April, 2018	Recognised In Statement of Profit & Loss	Recognised In Other Comprehensive Income(OCI)	As at 31st March, 2019
Deferred Tax Liabilities				
Depreciation and Amortization Expenses	401.70	5.25		406.95
On Others	4.14	4.43	-	8.57
TOTAL (A)	405.84	9.68	-	415.52
Deferred Tax Assets				
On Retirement benefits expenses as per Ind AS - 19	139.18	54.15	(45.58)	147.75
On Others	65.49	8.62		74.11
TOTAL (B)	204.67	62.77	(45.58)	221.86
Deferred Tax Liabilities (Net) - (A - B)	201.17	(53.09)*	45.58	193.66

* This includes deferred tax liability of ₹ 46.58 lakhs netted with income tax for earlier years, refer note no. 37

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

Particulars	Opening Balance as at 31st March, 2019	Recognised In Statement of Profit & Loss	Recognised In Other Comprehensive Income(OCI)	As at 31st March, 2020
Deferred Tax Liabilities				
Depreciation and Amortization Expenses	406.95	(4.35)	-	402.60
On Others	8.57	9.20	-	17.77
Total (A)	415.52	4.85	-	420.37
Deferred Tax Assets				
On Retirement benefits expenses as per Ind AS - 19	147.75	(2.56)	(20.49)	124.69
On Others	74.11	32.19	-	106.30
Total (B)	221.86	29.63	(20.49)	230.99
Deferred Tax Liabilities (Net) (A - B)	193.66	(24.78)	20.49	189.38

21. NON-CURRENT TAX LIABILITIES

	As at 31st March, 2020	As at 31st March, 2019
Provision for Income Tax (Net of Advance Tax & Income Tax Refundable)	-	46.23
	-	46.23

22. OTHER NON CURRENT LIABILITIES

	As at 31st March, 2020	As at 31st March, 2019
Lease Rent Liability	58.53	-
Deferred Revenue Grant	123.99	88.64
	182.52	88.64

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

Particulars	2019-2020	2018-2019
Opening Balance (including current portion)	88.64	67.61
Add: Grant Received during the year	94.75	36.35
Less: Released to Statement of Profit & Loss	(34.28)	(15.32)
Less: Transferred to Current Deferred Revenue Grant	(25.12)	-
Closing Balance (excluding Current Portion)	123.99	88.64

23. SHORT TERM BORROWINGS

	As at 31st March, 2020	As at 31st March, 2019
Loan repayable on demand		
Secured		
i) From Banks (Note No. 23(a))		
- Cash Credit	4,410.93	3,404.21
- Export Packing Credit	1,110.30	1,784.16
- Bill Discounting	272.25	294.44
- WCDL (CBI)	503.75	-
Un-Secured		
ii) From Others (Note No. 23(b))		
Inter corporate Loan from RV Investment & Dealer Ltd.	1,023.23	-
	7,320.46	5,482.81

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

23(a) These loans are secured against hypothecation of entire stocks and trade receivable together with bank's pari passu 1st charge on entire assets both present and future of the company.

23(b) Intercorporate loan by the holding company carry interest @ 12% p.a .

23(c) No loans have been guaranteed by the directors of the Company.

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

24. TRADE PAYABLES

	As at 31st March, 2020	As at 31st March, 2019
For Goods and Services		
Total outstanding dues of micro enterprises and small enterprises (Refer Note No. 47)	41.22	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,984.57	3,800.02
	5,025.79	3,800.02

25. OTHER CURRENT FINANCIAL LIABILITIES

	As at 31st March, 2020	As at 31st March, 2019
Current Maturities of Long-term debt (Refer Note 18)	457.00	30.99
Interest accrued and due on Loans	46.22	28.03
Unpaid Dividends	62.01	65.13
Employee Related Liabilities*	850.05	817.37
Trade & Security Deposit	32.33	17.99
MTM Loss payable on derivative financial instrument	1.25	1.49
	1,448.86	961.00

* Includes outstanding dues of directors of the company ₹ 8.79 (31st March, 2019 ₹ 0.98)

26. OTHER CURRENT LIABILITIES

	As at 31st March, 2020	As at 31st March, 2019
Statutory dues	180.68	150.57
Contract Liabilities *	162.11	57.61
Lease Rent Liability	4.88	-
Deferred Revenue Grant	23.14	-
	370.81	208.18

* Represents Advance from customers

27. CURRENT PROVISIONS

	As at 31st March, 2020	As at 31st March, 2019
Employee Benefits		
- Gratuity (Refer Note 39 (b))	261.33	146.25
- Leave Encashment	100.14	88.58
	361.47	234.83

28. CURRENT TAX LIABILITIES

	As at 31st March, 2020	As at 31st March, 2019
Provision for Income Tax (Net of Advance Tax)	-	-
	-	-

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

29. REVENUE FROM OPERATIONS

	For the year ended March 31, 2020	For the year ended March 31, 2019
Sale of products		
Finished Goods - Jute Products	40,958.00	36,217.82
Total (A)	40,958.00	36,217.82
Other Operating Revenue		
Scrap Sales	77.62	96.73
Insurance and Other Claims (Net)	0.44	90.10
Miscellaneous Income	20.71	7.19
Export Incentive	425.00	440.92
Total (B)	523.77	634.94
Grand Total (A+B)	41,481.77	36,852.76

30. OTHER INCOME

	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest Income		
On Bank Deposits	7.96	3.82
On Security Deposits	0.66	0.36
On Others	1.57	104.06
	10.19	108.24
Dividend Income		
Dividend Income on Long Term Investment	0.20	-
Other Non Operating Income		
Profit on sale of investment in subsidiaries	-	42.45
Excess provisions & Unspent Liabilities written back	11.83	5.23
Exchange Gain /(loss) on foreign currency transactions & translation (Net)	41.65	18.41
Profit on disposal of PPE (Net)	0.74	29.12
Income from Deferred Government Grant	36.26	15.32
	100.87	218.77

31. COST OF MATERIALS CONSUMED

	For the year ended March 31, 2020	For the year ended March 31, 2019
Inventory at the beginning of the year	4,636.89	2,856.54
Add : Purchases	27,223.65	22,946.86
	31,860.54	25,803.40
Less : Inventory at the end of the year	7,084.60	4,636.89
	24,775.94	21,166.51

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

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

	For the year ended March 31, 2020	For the year ended March 31, 2019
Opening Stock :		
Finished Goods	2,897.26	2,759.54
Work-In-Progress	365.04	332.02
	3,262.30	3,091.56
Less: Closing Stock		
Finished Goods	3,569.04	2,897.26
Work-In-Progress	435.25	365.04
	4,004.29	3,262.30
Increase / (Decrease) in Inventories of Finished Goods & Work-In-Progress	(741.99)	(170.74)

33. EMPLOYEE BENEFITS EXPENSE

	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries, Wages & Bonus	7,510.84	7,262.09
Contribution to Provident and Other Funds	1,042.43	1,054.73
Contribution to Gratuity Fund (Refer Note No. 39 (b))	338.73	286.81
Workmen and Staff Welfare Expenses	143.06	128.37
	9,035.06	8,732.00

34. FINANCE COST

	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest Expenses		
On Term Loans	203.91	134.20
On Working Capital Loans	461.23	407.34
On Inter Corporate Loans	26.63	-
Other Borrowing cost	29.01	19.64
	720.78	561.18

35. DEPRECIATION EXPENSES

	For the year ended March 31, 2020	For the year ended March 31, 2019
Depreciation on Property, Plant & Equipment	707.08	561.75
	707.08	561.75

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

36. OTHER EXPENSES

	For the year ended March 31, 2020	For the year ended March 31, 2019
Manufacturing Expenses		
Consumption of Stores and Spares	1,871.40	1,747.02
Power & Fuel	1,629.62	1,683.25
Sub Contracting/Job Work Charges	1,556.50	1,327.66
Repairs to Machinery	84.52	39.11
Repairs to Building	47.72	29.99
	5,189.76	4,827.03
Selling And Administration Expenses		
Rates and Taxes	39.11	17.10
Repairs to Others	171.85	131.55
Insurance	109.49	37.06
Rent	0.77	18.99
Travelling and Conveyance Expenses	24.34	32.53
Freight and Forwarding Expenses	438.44	479.83
Legal and Professional Fees	55.34	69.50
Brokerage	86.59	58.77
Provision for Bad Debts	10.00	-
Net losses on Fair Value Changes on Equity Instruments measured at FVTPL	1.40	2.36
Contribution to CSR Activities (Refer Note No 45)	24.05	8.43
Director Sitting Fees	9.38	8.86
Auditors' Remuneration expenses (Refer note no. 36(a))	11.24	8.60
Miscellaneous Expenses	309.91	301.61
	1,291.91	1,175.19
	6,481.67	6,002.22

36.a PAYMENT TO AUDITOR

	For the year ended March 31, 2020	For the year ended March 31, 2019
Statutory Audit fees	6.85	6.70
Limited Review	3.50	1.50
Issue of certificates	0.55	0.15
OPE (Other pocket expenses)	0.09	-
Cost Audit Fees	0.25	0.25
	11.24	8.60

37. TAX EXPENSES

	For the year ended March 31, 2020	For the year ended March 31, 2019
Income Tax recognised in Statement of Profit and Loss		
Current Tax	173.00	65.93
Deferred Tax	(24.78)	(6.51)
	148.22	59.42
Income Tax for earlier years (Net)	(44.67)	3.75
	103.55	63.17

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

37.a RECONCILIATION OF INCOME TAX EXPENSE FOR THE YEAR WITH BOOK PROFITS

	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit before Tax	604.10	218.61
Less: Deduction u/s 80I	48.66	55.05
Income before Income Taxes	555.44	163.56
Indian Statutory Income Tax Rate	27.82%	33.38%
Estimated Income Tax Expense	154.52	54.60
Tax Effect of adjustments to reconcile expected income tax expense to reported income tax expense :		
Income exempt or not chargeable to tax :	(23.20)	(15.03)
Expenses Disallowed for tax purpose	15.77	11.02
Others *	1.13	8.83
	(6.30)	4.82
Tax Expense in Statement of Profit and Loss	148.22	59.42

* Includes impact of reinstatement of opening deferred tax assets / liability at enacted tax rate of 27.82% against previously recognised tax rate of 33.384% .

38. CONTINGENCIES & COMMITMENTS

	As at 31st March 2020	As at 31st March 2019
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 Lakhs, P.Y. ₹ 1.54 Lakhs) 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 (Adv. Paid against WBST Act'1994 C.Y. ₹ 11.20 Lakhs, P.Y. ₹ 11.20 Lakhs)	23.74	23.74
ii) Disputed demand against WB VAT ACT'2003 (C.Y. ₹ 35.02 Lakhs, P.Y, ₹ 35.02 Lakhs). CST Act'1956 (C.Y. ₹ 900.57 Lakhs, P.Y. ₹ 774.04 Lakhs) for the year 2005-06 to 2017-2018 for which Appeal is pending before WBCT (A&R) Board and Appellate Forum (Adv. Paid against CST Act '1956 C.Y ₹ 55.97 Lakhs, P.Y. ₹ 36.99 Lakhs)	935.59	809.06
iii) Disputed demand against Service Tax on renting of immovable property from 2008-09 to 2013-14 (Adv. Paid P.Y. ₹ 1.18 Lakhs), case settled and decided in favour of the company.	-	23.66
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 2018-19.	184.71	173.17
c) i) Outstanding Bank Guarantees	403.09	489.62
ii) Outstanding Letter of Credit	422.58	676.56
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.		

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

	As at 31st March 2020	As at 31st March 2019
ii) Capital & Other Commitments		
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of advance amounting to CY. ₹ 44.83 Lakhs, PY ₹ 73.64 Lakhs)	104.81	499.09

39. 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, 2020	For the year ended March 31, 2019
i) Employees Provident Fund	19.57	18.70
ii) Employees Pension Scheme	560.86	504.49

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, 2020	As at 31st March, 2019
Present Value of funded obligations	4,315.42	4,038.55
Fair value of plan assets	4,054.09	3,892.30
Net Liabilities in respect of funded obligations on actuarial valuation basis	261.33	146.25

2. **The expenses recognized in the statement of Profit and Loss for the year ended 31st March, 2020 are as follow:**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Current Service Cost	327.44	284.04
Past Service Cost	-	-
Net Interest Cost / (Income) on the Net Defined Benefit Liability/(Asset)	11.29	2.77
Expenses recognised in statement of profit and loss	338.73	286.81
Expenses recognised during the year:		
In Income Statement	338.73	286.81
In OCI	(73.65)	(136.53)
Total expenses recognised during the year	265.08	150.28

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

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, 2020	As at 31st March, 2019
Present value of defined benefit obligation at the beginning of the year	4,038.55	3,907.77
Current Service Cost (+)	327.44	286.04
Interest Cost (+)	311.63	300.84
Re-measurement (or Actuarial) Gain (-)/ Loss (+) arising from		
- change in demographic assumption	(1.31)	-
- change in financial assumptions	34.79	47.88
- experience variance (i.e. Actual experience vs assumptions)	(180.34)	(207.35)
Past Service Cost	-	-
Benefits paid (-)	(215.34)	(296.63)
Present value of defined benefit obligation at the end of the year	4,315.42	4,038.55

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, 2020	As at 31st March, 2019
Fair value of Plan Assets at the beginning of the year	3,892.30	3,873.80
Acquisition adjustments		
Investment Income (+)	300.34	298.07
Actual Company Contribution (+)	150.00	40.00
Benefit Payments (-)	(215.34)	(296.64)
Return on plan assets, excluding amount recognized in net interest expense	(73.21)	(22.93)
Fair Value of Plan Assets at the end of the year	4,054.09	3,892.30

5. Other Comprehensive Income

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Actuarial (gains) / losses		
- change in demographic assumptions	(1.31)	-
- change in financial assumptions	34.79	47.88
- experience variance (i.e. Actual experience vs assumptions)	(180.34)	(207.35)
- others	-	-
Return on plan assets, excluding amount recognized in net interest expenses	73.21	22.93
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	(73.65)	(136.54)

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

Particulars	As at 31st March, 2020	As at 31st March, 2019
Qualifying insurance policy	100%	100%

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

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

Particulars	As at 31st March, 2020	As at 31st March, 2019
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)	6.80%	7.70%
4. Salary growth rate (per annum)	5%	7 % p.a. for 1st 2 yrs 6% for next 2 yrs & 5.5% thereafter
5. Normal Age of Retirement	58 Years	58 Years

8. A quantitative sensitivity analysis for significant assumption as at 31 March 2020 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-2020		31-Mar-2019	
		Increase	Decrease	Increase	Decrease
Discount Rate	1% Increase or Decrease	3,996.79	4,683.57	3,748.13	4,371.32
Further salary increase	1% Increase or Decrease	4,686.56	3,988.81	4,373.94	3,741.03

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 2020, the weighted average duration of the defined benefit obligation was 8 years (31st March, 2019, 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, 2020	As at 31st March, 2019
Within the next 12 months	473.32	434.70
Between 2 and 5 years	1723.27	1609.18
Between 6 and 10 years	2181.32	2345.49
Beyond 10 years	4212.85	4292.84
Company's best estimate of Contribution during the next year	599.47	451.15

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 gurantee liability' amounting to ₹ 75.80 Lakhs upto 31.03.20 (PY ₹ 60.15 Lakhs upto 31.03.2019) as per actuarial valuation in respect of contribution towards such funds. Incremental liability for the FY 2019-20 ₹ 15.65 Lakhs (PY ₹ 24.57 Lakhs) has been provided and included as expenses in 'Contribution to PF & Other Fund' under the heading "Employees benefit Expenses.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

40. Earnings Per Share (EPS)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
(a) BASIC		
Profit after Tax attributable to Equity Shareholders (₹ in lakhs) (i)	500.55	155.44
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)]	4.65	1.44
(b) DILUTED		
Dilutive potential Equity shares	Nil	Nil
Diluted Earnings per share (in ₹.) [a (i)/ a (ii)]	4.65	1.44

41. Segment Reporting

(a) The Company is engaged in a single business segment i.e. manufacturing and sale of jute goods. Hence, disclosure requirements as required by Ind AS -108 are not applicable in respect of business segment.

(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, 2020			For the year ended 31st March, 2019		
	India	Overseas	Total	India	Overseas	Total
Revenue from operations	35,591.37	5,890.40	41,481.77	30,874.19	5,978.57	36,852.76
Non-current assets other than financial instruments *	16,842.25	-	16,842.25	15,833.83	-	15,833.83

* 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 ₹ 27337 Lakhs (65.90% of total revenue); F.Y. 2018-19 ₹ 25458 Lakhs (69.08% of total revenue) has arisen on sale of jute bags within India.

42. Related Party Transactions

As defined in Indian Accounting Standard 24, 'Related Party Disclosures' are given below:-

a. Relationships**1) Holding Company :**

Name of Entity	Place of Incorporation	Ownership Interest held in the Company	
		31st March 2020	31st March 2019
R.V. Investments & Dealers Ltd.	India	62.35%	62.35%

2) Enterprises over which KMP exercises significant influence (within Group) :

- Kirtivardhan Finvest Services Ltd.
- Belvedere Gardens Limited

3) Post-employment benefit plan entities

- Ludlow Jute Co. Ltd. Provident Fund
- Ludlow Jute Employees' Gratuity Trust

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

4) Key Managerial Personnel (KMP):

Name	Designation
Mr R V Kanoria	Non Executive Chairman
Mr Tonmoy Bera (w.e. f. 01.02.2019)	Managing Director
Mr J. K. Bhagat	Director
Mr B. Choudhuri	Director
Mr Satish Kapur	Director
Mr B. K. Jalan	Director
Ms. Nayantara Palchoudhuri	Director
Mr. R K Gupta	Chief Financial Officer
Ms. Pratibha Jaiswal (w.e.f. 03.05.2019)	Company Secretary & Compliance Officer

5) Relatives of Key Managerial Personnel:

Mrs. Vaidehi Kanoria Daughter in law of Mr. R V Kanoria

b. Transactions during the year in the ordinary course of business :-

Particulars	Holding Co. & Enterprise having significant influence		Key Managerial Personnel and their relatives	
	2019-2020	2018-2019	2019-2020	2018-2019
Short Term Borrowings (Paid)/ Received (Net) -R.V. Investment & Dealers Ltd.	1,000.00	-	-	-
Interest on borrowings -R.V. Investment & Dealers Ltd."	26.63	-	-	-
Remuneration paid to Managing Director	-	-	66.65	91.33
Salary Paid to KMP other than Managing Director	-	-	24.04	21.43
Salary paid to relative of KMP	-	-	3.74	-
Payment against Lease and Maintenance charges (excluding GST)	99.69	52.06	-	-
Director Sitting Fees	-	-	9.38	8.86
Dividend Paid	108.43	144.58	0.18	0.23
Sale of Investments in Subsidiaries	-	156.33	-	-
Contributions made (including employees share & contribution)				
Ludlow Jute Co. Ltd. Provident Fund	713.53	666.61	-	-
Ludlow Jute Employees' Gratuity Trust	150.00	40.00	-	-

c. Balance Outstanding as at the balance sheet date:

Particulars	Holding Co. & Enterprise having significant influence		Key Managerial Personnel and their relatives	
	2019-2020	2018-2019	2019-2020	2018-2019
Short Term Borrowings (Paid)/ Received (Net) - R.V. Investment & Dealers Ltd.	1,023.23	-	-	-
Remuneration Payable to Managing Director	-	-	8.79	0.98
Remuneration payable to KMP other than Managing Director	-	-	1.79	-
Remuneration Payable to relative of KMP	-	-	1.12	-
Lease Liability and Maintenance charges payable (including GST) *	6.03	-	-	-
Security Deposit given (Asset)	8.77	8.77	-	-
Provident Fund Payable to above PF Trust	70.35	100.92	-	-

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

43. 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.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

- 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 2020	For the year ended 31st March 2019
A. Primary geographical markets		-
Within India	35,591.37	30,874.19
Overseas	5,890.40	5,978.57
Total	41,481.77	36,852.76
B. Major products		-
Jute products	41,481.77	36,852.76
Total	41,481.77	36,852.76
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 customer :

Particulars	As at 31st March, 2020	As at 31st March, 2019
Receivables, which are included in 'Trade and other receivables' (Refer Note - 12)	3,168.18	3,165.15
Contract assets	-	-
Contract liabilities (Refer Note - 26)	162.11	57.61
Total (Assets - Liabilities)	3,006.07	3,107.54

- d) **Other information** :

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
(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	57.61	Nil
(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 customers.

44. Leases**a) As Lessee**

Effective April 1, 2019, the Company has adopted Ind AS 116 to its leases using modified retrospective transition method. Accordingly, the comparative information for periods relating to earlier years is not restated. The lease liability is measured at the present value of remaining lease payments discounted using incremental borrowing rate at the date of initial application and right of use asset has been recognized at an amount equal to the lease liability plus prepaid rentals recognised in the Balance Sheet before the date of initial application, if any. Further, the Company has exercised the following practical expedient; (i) The Company has not reassessed whether a contract is, or contains, a lease at the date of initial application i.e. the contracts classified as leases as on March 31, 2019 as per Ind-AS 17 is treated as leases under Ind-AS 116 and not applying this standard to contracts that were not previously identified as containing a lease applying Ind AS 17. (ii) Leases for which the lease term ends within 12 months of the date of initial application have been accounted as short term leases.

Further refer Note 3.3: Significant Accounting Policies for detailed measurement and recognition principles on Leases.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 96.13 lakhs, and a lease liability of ₹ 94.27 lakhs. The effect of this adoption is insignificant on the profit / (loss) before tax, profit / (loss) for the period and earnings per share. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

financing activities on account of lease payments. The weighted average incremental borrowing rate applied to lease liabilities as at 1st April, 2019 is 8%. The changes in the carrying value of right of use (ROU) assets for the year ended 31st March, 2020 are disclosed in Note 5. Rental expense recorded for short-term leases or cancellable in nature was ₹ 0.77 lakh (P.Y. ₹ 18.99 lakhs) for the year ended 31st March, 2020 (Refer Note - 36).

Particulars	As at March 31, 2020
ROU balance at the beginning of the year	-
Opening balance reclassified on account of adoption of IndAS116	96.13
Additions	-
Amortisation cost accrued during the year	32.08
Deletions	-
ROU balance at the end of the year	64.05
Lease Liabilities at the beginning of the year	-
Opening balance reclassified on account of adoption of IndAS116	94.27
Additions	-
Interest cost accrued during the year	6.43
Payment of Lease Liabilities	(37.29)
Deletions	-
Lease Liabilities at the end of the year	63.41
Current Lease Liabilities	4.88
Non-Current Lease Liabilities	58.53
Total Lease Liabilities	63.41

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 ₹ 27.36 Lakhs during the year (P.Y. ₹ 26.87 Lakhs).

45. 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 2020	For the Year ended 31st March 2019
Gross amount required to be spent by the Company during the year	10.46	14.95
Provision made in relation to CSR expenditure	4.41	0.12

b) Amount Spent during the year on:

Sl. No.	Particulars	For the Year ended 31st March 2020			For the Year ended 31st March 2019		
		In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
I	Construction/Acquisition of any asset	-	-	-	-	-	-
II	On purposes other than (I) above	19.64	4.41	24.05	8.31	0.12	8.43

46. 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.

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

47. Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006, to the extent ascertained as on 31st March, 2020 were as follows:

Sl. No.	Particulars	As at March 31, 2020	As at March 31, 2019
(i)	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each financial year.	41.55	-
(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.	-	-
(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.	-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.33	-
(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.	-	-

48. 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 its 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.

	As at March 31, 2020	As at March 31, 2019
Quantitative data		
Debt Equity ratio	0.59	0.47

49. 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, 2020			As at March 31, 2019		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
Financial Assets (Non Current)						
(i) Investments						
- In Equity Instruments	4.89	-	-	6.29	-	-
(ii) Loans - Security Deposit	-	-	93.29	-	-	27.96
Total (a)	4.89	-	93.29	6.29	-	27.96
Financial Assets (Current)						
(i) Trade Receivables	-	-	3,168.18	-	-	3,165.15
(ii) Cash & Cash Equivalents	-	-	18.38	-	-	27.01
(iii) Other Bank Balances	-	-	95.81	-	-	121.13
(iv) Other Financial Assets	-	-	220.74	-	-	311.69
Total (b)	-	-	3,503.11	-	-	3,624.98
Total Financial assets (a+b)	4.89	-	3,596.40	6.29	-	3,652.94

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Liabilities (Non-Current)				
(i) Borrowings	-	1,860.59	-	1,938.62
Total (a)	-	1,860.59	-	1,938.62
Financial Liabilities (Current)				
(i) Borrowings	-	7,320.46	-	5,482.81
(ii) Trade Payables	-	5,025.79	-	3,800.02
(iii) Other Financial Liabilities	1.25	1,447.61	1.49	959.51
Total (b)	1.25	13,793.86	1.49	10,242.34
Financial Liabilities (a+b)	1.25	15,654.45	1.49	12,180.96

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 2020		As at March 31, 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Loans -Security Deposits	93.29	93.29	27.96	27.96
Trade Receivables	3,168.18	3,168.18	3,165.15	3,165.15
Cash and Cash Equivalents	18.38	18.38	27.01	27.01
Other Bank Balances	95.81	95.81	121.13	121.13
Other Financial Assets	220.74	220.74	311.69	311.69
Total Financial Assets	3,596.40	3,596.40	3,652.94	3,652.94
Financial Liabilities				
Long Term Borrowings	1,860.59	1,860.59	1,938.62	1,938.62
Short Term Borrowings	7,320.46	7,320.46	5,482.81	5,482.81
Trade Payables	5,025.79	5,025.79	3,800.02	3,800.02
Other Financial Liabilities	1,447.61	1,447.61	959.51	959.51
Total Financial Liabilities	15,654.45	15,654.45	12,180.96	12,180.96

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:

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

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.

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, 2020			
Investment in Unquoted Equity Shares	-	-	-
Investment in Quoted Equity Shares	4.89	-	-
Forward Exchange Forward Contract (MTM)	-	(1.25)	-
As at 31st March, 2019			
Investment in Unquoted Equity Shares	-	-	0.02
Investment in Quoted Equity Shares	6.27	-	-
Forward Exchange Forward Contract (MTM)	-	(1.49)	-

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

Particulars	As at March 31, 2020			As at March 31, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets (Non Current)						
(i) Security Deposit	-	-	93.29	-	-	27.96
Total (a)	-	-	93.29	-	-	27.96
Financial Assets (Current)						
(i) Trade Receivables	-	-	3,168.18	-	-	3,165.15
(ii) Cash & Cash Equivalents	-	-	18.38	-	-	27.01
(iii) Other Bank Balances	-	-	95.81	-	-	121.13
(iv) Other Financial Assets	-	-	220.74	-	-	311.69
Total (b)	-	-	3,503.11	-	-	3,624.98
Total Financial assets (a+b)	-	-	3,596.40	-	-	3,652.94

Particulars	As at March 31, 2020			As at March 31, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Liabilities (Non-Current)						
(i) Borrowings	-	-	1,860.59	-	-	1,938.62
Total (a)	-	-	1,860.59	-	-	1,938.62
Financial Liabilities (Current)						
(i) Borrowings	-	-	7,320.46	-	-	5,482.81
(ii) Trade Payables	-	-	5,025.79	-	-	3,800.02
(iii) Other Financial Liabilities	-	-	1,447.61	-	-	959.51
Total (b)	-	-	13,793.86	-	-	10,242.34
Financial Liabilities (a+b)	-	-	15,654.45	-	-	12,180.96

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

During the year ended 31st March 2020 and 31 March 2019, 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

50. 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, 2020						
Borrowings -Non Current Portion	-	-	-	1,860.59	-	1,860.59
Borrowings - Current Portion	5,434.16	1,886.30	-	-	-	7,320.46
Trade payables	5,025.79	-	-	-	-	5,025.79
Other Current financial liabilities	146.27	561.05	252.21	-	-	959.53
Current Maturities of Long Term Debt	-	107.50	349.50	-	-	457.00
Trade & Security Deposit	32.33	-	-	-	-	32.33
Total	10,638.55	2,554.85	601.71	1,860.59	-	15,655.70
As at 31 March, 2019						
Borrowings -Non Current Portion	-	-	-	1,938.62	-	1,938.62
Borrowings - Current Portion	3,404.21	2,078.60	-	-	-	5,482.81
Trade payables	3,800.02	-	-	-	-	3,800.02
Other current financial liabilities	91.08	559.11	261.83	-	-	912.02
Current Maturities of Long Term Debt	-	15.92	15.07	-	-	30.99
Trade & Security Deposit	17.99	-	-	-	-	17.99
Total	7,313.30	2,653.63	276.90	1,938.62	-	12,182.45

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

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.

- 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, 2020					
	USD	INR	EUR	INR	GBP	INR
Financial Assets						
Trade Receivables	401,689	302.83	20,527	17.05	49,264	45.86
Financial Liabilities						
Buyers Credits	-	-	-	-	-	-
Trade Payables & Others	-	-	-	-	-	-
(Net Exposure)/Exposure in foreign currency	401,689	302.83	20,527	17.05	49,264	45.86

Particulars	As at 31st March, 2019					
	USD	INR	EUR	INR	GBP	INR
Financial Assets						
Trade Receivables	174,146	88.93	13,232	10.32	623	0.58
Financial Liabilities						
Buyers Credits	51,061	39.14	-	-	-	-
Trade Payables & Others	-	-	-	-	-	-
(Net Exposure)/Exposure in foreign currency	(123,085)	(54.79)	13,232	10.32	623	0.58

Hedged Foreign Currency Exposure

Particulars	As at 31st March, 2020					
	USD	INR	EUR	INR	GBP	INR
Derivative Assets						
Forward Contract against Trade Receivable	333,376	241.84	37,934	31.37	-	-
Derivative Liabilities						
	-	-	-	-	-	-
(Net Exposure)/Exposure in foreign currency	333,376	241.84	37,934	31.37	-	-

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

Particulars	As at 31st March, 2019					
	USD	INR	EUR	INR	GBP	INR
Derivative Assets						
Forward Contract against Trade Receivable	676,034	478.74	33,702	27.20	-	-
Derivative Liabilities						
(Net Exposure)/Exposure in foreign currency	676,034	478.74	33,702	27.20	-	-

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 2020			31st March 2019		
	Sensitivity Analysis	Impact On		Sensitivity Analysis	Impact On	
		Profit before Tax	Other Equity		Profit before Tax	Other Equity
USD Sensitivity (Increase)	5%	15.14	10.93	5%	2.74	1.82
USD Sensitivity (Decrease)	5%	(15.14)	(10.93)	5%	(2.74)	(1.82)
EUR Sensitivity (Increase)	5%	0.85	0.62	5%	0.52	0.34
EUR Sensitivity (Decrease)	5%	(0.85)	(0.62)	5%	(0.52)	(0.34)
GBP Sensitivity (Increase)	5%	2.29	1.66	5%	0.03	0.02
GBP Sensitivity (Decrease)	5%	(2.29)	(1.66)	5%	(0.03)	(0.02)

- 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, 2020	As at 31st March, 2019
Fixed Rate Instruments		
Financial Assets	33.80	56.00
Financial Liabilities	1,000.00	-
Variable Rate Instruments		
Financial Assets	-	-
Financial Liabilities	8,638.05	7,452.42

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 2020			31st March 2019		
	Sensitivity Analysis	Impact On		Sensitivity Analysis	Impact On	
		Profit before Tax	Other Equity		Profit before Tax	Other Equity
Interest Rate (Increase)	+100	(86.38)	(62.35)	+100	(74.52)	(49.65)
Interest Rate (Decrease)	-100	86.38	62.35	-100	74.52	49.65

NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

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.

Exposure to other market price risk

Particulars	As at 31st March, 2020	As at 31st March, 2019
Investment in Equity Instruments	4.89	6.27

Sensitivity Analysis

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

Particulars	31st March 2020			31st March 2019		
	Sensitivity Analysis	Impact On		Sensitivity Analysis	Impact On	
		Profit before Tax	Other Equity		Profit before Tax	Other Equity
Market Rate (Increase)	+10%	0.49	0.35	+10%	0.63	0.42
Market Rate (Decrease)	-10%	(0.49)	(0.35)	-10%	(0.63)	(0.42)

51. Effect of COVID-19

Management believes that it has taken into account all the possible impact of known events till the date of approval of its financial statements arising from COVID-19 pandemic in the preparation of the financial results. Management is of the view that considering the nature of its business operations, existing customer and supplier relationships and its market position, impact on its business operations, if any, arising from COVID-19 pandemic is not expected to be significant. The impact of COVID-19 pandemic may be different from that estimated as at the date of approval of these financial results.

52. 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 **JKVS & 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 15th day of June, 2020

R. K. Gupta

Chief Financial Officer

Pratibha Jaiswal

Company Secretary

Tonmoy Bera

Managing Director

DIN - 08342972

R. V. Kanoria

Non-Executive Chairman

DIN - 00003792



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