



**ntc industries limited**  
(An ISO 9001-2008 Company)

**ANNUAL REPORT 2018-19**

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

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Mr. Upmanyu Pathak**

*Managing Director*

**Mr. Gaurav Somani**

*Non Executive & Independent Director*

**Mr. Amar Chand Baid**

*Non Executive & Independent Director*

**Ms. Vembi Krishnamurthy Radha**

*Non Executive Director*

### CHIEF FINANCIAL OFFICER

**Mr. Prem Chand Khator**

### COMPANY SECRETARY & COMPLIANCE OFFICER

**Mr. Sunil Kumar Varma**

### AUDITORS

**Statutory Auditors**

**M/s VKR & Associates**

**(Firm Registration No.: 320323E)**

**Chartered Accountants**

**Martin Burn House.**

**1, R.N. Mukherjee Road**

**3<sup>rd</sup> Floor, Suit No. 312**

**Kolkata -700 001**

**Internal Auditors**

**M/s Garg Narendra & Co.**

**(Firm Registration No.: 323694E)**

**Martin Burn House,**

**1, R.N. Mukherjee Road,**

**3<sup>rd</sup> Floor, R.No. 305A,**

**Kolkata-700 001,**

### BANKERS

**Axis Bank**

**Oriental Bank of Commerce**

**Corporation Bank**

**Kotak Mahindra Bank**

**State Bank of India**

### REGISTRAR & SHARE TRANSFER AGENT

**M/s Niche Technologies**

**Private Limited**

### SOLICITORS

**Mr. Dipayan Choudhury**

**Advocates**

### REGISTERED OFFICE

**149, B.T. Road, P.O.-Kamarhati,**  
**Kolkata – 700 058**

**Ph: +91 7595046813**

**Email id: investors@ntcind.com**

**Website: www.ntcind.com**

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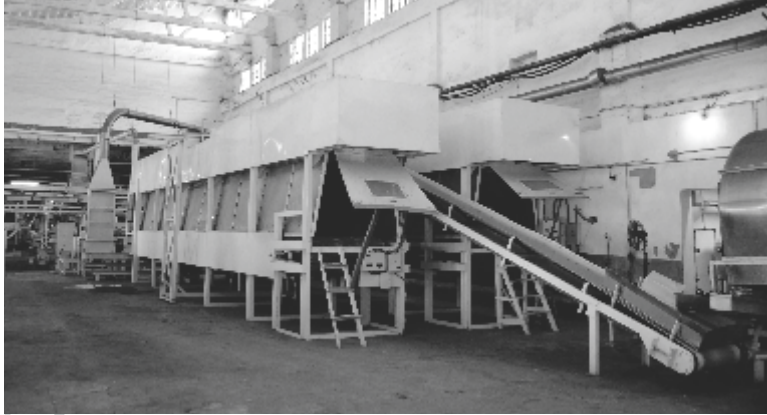
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**FINANCIAL SECTION**



Manufacturer and  
supplier of  
cigarettes in India  
and overseas.



# ABOUT US

**ntc industries Ltd.** is one of the oldest manufacturer of cigarettes in India. On September 1931 the company was incorporated as National Tobacco Company of India Ltd. In 1994 RDB Industries Ltd. purchased the asset and goodwill of the company and latter become to be known as **ntc industries Limited**.

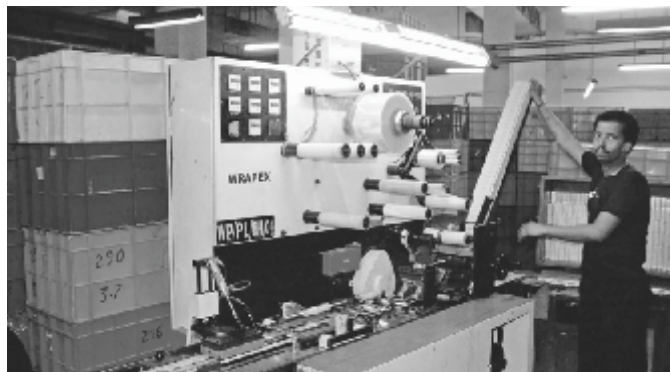
**ntc** is one of the few companies in India having license to manufacture cigarettes.

The company has a solid foundation with visionary Leadership from the Board of Members who are supported by experienced and dedicated professionals, the best talents in their respective fields, who have helped to achieve optimum efficiency in cigarettes manufacturing, marketing & export.

**ntc** is prominent among cigarettes manufacturer in India with a wide range of brands. **ntc** has a presence in all segment of market. **ntc's** popular portfolio of brands include Regent, Cool, No.10, Maypole, Jaipur, General. **ntc** is the market leader of 'roll-your-own-tobacco' (Prince Henry) in India. The company pioneered the introduction of 84 mm King Size filter cigarettes, mentholated cigarettes in India.

**ntc** has a modern PMD for tobacco processing of any blend type-Virginia or American. We can make and develop finest blends to suit customer choice.

**ntc's** SMD for making & packing is well equipped with full range of modern machineries to produce quality cigarettes as well as excellent finished packets in conformation to International Standards.



**ntc** exports cigarettes to South America, African Countries and Middle East Countries.

**ntc** also undertakes contract for manufacture and deliver products blended and packaged to very exact specification of the customers.

**ntc** has won recognition for excellence in quality at various forums including the World Tobacco Products Contest in Brussels, Rotterdam, Amsterdam, Paris and Luxemburg.

**ntc**, in the past, produced brands like Rothmans King Size, Oxford King, under license from Rothmans of Pall Mall.

**ntc** had an agreement in past with Samporna Asia pte. of Indonesia to import and distribute Exclusive' brand of clove cigarettes in India.

The company is working with single minded focus on continuous value creation for customer, through R&D in creating quality blends, maintaining consistent quality with state of the art manufacturing technology. **ntc** has consistently maintained quality parameters with the Product Quality Rating System.

# DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasures in presenting the 28<sup>th</sup> Annual Report together with the Audited Statements of Accounts for the financial year ended 31<sup>st</sup> March 2019.

## Financial Highlights

The financial results of the Company during the year are given below:

(₹ in Lacs)

Particulars	Standalone		Consolidated	
	Financial Year 2018-2019	Financial Year 2017-2018	Financial Year 2018-2019	Financial Year 2017-2018
1.a) Income from operations	1169.01	1615.48	2213.47	2568.96
b) Other income	943.52	458.81	993.71	463.30
2. Expenses	1582.24	1787.11	1729.04	1961.43
<b>Profit/(Loss) before interest and depreciation</b>	<b>530.29</b>	<b>287.18</b>	<b>1478.14</b>	<b>1070.83</b>
Less: a) Finance Cost	31.45	36.54	178.76	225.33
b) Depreciation	49.40	49.57	188.91	188.88
<b>Profit/ (Loss) before Exceptional Items</b>	<b>449.44</b>	<b>201.07</b>	<b>1110.47</b>	<b>656.62</b>
Add: Exceptional Items	-	189.45	-	189.45
<b>Profit/ (Loss) before taxation</b>	<b>449.44</b>	<b>11.62</b>	<b>467.17</b>	<b>467.17</b>
Less:- Provisions for current tax, deferred tax and tax adjustments for earlier years	93.00	(1.33)	248.62	98.67
<b>Profit/ (Loss) After Tax</b>	<b>356.44</b>	<b>12.95</b>	<b>861.85</b>	<b>368.50</b>
<b>Add:</b> Balance brought forward from last year	1678.14	1665.19	2724.76	2356.26
<b>Less:</b> Amount transferred to Reserves	--	--	--	--
<b>Balance carried to the Balance Sheet</b>	<b>2034.58</b>	<b>1678.14</b>	<b>3586.61</b>	<b>2724.76</b>

## Dividend

In order to conserve existing resources of the Company, your directors do not recommend any dividend for the financial year 2018-19.

## Reserves

The Company has not proposed any transfer to its Reserves.

## Review of operations

During the year under review, your company has PBT of Rs. 449.44 Lacs as compared to Profit of Rs. 11.62 Lacs in the previous year. Your Company's total turnover from business has decreased to Rs.1135.39 Lacs as compared to Rs. 1506.48 Lacs in the previous year. This reduction in turnover was much due to the applicability of GST w.e.f 1<sup>st</sup> of July, 2017 due to which the Company has shown turnover figures net of GST whilst the earlier figures were including of excise duty.

**Change in nature of business, if any**

During the year, there was no change in the nature of business of the Company.

**Changes in Share Capital**

The paid-up Equity Share Capital of the Company as at 31st March, 2019 stood at Rs. 1075 Lacs. During the year under review there has been no change in the share capital of the Company.

**Subsidiaries, Joint Ventures & Associate Companies**

As on 31<sup>st</sup> March, 2019, your company has 4 wholly owned subsidiaries. During the financial year under review none of the companies have become or ceased to be Subsidiaries, Joint Venture or Associate Company.

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared a Consolidated Financial Statement of the Company and all of its subsidiaries which is forming part of the Annual Report.

The Annual accounts of the subsidiary will be kept at the Registered Office of the Company and also at the Registered Office of the subsidiary companies and will be available to the investors seeking information at any time during the working hours of the Company except Saturday. Further as per section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of the subsidiaries are available at our website. The Company does not have any Joint Venture or Associate company.

Pursuant to proviso to Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the consolidated financial statements of the Company.

Pursuant to Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as "the Listing Regulations") the Company has formulated a Policy on Material Subsidiary and the same is available on the website of the Company at the link: [http://www.ntcind.com/pdf/Secretarial-Documents/ntc\\_Policy\\_on\\_Material\\_Subsiary.pdf](http://www.ntcind.com/pdf/Secretarial-Documents/ntc_Policy_on_Material_Subsiary.pdf).

Further as per section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and the annual audited accounts of each of the subsidiaries are available at our website at [www.ntcind.com](http://www.ntcind.com).

**Directors:****A. Details of Directors and Key Managerial Personnel****Appointment of Independent Directors:**

At the 27<sup>th</sup> AGM of the Company, Mr. Gaurav Somani (DIN: 06368949) and Mr. Amar Chand Baid (DIN: 07741980) were re-appointed as Independent Directors of the Company for a term of five consecutive years w.e.f. 1st April, 2019 to hold office till 31st March, 2024 and Mr. Sumit Banthiya (DIN: 06698295) has been inducted as the new Independent Director to hold office till 5<sup>th</sup> January, 2023. However, Mr. Sumit Banthiya resigned from the directorship on 9<sup>th</sup> April, 2019.

The Independent Directors have given their consent to be re-appointed and have furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

**Statement On Declaration Given By Independent Directors Under Sub- Section (6) Of Section 149:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 ("Listing Regulations").

**Key Managerial Personnel:**

During the year under review, there is no change in the Key Managerial Personnel of the Company. Mr. Upmanyu Pathak (DIN: 06563100) has been appointed as the Managing Director of the Company w.e.f 09.11.2017 for a period of 3 (Three) year with the approval of members in the 27<sup>th</sup> Annual General Meeting of the Company.

**Retirement By Rotation:**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of your Company, Mr. Upmanyu Pathak (06563100) is due to retire by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

A brief resume of the Director being reappointed as required under Regulation 36(3) of the Listing Regulations forms a part of the Notice convening the ensuing AGM.

**B. Nomination & Remuneration Policy**

The Board of Directors have framed a policy which lays down a framework in relation to appointment, remuneration and other matters provided in Section 178(3) of the Act for Directors, Key Managerial Personnel and senior Management Personnel of the Company. The same has been available at our website at [www.ntcind.com](http://www.ntcind.com).

**C. Board evaluation**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed under Listing Regulations. The performance of the Board was evaluated after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the performance of the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors held on 30.03.2019, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

The Directors expressed their satisfaction over the evaluation process and results thereof.

**D. Familiarisation Programme:**

The Company has devised a programme for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters and the same has been put up on the website of the Company.

## **Committees**

### **Audit Committee**

The composition and terms of reference of the Audit Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report. Details relating to number of Audit Committee Meetings held, dates of Meeting indicating the number of meetings attended by each Member are also given in the Corporate Governance Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

### **Nomination and Remuneration Committee**

The composition and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report. Details relating to number of Nomination and Remuneration Committee Meetings held, dates of Meeting indicating the number of meetings attended by each Member are also given in the Corporate Governance Report.

### **Share Transfer cum Stakeholders Relationship Committee**

The composition and terms of reference of the Share transfer cum Stakeholders Relationship Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report. Details relating to number of Share Transfer cum Stakeholders Relationship Committee Meetings held, dates of Meeting indicating the number of meetings attended by each Member are also given in the Corporate Governance Report.

## **Auditors and Explanation to Auditor's Remarks**

### **Statutory Audit**

M/s. VKR & Associates, Chartered Accountants (Firm Registration No. 320323E), the Statutory Auditor of your Company have conducted the Statutory audit of the Company for the financial year 2018-19. The Independent Auditors Report for the financial year ended 31st March, 2019 forms a part of this Annual Report.

The Company is pleased to inform that there is no qualification / reservation / adverse remark made by the Statutory Auditors in their report.

No frauds were reported by auditors under sub-section (12) of section 143 of the Act.

### **Statutory Auditors**

Your Company's Auditors, M/s VKR & Associates, Chartered Accountants (Firm registration No 320323E), were appointed as the Statutory Auditors from the conclusion of this 26<sup>th</sup> Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company subject to ratification by members every year. The Company has received a certificate from the Auditor under section 141 of the Companies Act 2013 to the effect that they are eligible to continue as Statutory Auditors of the Company.

Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM has been done away with. Accordingly, no such item has been considered in notice of the 28<sup>th</sup> AGM.

The Auditors' Report to the shareholders for the year under review does not contain any qualifications or adverse remarks. The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

### **Secretarial Auditors**

The Board has appointed Mr. Ram Mohan Goenka of M/s MR & Associates, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith marked as annexure "A" to this Report.

## **Explanation to the Observation raised in the Secretarial Audit Report**

The Secretarial Audit Report contains the following observations:

### **Observation:**

- a) Suit had been filed by shareholders of the Company in Sealdah Civil & Criminal Court against Resolution passed in pursuance of Section 180(1)(a) and 180(1)(b) of the Companies Act, 2013 and the matter is subjudice.

### **Boards' Reply:**

- a) On 05.01.2015 some minority shareholders have filed a suit against the Company in the court of Learned Fourth Civil Judge (Junior Division) at Sealdah, West Bengal. The Company has filed its objection and reply and the matter is still subjudice in the court,

### **Extract of the Annual Return**

The details forming part of the extract of Annual Return in form MGT-9 as required under section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management & Administration) Rules, 2014 is annexed hereto as annexure "B".

### **Number of meetings of the Board of Directors**

During the financial year 2018-19, 7 (Seven) Board Meetings were held, details of which are given in the Corporate Governance Report. Details relating to dates of Board Meeting indicating the number of meetings attended by each Director are also given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

### **Directors' Responsibility Statement**

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) and 134(5) of the Companies Act, 2013.

- (a) in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and the statement of profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Particulars of Loan, Guarantees and Investments under Section 186**

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the notes to standalone financial statement.

## **Particulars of Contracts or Arrangements with Related Parties**

All contracts / arrangements / transactions entered into by the Company during the financial year with Related Parties as defined under the Companies Act, 2013 and Listing Regulations were in the ordinary course of business and on an arm's length basis.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on related party transactions, i.e., there were no transactions exceeding ten percent of the annual turnover as per the last audited financial statements, entered into during the year. Accordingly, the disclosure required under section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not applicable to your Company

Further, there are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other Designated Persons which may have a potential conflict with the interest of the Company at large. The details of related party transactions are disclosed and set out in Note 2.34 to the Standalone Financial Statements forming part of this Annual Report

Your Company has framed a Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board. The same can be accessible on the Company's website at [http://www.ntcind.com/pdf/Secretarial-Documents/ntc\\_Policy\\_on\\_Related\\_Party\\_Transactions.pdf](http://www.ntcind.com/pdf/Secretarial-Documents/ntc_Policy_on_Related_Party_Transactions.pdf).

## **Management Discussion and Analysis**

A separate report on Management Discussion and Analysis containing a detailed analysis of the Company's performance as per Regulation 34 of the Listing Regulations is annexed hereto.

## **Corporate Governance**

A separate report on Corporate Governance along with the Certificate from the Auditors of the Company, as required by Regulation 34(3) of the Listing Regulation for its due compliance is annexed hereto, forming part of this Annual Report.

A certificate of the CEO and CFO of the Company in terms of Regulation 17(8) of Listing Regulations, *inter alia*, confirming the correctness of the financial statement, adequacy of the internal control measures and reporting of the matters to the Audit Committee is also annexed.

## **Material Changes and Commitments Affecting the Financial Position of the Company**

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

## **Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo**

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are provided in annexure "C" to this Report.

## **Risk Management Policy**

Your Company has developed and implemented a Risk Management framework which consist of Plan & Policies pursuant to requirement of the provisions of the Companies Act, 2013 read with provisions of the Listing Regulations.

In this ever changing economic environment, your company is exposed to various risks such as market risk, financial risk, liquidity risk, principally interest rate risk, credit risk and risks associated with the economy, regulations, competition among others. The aforesaid Risk Management framework helps in identifying, assessing, monitoring and mitigation of various risks to key business objectives. The Audit Committee of the company oversee and evaluate overall risk management framework which is periodically reviewed by the Board of Directors to ensure that the executive management controls the risk as per decided policy.

The risk management issues are discussed in detail in the Management Discussion and Analysis.

### **Adequacy of Internal Financial Controls**

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of operations. These systems are routinely tested and certified by Statutory as well as Internal Auditor and cover all offices, factories and key business areas. Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

### **Policy On Prevention Of Insider Trading**

Your Company has adopted a "Code of Practice & Procedure for Fair Disclosure" as envisaged under SEBI (Prohibition of Insider Trading) Regulations, 2015 with a view to Regulate trading in equity shares of the Company by the Directors and Designated Employees of the Company. The said Code is available on the website of the Company at the link: [http://www.ntcind.com/pdf/Secretarial-Documents/ntc\\_Code\\_of\\_Practices.pdf](http://www.ntcind.com/pdf/Secretarial-Documents/ntc_Code_of_Practices.pdf).

### **Vigil Mechanism**

The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the Listing Regulations with stock exchanges and it can be accessed at the website. No personnel has been denied access to the Audit Committee. The Whistle Blower Policy also provides for adequate safeguards against victimization of persons who use such mechanism and is also available at the Company's website at the link [http://www.ntcind.com/pdf/Secretarial-Documents/ntc\\_Vigilance\\_Mechanism.pdf](http://www.ntcind.com/pdf/Secretarial-Documents/ntc_Vigilance_Mechanism.pdf).

### **Human Resources**

Your Company believes in best HR practices by providing its employees a world class working environment, giving them equal opportunities to rise and grow. We continue to implement the best of HR policies so as to ensure that talent retention is ensured at all levels. Employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company during the year.

### **Particulars Of Employees**

Details pursuant to section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Report and are annexed herewith as annexure "D".

None of the employees of the Company is in receipt of remuneration exceeding the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **Health, Safety and Environmental Protection**

Your Company has complied with all the laws applicable to the Company. The Company has been complying with relevant laws and has been taking all necessary measures to protect the environment and maximize

### **Deposits**

The Company has not invited or accepted deposits from the public covered under Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

### **Details of Significant & Material Orders Passed By The Regulators or Courts or Tribunal**

There was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

### **Disclosures Under Sexual Harassment of Women At Workplace (Prevention, Prohibition & Redressal) Act, 2013**

An Internal Complaints Committee has been constituted under the Anti Sexual Harassment Policy approved by the Board of Directors of the Company, which provides a forum to all female personnel to lodge complaints (if any) therewith for redressal.

Your directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### **Acknowledgements**

*Your Directors wish to place on record their deep sense of appreciation to the shareholders, bankers, business associates, retailers, suppliers, customers, government and other regulatory agencies for their continued support and faith in the Company. Your Board is grateful to the Independent Directors for their valuable contributions. All of them despite other business exigencies have shared their rich experience and knowledge with the management to take your Company forward. Your Directors are also wish to place on record their appreciation for the whole-hearted co-operation, dedication, commitment and contribution made by all the employees and look forward to their continued support. Inspired by this vision, driven by values and powered by internal vitality, your Directors look forward to the future with confidence and stand committed to creating an even brighter future for all stakeholders.*

For & on behalf of the Board

Upmanyu Pathak  
Managing Director

Gaurav Somani  
Director

Place: Kolkata  
Date: 28<sup>th</sup> May, 2019

*MR & Associates*  
Company Secretaries  
46, B. B. Ganguly Street,  
Kolkata-700012  
Mobile No: 9831074332

Form No. MR - 3

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019

*[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,  
**NTC INDUSTRIES LIMITED**  
149, B.T.Road, Kamarhati  
Kolkata- 700058

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NTC INDUSTRIES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts with statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 ('the Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

- a. The Companies Act, 2013 (the Act), amendment and the rules made thereunder;
- b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- iii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations/ guidelines/ circulars as may be issued by SEBI from time to time to the extent applicable.

I further report that, there were no actions/ events in pursuance of:

- a. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- c. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- e. 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;
- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and,
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We further report that after considering the Compliance system prevailing in the Company and on the basis of the relevant records and documents as maintained and having relied upon the representation made by the Management, the following laws are specifically applicable to the Company;

- (a).....Tobacco Board Act, 1975
- (b).....Tobacco Cess Act, 1975
- (c).....Cigarettes and Other Tobacco Products (Prohibition of Advertisement and Regulation of Trade and Commerce, Production, Supply and Distribution) Act, 2003 (COPTA)

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India, to the extent amended and notified from time to time.
- (ii) The Listing Agreements entered into by the Company with Calcutta Stock Exchange Limited and BSE Limited.

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

- i. A suit had been filed by shareholders of the Company in Sealdah Civil & Criminal Court against Resolution passed in pursuance of Section 180(1) (a) and 180(1) (b) of the Companies Act, 2013 and the matter is subjudice.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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 detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

**We further report that**

- (a) The company has submitted the Annual report in hard copy to the stock exchange on 01.11.2018 and due to this the Company received a letter from BSE for imposing fine and certain other actions as per BSE Letter dated 16.11.2018 for Non-Submission of Annual Report to Stock Exchange as required under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and then the Annual report was uploaded on the BSE Portal on 01.12.2018.
- (b) The Company has submitted the Reconciliation of Share Capital Audit Report for Quarter ended June 30, 2018 to Stock Exchange on 01.08.2019.
- (c) The Company has disclosed the Outcome of Board Meetings of 29.05.2018 and 13.02.2019 to the Stock Exchange (BSE), 57 minutes and 28 minutes late from the closure of the meeting respectively.

**For MR & Associates  
Company Secretaries**

**Place: Kolkata  
Date: 28<sup>th</sup> May, 2019**

**Partner  
C P No.:5603**

*MR & Associates*  
Company Secretaries  
46, B. B. Ganguly Street,  
Kolkata-700012  
Moblie No: 9831074332  
Email : [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com)

**“ANNEXURE – A”**  
**(TO THE SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019)**

To,  
The Members  
NTC INDUSTRIES LIMITED  
149, B.T.Road, Kamarhati  
Kolkata- 700058

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

1. Maintenance of Secretarial Records 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 where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever 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 and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For M R & Associates**  
**Company Secretaries**

**Partner**  
**C P No.:5603**

**Place : Kolkata**  
**Date: 28<sup>th</sup> May, 2019**

**FORM - MGT 9**  
**EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2019**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.**

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	L70109WB1991PLC053562
2	Registration Date	15/11/1991
3	Name of the Company	NTC INDUSTRIES LIMITED
4	Category/Sub-category of the Company	Company Limited by shares / Indian Non-Government Company
5	Address of the Registered office & contact details	149, B.T. Road, Kamarthati, Kolkata - 700058, Tele : +91 75950 46813 e-mail : investors@ntcind.com Website : www.ntcind.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Niche Technologies Pvt Ltd (Registrar & Share Transfer Agent) 3A, Auckland Place, 7th Floor Room No.7A & 7B, Kolkata – 17 Phone No. 033-2280-6616/6617/6618 e-mail: nichetechpl@nichetechpl.com Contact Person – Mr. S. Abbas (Sr. Manager – Systems)

<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of cigarettes, cigarette tobacco	12003	40.95%
2	Other credit granting	64920	21.73%

<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares	Applicable Section
1	NTCIL INFRASTRUCTURE PRIVATE LTD	U70102WB2014PTC203292	WHOLLY OWNED SUBSIDIARY	100	2(87)
2	NTCIL REAL ESTATE PRIVATE LTD	U70102WB2014PTC203294	WHOLLY OWNED SUBSIDIARY	100	2(87)
3	NTCIL REALTY PRIVATE LTD	U70102WB2014PTC203293	WHOLLY OWNED SUBSIDIARY	100	2(87)
4	NTCIL SILIGURI ESTATE PRIVATE LTD	U70102WB2014PTC203295	WHOLLY OWNED SUBSIDIARY	100	2(87)

#### 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 [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	40,01,447	-	40,01,447	37.223	40,04,947	-	40,04,947	37.255	0.03
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	32,51,752	-	32,51,752	30.249	32,51,752	-	32,51,752	30.249	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	<b>72,53,199</b>	<b>-</b>	<b>72,53,199</b>	<b>67.472</b>	<b>72,56,699</b>	<b>-</b>	<b>72,56,699</b>	<b>67.504</b>	<b>0.03</b>
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL (A)</b>	<b>72,53,199</b>	<b>-</b>	<b>72,53,199</b>	<b>67.472</b>	<b>72,56,699</b>	<b>-</b>	<b>72,56,699</b>	<b>67.50</b>	<b>0.03</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	1,900	1,900	0.018	-	1,900	1,900	0.018	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>1,900</b>	<b>1,900</b>	<b>0.018</b>	<b>-</b>	<b>1,900</b>	<b>1,900</b>	<b>0.018</b>	<b>-</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	8,11,311	45,500	8,56,811	7.970	8,27,070	45,500	8,72,570	8.117	0.147
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	12,62,741	2,70,395	15,33,136	14.262	11,73,129	2,68,845	14,41,974	13.41	(0.85)
ii) Individual shareholders holding nominal share capital upto Rs. 1 lakh	8,95,946	19,500	9,15,446	8.516	10,61,850	19,500	10,81,350	10.06	1.54
c) Others (specify)									
Non Resident Indians	59,820	-	59,820	0.556	27,897	-	27,897	0.26	(0.30)
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	1,29,688	-	1,29,688	1.206	67,610	-	67,610	0.63	(0.58)
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>31,59,506</b>	<b>3,35,395</b>	<b>34,94,901</b>	<b>32.51</b>	<b>31,57,556</b>	<b>3,33,845</b>	<b>34,91,401</b>	<b>32.48</b>	<b>(0.03)</b>
<b>Total Public (B)</b>	<b>31,59,506</b>	<b>3,37,295</b>	<b>34,96,801</b>	<b>32.53</b>	<b>31,57,556</b>	<b>3,35,745</b>	<b>34,93,301</b>	<b>32.50</b>	<b>(0.03)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>1,04,12,705</b>	<b>3,37,295</b>	<b>1,07,50,000</b>	<b>100.00</b>	<b>1,04,14,255</b>	<b>3,35,745</b>	<b>1,07,50,000</b>	<b>100.00</b>	<b>0.00</b>

##### (ii) Shareholding of Promoter

SN	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	ANKUR CONSTRUCTIONS PVT LTD.	3,75,000	3.488	-	3,75,000	3.488	-	-
2	KHATOD INVESTMENTS AND FINANCE COMPANY L	9,21,225	8.570	-	9,21,225	8.570	-	-
3	LOKA PROPERTIES PVT LIMITED	12,39,405	11.529	-	12,39,405	11.529	-	-
4	SHEETAL DUGAR	19,33,424	17.985	-	19,33,424	17.985	-	-
5	VINOD DUGAR	20,68,023	19.237	-	20,71,523	19.270	-	(0.03)
6	YMS FINANCE PRIVATE LIMITED	7,16,122	6.662	-	7,16,122	6.662	-	-
	<b>TOTAL</b>	<b>72,53,199</b>	<b>67.472</b>	<b>-</b>	<b>72,56,699</b>	<b>67.504</b>	<b>-</b>	<b>(0.033)</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>ANKUR CONSTRUCTIONS PVT LTD.</b>				
	a) At the Beginning of the Year	375000	3.488		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			375000	3.488
2	<b>KHATOD INVESTMENTS AND FINANCE COMPANY L</b>				
	a) At the Beginning of the Year	921225	8.570		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			921225	8.570
3	<b>LOKA PROPERTIES PVT LIMITED</b>				
	a) At the Beginning of the Year	1239405	11.529		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			1239405	11.529
4	<b>SHEETAL DUGAR</b>				
	a) At the Beginning of the Year	1933424	17.985		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			1933424	17.985
5	<b>VINOD DUGAR</b>				
	a) At the Beginning of the Year	2068023	19.237		
	b) Changes during the year				
	Date Reason				
	14/09/2018 Transfer	3500	0.032	2071523	19.270
	c) At the End of the Year			2071523	19.270
6	<b>YMS FINANCE PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	716122	6.662		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			716122	6.662
	<b>TOTAL</b>	<b>7256699</b>	<b>67.503</b>	<b>7256699</b>	<b>67.503</b>

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the		Cumulative Shareholding during the	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>BABITA KISHANGOPAL BANG</b>				
	a) At the Beginning of the Year	89150	0.829		
	b) Changes during the year				
	Date Reason				
	14/09/2018 Transfer	3664	0.034	92814	0.863
	21/09/2018 Transfer	2995	0.028	95809	0.891
	29/09/2018 Transfer	9715	0.090	105524	0.982
	05/10/2018 Transfer	253	0.002	105777	0.984
	19/10/2018 Transfer	-14000	0.130	91777	0.854
	26/10/2018 Transfer	-2540	0.024	89237	0.830
	14/12/2018 Transfer	474	0.004	89711	0.835
	21/12/2018 Transfer	1099	0.010	90810	0.845
	28/12/2018 Transfer	2531	0.024	93341	0.868
	08/02/2019 Transfer	-2691	0.025	90650	0.843
	15/02/2019 Transfer	900	0.008	91550	0.852
	08/03/2019 Transfer	-2400	0.022	89150	0.829
	c) At the End of the Year			89150	0.829
2	<b>BHARATHI SHETTY</b>				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	15/06/2018 Transfer	5055	0.047	5055	0.047
	22/06/2018 Transfer	525	0.005	5580	0.052
	30/06/2018 Transfer	3387	0.032	8967	0.083
	06/07/2018 Transfer	650	0.006	9617	0.089
	13/07/2018 Transfer	750	0.007	10367	0.096
	20/07/2018 Transfer	818	0.008	11185	0.104
	27/07/2018 Transfer	5479	0.051	16664	0.155
	03/08/2018 Transfer	690	0.006	17354	0.161
	10/08/2018 Transfer	5038	0.047	22392	0.208
	17/08/2018 Transfer	2641	0.025	25033	0.233
	24/08/2018 Transfer	5740	0.053	30773	0.286

	14/09/2018 Transfer	4768	0.044	35541	0.331
	26/10/2018 Transfer	3727	0.035	39268	0.365
	09/11/2018 Transfer	860	0.008	40128	0.373
	23/11/2018 Transfer	6066	0.056	46194	0.430
	30/11/2018 Transfer	4000	0.037	50194	0.467
	08/02/2019 Transfer	16656	0.155	66850	0.622
	15/02/2019 Transfer	10000	0.093	76850	0.715
	22/02/2019 Transfer	410	0.004	77260	0.719
	01/03/2019 Transfer	146	0.001	77406	0.720
	08/03/2019 Transfer	10628	0.099	88034	0.819
	15/03/2019 Transfer	5000	0.047	93034	0.865
	29/03/2019 Transfer	2307	0.021	95341	0.887
	c) At the End of the Year			95341	0.887
<b>3</b>	<b>DEVYANI DHARMESH RATHOD</b>				
	a) At the Beginning of the Year	67852	0.631		
	b) Changes during the year				
	Date Reason				
	06/04/2018 Transfer	5143	0.048	72995	0.679
	c) At the End of the Year			72995	0.679
<b>4</b>	<b>FANTASTIC HIRISE PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	100000	0.930		
	b) Changes during the year				
	Date Reason				
	20/04/2018 Transfer	100000	0.930	200000	1.860
	c) At the End of the Year			200000	1.860
<b>5</b>	<b>KALIMATA INVESTMENT CONSULTANCY PVT. LTD</b>				
	a) At the Beginning of the Year	106500	0.991		
	b) Changes during the year				
	Date Reason				
	20/04/2018 Transfer	-100000	0.930	6500	0.060
	c) At the End of the Year			6500	0.060
<b>6</b>	<b>KARAN K BANG</b>				
	a) At the Beginning of the Year	117700	1.095		
	b) Changes during the year		<b>[NO CHANGES DURING THE YEAR]</b>		
	c) At the End of the Year			117700	1.095
<b>7</b>	<b>MAHESH BABU</b>				
	a) At the Beginning of the Year	84735	0.788		
	b) Changes during the year		<b>[NO CHANGES DURING THE YEAR]</b>		
	c) At the End of the Year			84735	0.788
<b>8</b>	<b>MAHESWARI PLAZA RESORTS LIMITED</b>				
	a) At the Beginning of the Year	338857	3.152		
	b) Changes during the year		<b>[NO CHANGES DURING THE YEAR]</b>		
	c) At the End of the Year			338857	3.152
<b>9</b>	<b>RAMAKANT KASAT</b>				
	a) At the Beginning of the Year	120744	1.123		
	b) Changes during the year				
	Date Reason				
	12/10/2018 Transfer	2975	0.028	123719	1.151
	19/10/2018 Transfer	31767	0.296	155486	1.446
	02/11/2018 Transfer	128	0.001	155614	1.448
	c) At the End of the Year			155614	1.448
<b>10</b>	<b>SHRUTI KOTHARI</b>				
	a) At the Beginning of the Year	52500	0.488		
	b) Changes during the year		<b>[NO CHANGES DURING THE YEAR]</b>		
	c) At the End of the Year			52500	0.488
<b>11</b>	<b>SKIPPER INFRABUILDERS PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	102500	0.953		
	b) Changes during the year		<b>[NO CHANGES DURING THE YEAR]</b>		
	c) At the End of the Year			102500	0.953
	<b>TOTAL</b>	<b>1180538</b>	<b>10.872</b>	<b>1315892</b>	<b>12.241</b>

Note: Increase / decrease in shareholding as stated above is based on details of beneficial ownership furnished by the Depositories.

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>UPMANYU PATHAK</b>				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
2	<b>GAURAV SOMANI</b>				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
3	<b>AMAR CHAND BAID</b>				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
4	<b>VEMBI K.RADHA</b>				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
5	<b>SUMIT BANTHIYA</b>				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
6	<b>PREM CHAND KHATOR</b>				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
7	<b>SUNIL KUMAR VARMA</b>				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000

**V. INDEBTEDNESS**

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

SN	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	(Amt. Rs./Lacs)
					<b>Total Indebtedness</b>
1	<b>Indebtedness at the beginning of the financial year</b>				
	i) Principal Amount	2,52,19,561.00	2,00,00,000.00	-	4,52,19,561.00
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	2,52,19,561.00	2,00,00,000.00	-	4,52,19,561.00
2	<b>Change in Indebtedness during the financial year</b>				
	* Addition	-	-	-	-
	* Reduction	23,94,890.00	-	-	23,94,890.00
	<b>Net Change</b>	23,94,890.00	-	-	23,94,890.00
3	<b>Indebtedness at the end of the financial year</b>				
	i) Principal Amount	2,28,24,671.00	2,00,00,000.00	-	4,28,24,671.00
	ii) Interest due but not paid	-	-	-	-
	iii) Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	2,28,24,671.00	2,00,00,000.00	-	4,28,24,671.00

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name	Upmanyu Pathak	
	Designation	Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,27,860.00	8,27,860.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
	Commission		-
4	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	- Contribution to Provident fund	64,800.00	64,800.00
	Total (A)	8,92,660.00	8,92,660.00
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)	10% of Net profit for all Executive Directors - Managing and Whole-time Directors;	

**B. Remuneration to other Directors**

SN.	Particulars of Remuneration	Name of Directors		
1	Independent Directors	Mr. Gaurav somani	Mr. Amar Chand Baid	Mr. Sumit Banthiya
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non-Executive Directors	Ms. Vembi Krishnamurthy Radha		
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	1% of Net Profits of the Company for all Non-Executive Directors		

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
	Name	Mr. Prem Chand Khator	Mr. Sunil Kumar Varma	(Rs/Lac)
	Designation	CFO	CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,90,260.00	4,66,566.00	14,56,826.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income- tax			-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
	Commission			-
4	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify			-
	- Contribution to Provident fund	57,600.00	-	57,600.00
	Total	10,47,860.00	4,66,566.00	15,14,426.00

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES.					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	NIL				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL				
Punishment					
Compounding					

**Disclosure of Particulars under section 134(3)(m) of the Companies Act, 2013, read with rule 8(3) of the Companies (Accounts) Rules, 2014, forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2019:**

**A. Conservation of energy**

i)	Steps taken or impact on energy conservation	<ol style="list-style-type: none"> <li>Automation in condenser tube cleaning system for air conditioning plant to enhance efficiency.</li> <li>Automation in controls &amp; sensors in different equipment related to manufacturing processes, air conditioning systems and power generation for better monitoring &amp; control, thereby minimising losses.</li> <li>Lowering down of line losses from steam pipelines by optimizing the network.</li> <li>Recycling of wasted heat into waters to be used in boilers to improve efficiency.</li> <li>Automation in compressed air systems to minimise losses and reduce energy consumption.</li> <li>Continuous upgradation in machineries to enhance productivity so that it will consume less energy and power.</li> </ol>
ii)	Steps taken for utilizing alternate sources of energy	The Company is always endeavoring to maintain the optimum combination of energies and always looking for the alternate sources.
iii)	Capital investment on energy conservation equipment	NIL

**B. Technology absorption**

(i)	efforts made towards technology absorption	NIL
(ii)	benefits derived like product improvement, cost reduction, product development or import substitution	NIL
(iii)	Details in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -	
	(a) the details of technology imported	NIL
	(b) the year of import;	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
(iv)	expenditure incurred on Research and Development	During the year under review, the Company has not incurred any specific and material capital/recurring expenditure on research and development. Research and Development is carried out in-house using the existing manufacturing setup.

**C. Foreign Exchange Earnings and Outgo:**

The Foreign exchange earned in terms of actual inflows during the year & the Foreign Exchange outgo in terms of actual outflows :

(Rs. in Lacs)

Total Foreign Exchange earned and used	2018 - 19	2017 - 18
Foreign Exchange earned	457.05	697.78
Foreign Exchange used	62.16	16.75

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

<b>1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2018-19.</b>			
<b>Name</b>	<b>Remuneration of directors/KMPs for the financial year 2018-19 (Rs.)</b>	<b>Ratio of the remuneration of each director to the median remuneration of the employees</b>	<b>% increase in Remuneration in the financial year 2018-19</b>
Mr. Upmanyu Pathak, Managing Director	8,92,660.00	3.97	52.68
Mr. Prem Chand Khator, Chief Financial Officer	10,47,860.00	4.66	(3.61)
Mr. Sunil Kumar Varma, Company Secretary Cum Compliance Officer	4,66,566.43	2.07	12.77

Percentage increase in the median remuneration of employees in the financial year:	Median Remuneration during the year was Rs.2,24,923.76. The median remuneration was increased by 0.01%.		
Number of permanent employees on the rolls of company:	98*		
Explanation on the relationship between average increase in remuneration and company performance:	The Profit before Tax for the financial year ended March 31, 2019 decreased by 80.99% whereas the increase in median remuneration was 3768.14%.		
Comparison of the remuneration of the key managerial personnel against the performance of the Company:			
Name	Remuneration (Rs)	PBT (Rs.)	As a % of PBT
Mr. Upmanyu Pathak	8,92,660.00	4,49,44,284.00	1.99
Mr. Prem Chand Khator	10,47,860.00	4,49,44,284.00	2.33
Mr. Sunil Kumar Varma	4,66,566.43	4,49,44,284.00	1.04
Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:	Particulars	2017-18	2018-19
	Market Capitalization (Rs.)	455,262,500.00	463,325,000.00
	PE Ratio	352.92	13.00
Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:	The Company has not made any public offer in the recent past and accordingly, comparison of Public Offer Price and the current market price of the Company's shares will not be relevant.		
Average percentile increase 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:	a) Average increase in remuneration of employees other than the Managerial Personnel -: 1.44%.  b) Average increase in remuneration of Managerial Personnel -: 15.42%		

<b>The key parameters for any variable component of remuneration availed by the directors:</b>	The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
<b>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:</b>	Not Applicable
<b>Affirmation that the remuneration is as per the remuneration policy of the Company:</b>	The remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Other Employees of the Company, formulated pursuant to the provisions of section 178 of the Companies Act, 2013.

*\* The calculation is made considering only those permanent employees associated with the Company at the end of financial year 2017-18 & 2018-19 respectively.*

# MANAGEMENT DISCUSSION AND ANALYSIS

As part of the Director's Report or as an addition thereto, a Management Discussion and Analysis Report forming part of the Annual Report to the Shareholders includes discussion on the following matters within the limits set by the company's Competitive position:

## SOCIO ECONOMIC ENVIRONMENT AND INDUSTRY STRUCTURE & MATERIAL DEVELOPMENTS

It was yet another difficult year for the company. Domestic demand continued to be sluggish in throughout the year due to trade disruption followed by GST implementation which has recovered gradually and is improving consistently. Subdued growth and geo-political uncertainties also impacted the global business. The year 2018-19 was therefore marked with volatility and disruptions.

The government has following its trend to continue it's discriminatory and punitive taxation policy for the tobacco and tobacco products by increasing excise duty rates in the Union budget 2019. The Budget imposed excise duty of Rs 5 per thousand cigarette sticks up to 75 mm in length, while the premium king size cigarettes it is Rs 10 per thousand sticks.

The legal cigarette industry, already reeling under the cumulative impact of steep increase in taxation over the previous five years in the pre-GST regime and intense regulatory pressures, was further impacted by a sharp increase of 13% in tax incidence on cigarettes (19% increase for the king-size filter segment) under the GST regime. Coupled with the increase in Excise Duty rates announced in the Union Budget 2017, this resulted in an incremental tax incidence of over 20% on cigarettes, post implementation of GST.

The Cigarette Business also had to contend with additional costs associated with the transition to GST due to non-availability of Additional Duty Surcharge credit on transition stocks and the unanticipated revision of GST Compensation Cess w.e.f. 18th July, 2017 which impacted pipeline stocks.

Even though GST rate of 28% has been fixed for all the tobacco products yet the discriminatory tax incidence continues on account of differential rate of GST Compensation Cess. While the same is not applicable in case of bidis.

Due to the above punitive and discriminatory taxation policy, all the market players are facing margin and volume problems. The increase in tax incidence on cigarettes and other related tobacco products is likely to increase the price of the products in the market. Companies will decide on the actual price increase on cigarettes and other tobacco products after calculating the effect of the tax increase.

Tobacco Institute of India (TII), the association that lobbies for cigarette companies, has long been vocal about high tax structure which it said has created the market for smuggled foreign cigarette impacting the legal cigarette manufacturers. On the other hand, relatively lower taxed tobacco products like bidi, khaini, chewing tobacco, gutkha and smuggled cigarettes constitute for about 89% of total tobacco consumption in India, according to TII.

New pictorial warning covering 85% on both front & back panels replaced 40% warning on front panel in April 2016. The government has made it mandatory to change the graphic every 12 months. Harsh pictorial warning has greater impact on consumers of cigarette inducing them to quit and not to start consuming and also effecting sale of cigarette.

The discriminatory taxation policy, increased harsh pictorial warning and availability of cheaper non duty paid cigarettes, impacting your company's performance. Your company's main focus is the affordable segment of 64 mm but the continuous excise hike is making your company's foothold weak in the segment. Above all there is also a huge competition with the other manufacturers.

However, in the above said adverse scenarios, your company is dedicated to its customers and taking all the available efforts to regain its lost place in the industry by improving its portfolio and technologies.

With implementation of GST and regularization of formal economy coupled with initiatives taken by the government to improve infrastructure, agriculture and industry across all segments, significant consumer growth is expected in the times to come

## STRENGTHS & OPPORTUNITIES

India is the world's 2nd largest producer of tobacco with an estimated annual production of 800 million kgs and the 3rd largest producer of Flue-Cured Virginia (FCV) tobacco – a variety used in Cigarettes, with an annual production of around 300 million kgs. India is amongst the top tobacco exporters in the world reflecting the tremendous success that Indian tobacco companies achieved. The growth in exports has been remarkable in the recent years. The global leaf tobacco trade is valued at US\$ 12 billion per annum; India's share of this trade is just around 7% currently. India is poised to increase its share of leaf tobacco trade, particularly as India's tobacco production share in the world is more than 12%.

Tobacco & Tobacco Products are a large contributor to the National exchequer by way of Central Excise and State taxes (VAT, Entry Tax etc). The combined tax revenue collected annually from tobacco products is more than Rs. 29,000 crores annually.

Cigarettes which bear the brunt of taxation in India are the major revenue contributor from the Tobacco sector.

Despite just 11% share of tobacco consumption, legal cigarettes contribute 85% of tax revenue.

Tobacco provides direct and indirect employment to more than 45.7 million people, around 70% of whom are in the agricultural sector. Tobacco is a highly remunerative crop providing economic/social benefits to farmers in the tobacco growing regions.

This shows that India has significant opportunity for cigarette industry to extend and consolidate its position in international market due to some recent trend like withdrawal/reduction of agricultural subsidy and escalating costing in the traditional cigarette exporting countries.

It is your Company's continuous endeavor to maintain the taste and preferences of its customers while upgrading and developing new brands. Your company will launch new brands in the 64 mm, 69 mm and 84 mm segments in the near-term in new designs across various places in India.

Your company has some well recognized brands and started using in other product like Match stick business. and plans to add new products in coming days.

## THREATS, RISKS AND CONCERNS

### ***Extreme Regulation***

Despite India being the 2nd largest tobacco producer and a major exporter, tobacco control measures in India have always been equally or more stringent than in many developed countries.

### ***Taxation***

As a percentage of per capita GDP, Cigarette taxes (Excise Duty & GST) in India, of the most popular price category, are amongst the highest in the world. Consequently, cigarette prices in India, relative to per capita GDP, are also amongst the highest in the world.

### ***Pictorial/Graphic Warning***

The Union Ministry of Health & Family Welfare has mandated an increase in the size of harsh pictorial warnings from the current 40% on front of the packs to 85% on both sides with effect from 1st April 2016. Such an extreme position on warnings overlooking the [huge livelihood dependency](#) and enormous socio-economic benefits of Tobacco in India.

### ***Illegal Cigarette Trade***

Extremely high tax rates and constantly increasing tax rates on Cigarettes provide a profitable opportunity for tax evasion by illegal trade in both international smuggled and domestic tax evaded cigarettes.

Moreover, in the current market situation there is a stiff competition from big players with regard to marketing of new brands.

## **SEGMENT WISE / PRODUCT WISE PERFORMANCE**

Your Company considers "Manufacturing of Cigarette and Smoking Mixture" as the primary business segment. Therefore segment wise / product wise performance reporting is not applicable to your company.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

NTC has a robust system of internal financial control, commensurate with the size and complexity of its business operations. The system which comprised of policy, procedure and internal audit processes. It safeguarding its assets, ensuring transactions are in accordance with the policies, and are duly authorised to identify possible risk areas and to prevent possibilities of frauds or other irregularities.

The Company has an external and independent firm of Internal Auditors that scrutinizes the financials and other operations of the Company. Internal Auditors directly report to the Audit Committee. The Audit committee review the adequacy and effectiveness of internal control system of the Company and keeps the Board of Directors informed of its major observations from time to time. Based on the findings of Internal Auditors, management undertake corrective actions in their respective areas. During the year and at the year-end, no reportable material weakness or significant deficiency was observed in the design or operations. Your company is also ISO 9001:2008 certified for its internal audit function.

## **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT**

At NTC, we follow a culture that provides a platform for continuous learning and development to meet the challenges posed by ever-changing market realities. Employees are your Company's most valuable assets and the Management recognizes them as the prime machinery of the organization. They are always given the first priority and are provided with all the basic requirements and safety measures for good health and well-being. The Management, in order to create enduring value, has fostered a culture of feeling of being togetherness and attachment amongst ntc employees through participative management practices, open interaction and mutual respect.

Your Company's human resource management systems and processes aim to enhance organizational capability and vitality to seize emerging market opportunities. The strategy of the organization and its ongoing emphasis on developing and nurturing distributed leadership has ensured that each of your Company's business is managed by a team of competent, passionate and inspiring leaders.

Your Company's belief in the mutuality of interests of key stakeholders binds all employees to a shared vision and purpose. The Company continued to maintain healthy industrial relations and did not report any sort of strike or lockout that would have impacted Company's operations.

## **CAUTIONARY STATEMENT**

*Statements in the Management Discussion and Analysis describing the industrial expectations are "forward looking statements" within the meaning of applicable securities law and regulations. Actual results could differ materially from those expressed or implied, important factors that could make difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the government regulations, tax regimes, economic developments in India and other incidental factors.*

**For and on behalf of the Board**

Place: Kolkata  
Date: 28.05.2019

**Upmanyu Pathak**  
**Managing Director**

# REPORT ON CORPORATE GOVERNANCE

**The Corporate Governance standards demonstrate inalienable rights vested with various stakeholders and strong commitment to values, ethics and business conduct. At NTC Industries Limited ('the Company'), Corporate Governance is defined as a systematic process by which companies are directed and controlled keeping in mind the long-term interests of all their stakeholders. Achievement of excellence in good Corporate Governance practices requires continuous efforts and focus on its resources, strengths and strategies towards ensuring fairness and transparency in all its dealings with its stakeholders including society at large. Corporate Governance has indeed assumed greater significance as the world has moved towards closer integration and free trade.**

## **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Your Company firmly believes that Corporate Governance is about commitment to values and ethical business conduct. Your Company has a strong legacy of fair, transparent and ethical governance practices and endeavours to improve upon these aspects on an ongoing basis and adopts innovative approaches. The Board of Directors ('the Board') of your Company is responsible for and committed to sound principles of Corporate Governance in the Company. It has been enduring in its philosophy to enhance stakeholders' value and customers' satisfaction by consistently endeavouring to follow the best Corporate Governance practices. The Board plays a critical role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. The Board updates its policies and guidelines from time to time to address the changing need of the environment in which it operates and to effectively achieve the stated objective of the Company.

## **2. BOARD OF DIRECTORS**

In terms of the Corporate Governance policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees to the shareholders. The Board is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

### **COMPOSITION**

The composition of the Board of the Company is in conformity with the Code of Corporate Governance as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Company has an optimum combination of Executive and Non-Executive Directors.

As on 31st March, 2019, your Company's Board has a strength of 5 (Five) Directors comprising 1 (one) Executive and 4 (Four) Non-Executive Directors, latter including 3 (Three) Independent Directors. The Company has one-woman director in its Board and as such the Company has complied with the provisions of Section 149 of the Companies Act, 2013 ('the Act') and Part A of Schedule II of Listing Regulations read with regulation 17(7) of the said Regulations with regard to information being placed before the Board.

At the time of appointment, every Independent Director signs a Declaration to confirm that they fulfil all the conditions for being an Independent Director as laid down under the law. The Board believes that the current size is appropriate, based on the Company's present circumstances.

**Composition and Directorship(s) / Committee Membership(s)/ Chairmanship(s) as on 31st March, 2019:**

<b><u>Name of the Director</u></b>	<b><u>Designation</u></b>	<b><u>Category</u></b>	<b><u>No. of Directorship(s) and Committee(s) Membership(s)/ Chairmanship(s) (excluding the Company)</u></b>		
			<b><u>Other Directorship(s)*</u></b>	<b><u>Committee Membership**</u></b>	<b><u>Committee Chairmanship**</u></b>
Mr. Upmanyu Pathak	Managing Director	Executive Director	-	-	-
Mr. Gaurav Somani	Director	Non-Executive & Independent Director	-	-	-
Mr. Amar Chand Baid	Director	Non-Executive & Independent Director	-	-	-
Ms. Vembi Krishnamurthy Radha	Director	Non-Executive Director	-	-	-
Mr. Sumit Banthiya	Director	Non-Executive & Independent Director	-	-	-

\*Excludes Directorships in private limited, foreign companies and government companies

\*\*Only memberships/chairmanships of the Audit Committee and Stakeholder Relationship Committee in various public limited companies have been considered here

**Notes:**

1. None of the Directors hold Directorships in more than 20 companies including 10 public limited companies and private companies which are either subsidiary or holding company of a public company pursuant to Section 165 of the Companies Act, 2013.
2. None of the Directors hold Membership and/or Chairmanship of any Committee exceeding 10 Companies and/or 5 Companies respectively as per Regulation 26(1) of the Listing Regulations.
3. The Directorship/Committee membership is based on the Disclosures received from the Directors as on 31.03.2019.
4. All independent directors have confirmed their independence to the Company.

Mr. Upmanyu Pathak, retires by rotation and being eligible, seeks re-appointment at the ensuing 28<sup>th</sup> Annual General Meeting (AGM). A brief resume of the directors retiring by rotation seeking re-appointment, along with the nature of their expertise and the details of other directorships and the committee positions held by them and their shareholdings have been disclosed in the notes/Explanatory Statement annexed to the Notice of the ensuing AGM.

No director has any inter se relations to other Director.

**BOARD MEETINGS:**

The Board meets at regular intervals to discuss and decide on the Company's business policy and strategy apart from other businesses. The Board/Committee meetings are pre-scheduled and a tentative date of Board and Committee meetings is circulated to the directors well in advance to facilitate them to plan their schedules and to ensure meaningful participation in the meetings. The Company Secretary, drafts the agenda for each meeting, along with the agenda notes and explanatory statements, which are distributed well in advance to the directors, in accordance with Para 1.3.7 of the Secretarial Standard- 1. Every Board member is free to suggest items for inclusion on the agenda. The Board meets at least once in a quarter to review the quarterly results and other agendas.

During the financial year ended 31<sup>st</sup> March, 2019, Seven (7) meetings of the Board were held, i.e., on 06/04/2018, 01/05/2018, 29.05.2018, 14.08.2018, 14/11/2018, 13/02/2019 & 30.03.2019. The maximum interval between any two meetings was well within the maximum allowed gap of four months.

#### Attendance of Directors at Board Meetings and Annual General Meeting

Director	No. of Board Meetings		Attendance at last AGM (15 <sup>th</sup> September, 2018)
	Held during directorship	Attended	
Mr. Upmanyu Pathak	7	7	Yes
Mr. Gaurav Somani	7	7	Yes
Ms. Vembi Krishnamurthy Radha	7	7	Yes
Mr. Amar Chand Baid	7	7	No
Mr. Sumit Banthiya	7	7	No

#### INFORMATION PLACED BEFORE BOARD OF DIRECTORS

The Company has complied with Part A of Schedule II of SEBI (LODR) Regulation 2015 read with regulation 17(7) of the said regulations with regard to information being placed before the Board of Directors.

#### MEETING OF INDEPENDENT DIRECTOR

Pursuant to Schedule IV of the Act and the Rules made thereunder, a separate meeting of Independent Directors was held on 30<sup>th</sup> March, 2019. The meeting was attended by Mr. Gaurav Somani, Mr. Sumit Banthiya & Mr. Amar Chand Baid. Mr. Gaurav Somani was elected as the Lead Independent Director. In the meeting, the Directors reviewed the performance of Non-Independent Directors and the Board as a whole and further assessed the quality, quantity and the timeliness of flow of information between the Management and the Board. The Directors discussed the evaluation form for the Evaluation of Directors. They also reviewed the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors.

#### FAMILIARISATION PROGRAMME

The Independent Directors have been familiarized with the nature of operations of the Company & the industry in which it operates, business model of the Company. The details of familiarization programme have been posted in the website of the Company and can be accessed at [http://www.ntcind.com/pdf/Secretarial-Documents/ntc\\_Familiarisation\\_programme.pdf](http://www.ntcind.com/pdf/Secretarial-Documents/ntc_Familiarisation_programme.pdf).

#### LIST OF CORE SKILL/EXPERTISE/COMPETENCIES

Pursuant to the provisions contained in the Listing Regulations, the Board of Directors of the Company has identified various skills, expertise and competencies that the Board possesses. The specific areas of focus or expertise that the individual Directors of the Company possess have been provided below.

Director	Area of Expertise						
	Industry Experience	Technical Skill	Board Service & Governance	Finance & Accounting Experience	Strategic Planning	Sales & Marketing	Leadership
Mr. Upmanyu Pathak	✓	✓	✓	✓	✓	✓	✓
Mr. Gaurav Somani	✓	✓	✓	✓	✓	✓	✓
Ms. Vembi Krishnamurthy Radha	✓	✓	✓	✓	✓	-	✓
Mr. Amar Chand Baid	✓	✓	✓	✓	✓	✓	✓
Mr. Sumit Banthiya	✓	✓	✓	✓	✓	✓	✓

### 3. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board, to carry out clearly defined roles. The Board supervises the execution of its responsibilities by the Committee and is responsible for their action. The Minutes of the meetings of all the Committees are placed before the Board for review.

The Board had established the following Committees.

#### A. AUDIT COMMITTEE

The Audit Committee of the Company acts as a link between the Management, the Statutory and Internal Auditors and the Board of Directors. The Audit Committee, *inter alia*, provides reassurance to the Board on the existence of an effective internal control environment that ensures:

- efficiency and effectiveness of operations;
- safeguarding of assets and adequacy of provisions for all liabilities;
- reliability of financial and other management information and adequacy of disclosures;
- compliance with all relevant statutes.

#### COMPOSITION OF THE AUDIT COMMITTEE

The constitution of the Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Audit Committee comprises of:

Sl. No.	Name	Category	Designation
1	Mr. Sumit Banthiya	Non-Executive and Independent	Chairman
2	Mr. Gaurav Somani	Non-Executive and Independent	Member
3	Ms. Vembi Krishnamurthy Radha	Non-Executive	Member

All the members of the Committee are financially literate and the Chairman of the Committee has accounting and financial management expertise. The Chief Financial Officer attends the meeting of the Audit Committee as an invitee and the Company Secretary is the Secretary to the Committee.

#### TERMS OF REFERENCE

The terms of reference of the Audit Committee are as defined under the relevant provisions of Section 177 of the Act and as specified in Part C of Schedule II of the Listing Regulations. The Audit Committee is empowered, pursuant to its terms of reference, *inter alia*, to:

- investigate any activity within its terms of reference and to seek any information it requires from any employee;
- obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary;
- have full access to information contained in the records of the Company.

The role of the Audit Committee includes the following:

- i. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- ii. Recommending the appointment/re-appointment and removal of statutory auditors, internal auditors and fixation of their remuneration;
- iii. Approval of payment to statutory auditors for any other services rendered by them;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Directors' Responsibility Statement, which is to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on exercise of judgment by the management.
  - Qualifications in the draft audit report.
  - Significant adjustments made in the financial statements arising out of audit.
  - Compliance with listing and legal requirements concerning financial statements.
  - Disclosure of any related party transactions.
- v. Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
  - vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  - vii. Review and monitor the auditor's independence and performance and effectiveness of audit process;
  - viii. Approval or any subsequent modification of transactions of the company with related parties;
  - ix. Scrutiny of inter-corporate loans and investments;
  - x. Valuation of undertakings or assets of the company, wherever it is necessary;
  - xi. Evaluation of internal financial controls and risk management systems;
  - xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - xiv. Discussion with internal auditors of any significant finding and follow-up thereon;
  - xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity of failure of internal control systems of a material nature and reporting the matter to the Board;
  - xvi. Discussion with the statutory auditors, before the audit commences on the nature and scope of audit, as well as post-audit discussions, to ascertain any areas of concern and review the comments contained in their draft report;
  - xvii. To look into the reasons for substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
  - xviii. To review the functioning of the Whistle Blower mechanism;
  - xix. Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualification, experience and background, etc. Of the candidate;
  - xx. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and such other matters as may be required by the Board;
  - xxi. Reviewing other areas that may be brought under the purview of role of Audit Committee as specified in Listing Regulations and the Companies Act, as and when amended;

The audit committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors;

- (4) internal audit reports relating to internal control weaknesses; and
- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

#### DETAILS OF AUDIT COMMITTEE MEETINGS

The Audit Committee met four times during the financial year ended 31st March, 2019 on 29.05.2018, 14/08/2018, 14/11/2018 & 13/02/2019.

#### DETAILS OF MEMBERS AND THEIR ATTENDANCE AT THE AUDIT COMMITTEE MEETINGS:

Sl. No.	Name	Position	No. of Committee Meetings	
			Held	Attended
1	Mr. Sumit Banthiya	Chairman	4	4
2	Ms. Vembi Krishnamurthy Radha	Member	4	4
3	Mr. Gaurav Somani	Member	4	4

#### B. NOMINATION & REMUNERATION COMMITTEE

The primary function of the Nomination and Remuneration Committee is to assist the Board of Directors in fulfilling its governance and supervisory responsibilities relating to human resource management and compensation. The Committee reviews and where required, approves the human resource policies, remuneration proposals, succession planning, evaluation of performances and development plans of Key Managerial Personnel, Senior Management and other employees of the Company. It also provides support in handling the nomination and remuneration proposals for the Board members including Independent Directors.

The Committee's constitution and terms of reference are in compliance with the provisions of the Companies Act, 2013 and Listing Regulations.

#### COMPOSITION OF THE NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee comprises of three Non-Executive Directors and the Chairman of the Nomination & Remuneration Committee is Independent Director. The Committee determines the remuneration paid/payable to the Managing Director and other Executive Directors subject to the approval of the members.

During the financial year ended 31<sup>st</sup> March, 2019, one meeting of the Remuneration Committee was held on 30<sup>th</sup> March, 2019.

Details of members and their attendance at the meetings are as follows:

Sl. No.	Name	Position	No. of Committee Meetings	
			Held	Attended
1	Mr. Sumit Banthiya	Chairman	1	1
2	Ms. Vembi Krishnamurthy Radha	Member	1	1
3	Mr. Gaurav Somani	Member	1	1

The Nomination and Remuneration Committee shall act in accordance with the prescribed provisions of section 178 of the Companies Act, 2013 and Regulation 19 of the LODR Regulations, 2015 and shall be responsible for: -

## **TERMS OF REFERENCE OF THE COMMITTEE, INTER ALIA, INCLUDES THE FOLLOWING:**

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal;
- To formulate criteria for and carry out evaluation of Independent Directors and the Board;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- To devise a policy on Board diversity;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;

## **REMUNERATION POLICY**

Your Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees; regulated by the Nomination and Remuneration Committee of the Board. The Policy is also available on the website of the Company [www.ntcind.com](http://www.ntcind.com/pdf/Secretarial-Documents/ntc_Nomination_and_Remuneration_Policy.pdf) in the investor relation section under 'Secretarial Documents' [[http://www.ntcind.com/pdf/Secretarial-Documents/ntc\\_Nomination\\_and\\_Remuneration\\_Policy.pdf](http://www.ntcind.com/pdf/Secretarial-Documents/ntc_Nomination_and_Remuneration_Policy.pdf).]

### **Details of Remuneration of the Directors for the financial year ended 31<sup>st</sup> March, 2019 Figures (₹)**

<b>Director</b>	<b>Consolidated Salary</b>	<b>Perquisites and other Benefits</b>	<b>Performance bonus/ Commission</b>	<b>Sitting Fees</b>	<b>Total</b>
Mr. Upmanyu Pathak	7,57,860/-	1,34,800/-	-	-	8,92,660/-

Nomination and Remuneration Committee recommends the remuneration for the Executive Directors and Key Managerial Personnel and the same is then approved by the Board and Shareholders, where required. The remuneration paid to Executive Directors is determined keeping in view the industry benchmark, the relative performance of the Company to the industry performance. No remuneration (including sitting fee) has been paid to the Non-Executive Directors in the financial year 2018-19.

The Non-Executive Directors do not hold any shares and/or convertible instruments in the Company and also they do not have any pecuniary relationship or transaction with the Company. The Company has not granted any stock options to its Directors.

The Company has no stock option plans and hence such instruments do not form a part of the remuneration package payable to any Executive and/or Non-Executive Director

The appointment of the Executive Directors is governed by resolutions passed by the Board and the Shareholders of the Company, which cover the terms and conditions of such appointment, read with the service rules of the Company.

## **PERFORMANCE EVALUATION OF DIRECTORS**

In compliance with the provisions of the Listing Regulations, the Nomination and Remuneration committee on the basis of the Board Evaluation policy and framework adopted by the Board carries out the evaluation process of the Independent Directors. The Committee formulates evaluation criteria for the Independent Directors which is broadly based on personal integrity; ethical standards; confidentiality; knowledge of the institution's key activities; deliberations or committee work; understands governance, etc.

## C. STAKEHOLDER RELATIONSHIP COMMITTEE

The Committee's constitution and terms of reference are in compliance with the provisions of the Act and Regulation 20 and Part D of Schedule II of the Listing Regulations.

### COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee comprises of Mr. Sumit Banthiya, Ms. Vembi Krishnamurthy Radha and Mr. Gaurav Somani. Mr. Sumit Banthiya, Non Executive-Independent Director acts as a Chairman of the Committee. The Company Secretary of the Company is the Secretary of the Committee.

### TERMS OF REFERENCE

The Committee monitors the Company's response to investor complaints like non receipt of dividend, annual reports, notices, etc. It has also been authorized to approve the issue of duplicate share certificates in lieu of those lost or destroyed. The composition and the terms of reference of the Committee meet with the requirements of Regulation 20 of the Listing Regulations and the provisions of Section 178 of the Companies Act, 2013. The Committee shall consider and resolve the grievances of the security holders of the Company.

### Functions and Powers:

- To review statutory compliance regarding share and debenture holders (Investors).
- To review various reports related to Investors.
- To review grievances of Investors.
- To review transfer of shares.
- To review transmission of shares.
- To review deletion of names from share certificates.
- To review change of name of member on share certificates.
- To review issue of duplicate share certificates.
- To review dematerialization of shares and
- Any other matter relating to the above mentioned functions incidental to the shareholders/investors of the Company.

In accordance with the provisions of the Listing Regulations, the power to execute transfers, transmissions, etc. of shares in the physical form has been delegated to the Registrar & Share Transfer Agents.

The Committee has met 8 times on 29/05/2018, 14/08/2018, 31/10/2018, 12/12/2018, 17/01/2019, 25.02.2019, 05.03.2019 and 30/03/2019 during the period from 01/04/2018 to 31/03/2019.

### DETAILS OF MEMBERS AND THEIR ATTENDANCE AT THE MEETINGS ARE AS FOLLOWS:

Sl. No.	Name	Position	No. of Committee Meetings	
			Held	Attended
1	Mr. Sumit Banthiya	Chairman	8	8
2	Ms. Vembi Krishnamurthy Radha	Member	8	8
3	Mr. Gaurav Somani	Member	8	8

### COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Sunil Kumar Varma, Company Secretary is the Compliance Officer of the Company. The shareholders may send their complaints at [investors@ntcind.com](mailto:investors@ntcind.com).

## DETAILS OF SHAREHOLDERS' COMPLAINTS

(a) Number of shareholders' complaints received during the year	: 0 (Zero)
(b) Number of shareholders' complaints resolved during the year	: 0 (Zero)
(c) Number of complaints not solved to the satisfaction of shareholders	: 0 (Zero)
(d) Number of complaints pending	: 0 (Zero)

## 4. SUBSIDIARY COMPANY:

The Company has formulated a Policy on Material Subsidiary and uploaded on the website of the Company. [http://www.ntcind.com/pdf/Secretarial-Documents/ntc\\_Policy\\_on\\_Material\\_Subsiary.pdf](http://www.ntcind.com/pdf/Secretarial-Documents/ntc_Policy_on_Material_Subsiary.pdf).

As on 31.03.2019, no other subsidiary other than NCIL Real Estate Private Limited qualifies to be a material subsidiary of the Company. The Company has complied with the corporate governance requirements with respect to its subsidiaries as required under Regulation 24 of the Listing Regulations.

## 5. CODE OF CONDUCT

The Company is consistently endeavouring to conduct its business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

The Company believes that a good corporate governance structure would not only encourage value creation but also provide accountability and control systems commensurate with the risks involved. The Board of Directors have adopted the Code of Conduct for the Directors and Senior Management (hereinafter referred to as "the Code") which has been posted on the Company's website [www.ntcind.com](http://www.ntcind.com). The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director is given below.

"I hereby confirm that the Company has obtained, from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of financial year 2018-19."

**Nilotpal Deb**  
Managing Director

Code of Insider Trading: The Board of Directors has also adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price sensitive information. A copy of the Code has been put on the Company's website [www.ntcind.com](http://www.ntcind.com).

## 6. DETAILS OF GENERAL BODY MEETINGS

(a) The date, time and venue of the last 3 Annual General Meetings are as under: -

Financial Year ended	Meeting	Date	Time	Location	No. of Special Resolution, if any, passed
2017-18	27 <sup>th</sup> A.G.M	Saturday, 15 <sup>th</sup> September, 2018	02.00 p.m	The Aryans School, 149 B.T. Road, Kolkata- 700058	3*
2016-17	26 <sup>th</sup> A.G.M	Tuesday, 12 <sup>th</sup> September, 2017	03.00 p.m	The Aryans School, 149 B.T. Road, Kolkata- 700058	-
2015-16	25 <sup>th</sup> A.G.M	Saturday, 3 <sup>rd</sup> September, 2016	11.00 a.m	The Aryans School, 149 B.T. Road, Kolkata- 700058	-

\*Special Resolutions for re-appointment of Mr. Gourav Somani, Mr. Amar Chand Baid and Mr. Sumit Banthiya as Independent Director

- (b) No extra-ordinary general meeting of the shareholders was held during the year.
- (c) During the year under review, no special resolutions were passed by the Shareholders of the Company through Postal Ballot.
- (d) None of the business proposed to be transacted at the ensuing Annual General Meeting requires passing a resolution through postal ballot.

## 7. CEO - CFO CERTIFICATION

The CEO and the CFO of the Company have given a certificate on financial reporting and internal controls to the Board in terms of the Listing Regulations and the same is annexed.

## 8. DISCLOSURES

- a) Disclosures on materially significant related party transactions: All contracts with our affiliates entered into during the said period have no potential conflict of interests of the Company at large and are being carried out at an arm's length at fair market value. There are no materially significant related party transactions i.e. any transaction of material nature, with its promoters, directors or the management or relatives, etc. that may have potential conflict with the interest of the Company at large, other than in the normal course of business. The mandatory disclosure of transactions with related parties, in compliance with the Indian Accounting Standard (IAS-24), forms part of this Annual Report.
- b) Statutory Compliances: The Company regularly complies with the requirements of the Listing Regulations as well as the regulatory authorities on the matters relating to the capital market and no penalties / restrictions have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority, during the last three years.
- c) Whistle Blower policy: The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Act and the Listing Regulations with stock exchanges.

The Policy is also placed on the website of the Company at the link <http://www.ntcind.com/pdf/STLD/ntc%20Vigilance%20Mechanism.pdf>.

None of the officials/personnel of the Company has been denied access to the Audit Committee. The Ombudsman has not received any complaint during the financial year ended 31st March, 2019.

- d) Disclosure of Accounting Treatment: In preparation of Financial Statements, the Company has followed the Indian Accounting Standards issued by The Institute of Chartered Accountants of India. The significant Accounting Standards have been set out in the notes to Accounts of the Audited Accounts.
- e) Subsidiary Monitoring Framework: All the subsidiaries of the Company are managed by their respective Boards having rights and obligations to manage such companies in the best interest of their stakeholders. As the Company holds the majority stake in most of its subsidiaries, the Company notes the workings of its subsidiaries by following means:
  - i. Minutes of the Board Meetings of the Subsidiary Companies are placed before the Board Meeting of the Company.
  - ii. The Audit Committee of the Company reviews the Financial Statements, in particular the investments made by the Subsidiary Companies.

- f) Compliance of Mandatory Requirements and Adoption of Non-mandatory requirements of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015: The Company duly complied with all the mandatory requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

The Company has complied with the discretionary requirements as specified in part E of Schedule II of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 as far as they are applicable to the Company.

- g) The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities are not applicable.
- h) Compliance Certificate of the auditors: The statutory auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17, Schedule V of SEBI (LODR) Regulation and the same is annexed.
- i) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: Details relating to fees paid to the Statutory Auditors are given in Note 27(b) to the Standalone Financial Statements and Note 27 (b) to the Consolidated Financial Statements.
- j) The company has complied with the Corporate Governance Requirements specified in Regulations 17 to 27 and Regulation 46(2) (b) to (i) of the LODR Regulations, 2015
- k) Certificate from Company Secretary in Practice: Ms. Disha Dugar (Membership No: F8128; COP: 10895), Company Secretary in practice has certified that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any such authority and the same is annexed to this report as Annexure-"A" to this Report.
- l) Management Discussion and Analysis Report (MDAR): MDAR forms part of the Annual Report and the same is attached separately in this Annual Report.

## 9. MEANS OF COMMUNICATION

The Company interacts with the Shareholders through the multiple channels of communication such as publication of results, Annual Report and the Company's website. The Company also informs the Stock Exchange in a prompt manner, all price sensitive and all other matters which in its opinion, are material and relevant for the Shareholders.

- a. The quarterly un-audited financial results and annual audited financial results are published in all editions of Business Standard and/or The Financial Express in English, and Kalantar, Dainik Lipi, Duranta Barta and/or Arthik Lipi in Bengali.
- b. The quarterly financial results and annual audited financial results of the Company are sent to The Calcutta Stock Exchange Limited and BSE Limited.
- c. The Company's financial results are also displayed on its website, [www.ntcind.com](http://www.ntcind.com).
- d. In compliance of listing obligations requirements your company has designated an e-mail id as [investors@ntcind.com](mailto:investors@ntcind.com) especially for its investors.
- e. No presentation was made to the institutional investors or to the analysts during the year under review.
- f. The Company's website does not display any official news releases.
- g. Annual Report, containing inter alia, Director's Report, Auditors' Report, Audited Annual Accounts and other important information were circulated to members and others entitled thereto.

## 10. RECONCILIATION OF SHARE CAPITAL

As per SEBI (Depositories & Participants) Regulation, 2003, certificate of Reconciliation of Share Capital Audit issued by a Practicing Company Secretary, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL, is placed before the Board on a quarterly basis and also submitted to the stock exchanges.

## 11. GENERAL SHAREHOLDERS' INFORMATION

### Details of Annual General Meeting for F. Y. 2018-19

Date	:	Saturday, 31 <sup>st</sup> August, 2019
Venue	:	The Aryans School, 149 B.T. Road, Kolkata- 700058
Time	:	3.00 P.M.

### Financial Calendar

Financial year: 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019

For the year ended 31<sup>st</sup> March, 2019, results were adopted on:

- 14<sup>th</sup> August, 2018: First quarter (Un-audited)
- 14<sup>th</sup> November, 2018: Half yearly (Un-audited)
- 13<sup>th</sup> February, 2019: Third quarter (Un-audited)
- 28<sup>th</sup> May, 2019: Annual (Audited)

For the year ending 31<sup>st</sup> March, 2020, the results are likely to be adopted:

- on or before 14<sup>th</sup> August, 2019: First quarter (Un-audited)
- on or before 14<sup>th</sup> November, 2019: Half yearly (Un-audited)
- on or before 14<sup>th</sup> February, 2020: Third quarter (Un-audited)
- on or before 30<sup>th</sup> May, 2020: Annual (Audited)

### Listing on Stock Exchanges

The shares of the Company are listed on the following Stock Exchanges, namely

Name of the Stock Exchange	Address of the Stock Exchange	Stock Code
The Calcutta Stock Exchange Limited	7, Lyons Range, Kolkata – 700 001 Website: <a href="http://www.cse-india.com">www.cse-india.com</a>	28044
BSE Limited	Phiroz Jeejabhoy Towers, Dalal Street, Mumbai – 400 001, Website: <a href="http://www.bseindia.com">www.bseindia.com</a>	526723

The listing fees for the financial year 2019-20 have been paid to the above Stock Exchanges.

### Depositories

Name of the Depository	Address of the Depository	Website
National Securities Depository Ltd.	Trade World, Kamala Mills Compound, Lower Parel, Mumbai – 400 013	<a href="http://www.nsdl.co.in">www.nsdl.co.in</a>
Central Depository Services (India) Limited	P J Towers, 17 <sup>th</sup> Floor, Dalal Street, Fort, Mumbai – 400 001	<a href="http://www.cdslindia.com">www.cdslindia.com</a>

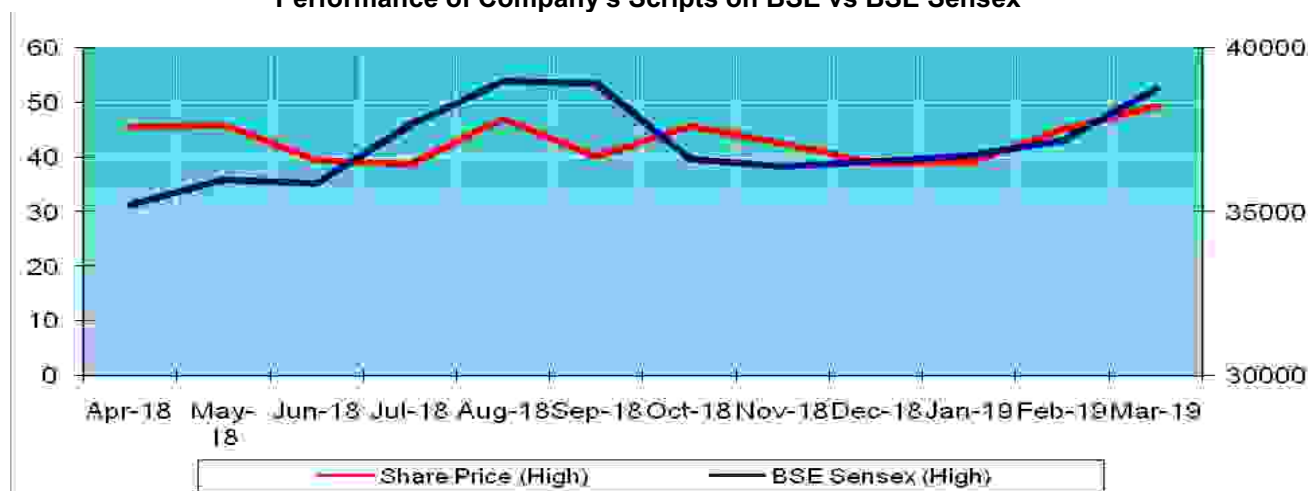
The International Securities Identification Number (ISIN) allotted to Company's securities under the Depository system is INE920C01017.

## Market price data

The monthly high and low share price data at the BSE Limited for the financial year 2018-19

Month	Share Price (High)	Share Price (Low)	BSE Sensex (High)	BSE Sensex (Low)
Apr-18	45.50	40.80	35,213.30	32,972.56
May-18	45.80	37.25	35,993.53	34,302.89
Jun-18	39.45	31.20	35,877.41	34,784.68
Jul-18	38.65	36.70	37,644.59	35,106.57
Aug-18	47.00	36.65	38,989.65	37,128.99
Sep-18	40.00	30.45	38,934.35	35,985.63
Oct-18	45.60	35.50	36,616.64	33,291.58
Nov-18	42.45	36.00	36,389.22	34,303.38
Dec-18	38.85	34.10	36,554.99	34,426.29
Jan-19	39.00	37.50	36,701.03	35,375.51
Feb-19	45.00	40.30	37,172.18	35,287.16
Mar-19	49.25	43.10	38,748.54	35,926.94

Performance of Company's Scripts on BSE vs BSE Sensex



## Registrar & Share Transfer Agents

M/s Niche Technologies Private Limited  
 3A, Auckland Place, 7th Floor, Room No.7A & 7B  
 Kolkata – 700 017, Phone No. 033 2280-6616/6617/6618  
 e-mail: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)  
 Contact Person – Mr. S. Abbas (Sr. Manager – Systems)

## Share Transfer System

The RTA performs all share transfer activities, which is a Category-I Registrar and Share Transfer Agent. Therefore, all correspondences should be made to the address mentioned above. Shareholders holding shares in the electronic form should address their correspondence to their respective depository participants.

Pursuant to the provisions of regulation 40(9) of SEBI (LODR) Regulations, 2015, a certificate on a half-yearly basis confirming the compliance of share transfer formalities, quarterly certificate for timely dematerialization of the shares as per SEBI (Depositories & Participants) Regulation, 1996 are sent to the Exchanges by the Registrar & Transfer Agent.

## Dividend payment date

The Company has not declared any dividend for the relevant Financial Year.

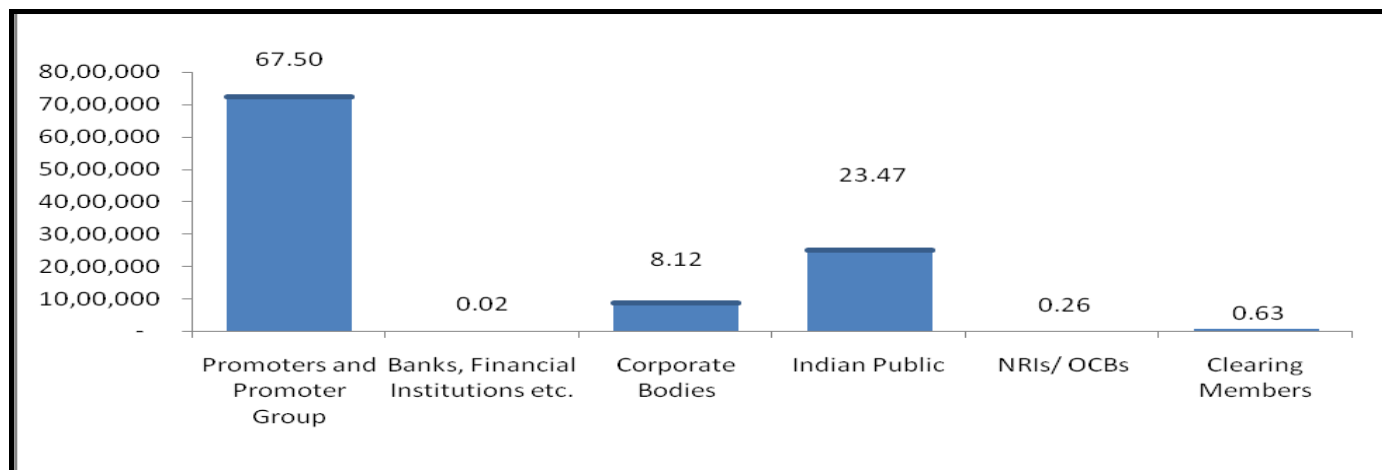
## Distribution of Shareholding

Distribution of shareholding by size as on 31<sup>st</sup> March, 2019

Range of Shares	Number of Shareholders	% of Shareholders	No. of Shares	% of Shares
Up to 500	4463	87.96	5,94,657	5.54
501 – 1000	317	6.25	2,56,947	2.39
1001 – 5000	210	4.13	4,70,715	4.38
5001 – 10000	34	0.67	2,48,660	2.31
10001 – 50000	34	0.67	6,12,930	5.70
50001 – 100000	5	0.10	3,94,721	3.67
100001 and above	11	0.22	81,71,370	76.01
<b>Total</b>	<b>5146</b>	<b>100.00</b>	<b>1,07,50,000</b>	<b>100.00</b>

Distribution of shareholding by category as on 31<sup>st</sup> March, 2019

Category	Number of Shares	% to Total
Promoters and Promoter Group	72,56,699	67.50
Banks, Financial Institutions etc.	1,900	0.02
Corporate Bodies	8,72,570	8.12
Indian Public	25,23,324	23.47
NRIs/ OCBs	27,897	0.26
Clearing Members	67,610	0.63
<b>Total</b>	<b>1,07,50,000</b>	<b>100.0000</b>



## List of Top Ten Shareholders as on 31<sup>st</sup> March, 2019

Sl. No.	Name of the Shareholder	No. of Shares held	% of Shareholding
1	Vinod Dugar	2071523	19.27
2	Sheetal Dugar	1933424	17.99
3	Loka Properties Private Limited	1239405	11.53
4	Khatod Investments & Finance Company Limited	921225	8.57
5	Pyramid Sales Private Limited	716122	6.66
6	Ankur Constructions Private Limited	375000	3.49
7	Maheswari Plaza Resorts Limited	338857	3.15
8	Fantastic Hirise Private Limited	300000	2.79
9	Ramakant Kasat	120103	1.12
10	Karan K Bang	117700	1.10

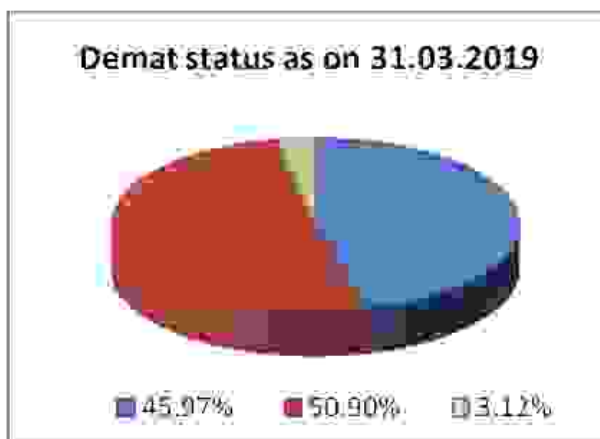
**Details of shares held by Directors as on 31<sup>st</sup> March, 2019**

Name of Director	No. of Equity Shares	% of Total holding
Mr. Upmanyu Pathak	Nil	Nil
Mr. Amar Chand Baid	Nil	Nil
Mr Gaurav Somani	Nil	Nil
Ms. Vembi Krishnamurthy Radha	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

**Dematerialisation of shares and liquidity**

Shares held in dematerialised and physical form as on 31<sup>st</sup> March, 2019

Status of Dematerialisation	No. of Shares	% of Total Shares
Share held in NSDL	4942024	45.97%
Share held in CDSL	5472231	50.90%
Shares held in physical form	335745	3.12%

**Transfer of Unclaimed amounts to Investor Education and Protection Fund**

The Company has transferred to the Investor Education & Protection Fund, as per section 124 of the Companies Act, 2013, all unclaimed/unpaid dividends for more than seven years. Further as per section 124 of the Companies Act, 2013 read with the rules made thereunder, all shares in respect of which dividend is unpaid/unclaimed for a period of seven consecutive years shall also be transferred to IEPF.

As per the requirements of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules 2016'), the Company will be sending intimation to all the shareholders who had not claimed/encashed their dividends consecutively for the last seven years informing them that in the event those shareholders do not claim the same, the Company will be required to transfer the corresponding shares to the IEPF Demat Account prescribed under the IEPF Rules, 2016. The Company will also simultaneously publish notice in the leading newspapers in this regard and also upload the same on the "Investors Section" of the Company's website details of such shareholders and shares which are due for transfer to IEPF Demat Account.

**Outstanding GDR's/ADR's/Warrants or any Convertible Instruments**

The Company has not issued any GDR's/ADR's/Warrants/Stock Options or any other Convertible Instruments.

**Commodity price risk or foreign exchange risk and hedging activities**

The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities are not applicable.

**Plant Location and address for correspondence:**

ntc industries limited  
149, B. T. Road, Kamarhati, Kolkata – 700058  
Website: [www.ntcind.com](http://www.ntcind.com)

# CERTIFICATE

Annexure- "A"

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by M/s ntc industries limited, having its Registered office at 149, B.T. Road, Kamarhati, Kolkata - 700058, West Bengal and also the information provided by the Company, its officers, agents and authorized representatives, we hereby report that during the Financial Year ended on March 31, 2019, in our opinion, none of the director on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by the Board/Ministry of Corporate Affairs or any such Statutory authority.

For **Disha Dugar**  
Practising Company Secretary

**FCS No. 8128**  
**C.P. No. 10895**

**Place:** Kolkata  
**Date:** 28<sup>th</sup> May, 2019

# CERTIFICATE OF CORPORATE GOVERNANCE

To,  
The Members,  
**ntc industries limited**

We have examined the compliance of conditions of Corporate Governance by ntc industries limited ('the Company'), for the year ended 31st March 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V to the Securities and Exchange Board of India for the period 1<sup>st</sup> April 2018 to 31st March 2019.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations as applicable.

On the basis of records maintained by the Company, we state that as on 31<sup>st</sup> March, 2019, there were no investor grievances remaining pending for a period exceeding one month against the company.

We further 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.

For **VKR & Associates.**  
**Chartered Accountants**  
**Firm Registration No. 320323E**

**Place: Kolkata**  
**Date: 28<sup>th</sup> May, 2019**

**Santosh Kumar Agrawal**  
**Partner**  
**Membership No. 067092**

# CEO / CFO CERTIFICATION

To,  
The Board of Directors,  
**ntc industries limited**

We, Upmanyu Pathak, Managing Director appointed in terms of the Companies Act, 2013 and Prem Chand Khator, Chief Financial Officer, hereby certify to the Board that:

- a) We have reviewed the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2019 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2019 which are fraudulent, illegal or violative of the Company'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 that:
  - i. there have been no significant changes in internal control over financial reporting during the year;
  - ii. there have been no significant changes in accounting policies during the period and
  - iii. 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.

**For ntc industries limited**

Place: Kolkata  
Date: 28<sup>th</sup> May, 2019

**Upmanyu Pathak**  
Managing Director

**Prem Chand Khator**  
Chief Financial Officer



## **FINANCIAL SECTION**

# INDEPENDENT AUDITOR'S REPORT ON STANDALONE FINANCIAL STATEMENTS

To,  
The Members of  
NTC Industries Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of NTC Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, 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 standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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, 2019, the profit and 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 standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone 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 standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No.	Key Audit Matter	Auditor's Response
1	<p><b><i>Litigations and claims - provisions and contingent liabilities</i></b></p> <p>Refer note 37 to 39 to the standalone financial statements.</p> <p>The Company is involved in indirect tax and other litigations (litigations) that are pending with different statutory authorities.</p> <p>The level of management judgement associated with determining the need for, and the quantum of, provisions for any liabilities arising from these litigations is considered to be high. This judgement is dependent on a number of significant assumptions and assessments which involves interpreting the various applicable rules, regulations, practices and considering precedents in the various jurisdictions.</p> <p>This matter is considered as a key audit matter, in view of the uncertainty regarding the outcome of these litigations, the significance of the amounts involved and the subjectivity involved in management's judgement as to whether the amount should be recognized as a provision or only disclosed as contingent liability in the standalone financial statements.</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p>	<p><b><i>Our key procedures included, but not limited to, the following:</i></b></p> <p>a) Assessed the appropriateness of the Company's accounting policies relating to provisions and contingent liability by comparing with the applicable accounting standards;</p> <p>b) Assessed the Company's process and the underlying controls for identification of the pending litigations and completeness for financial reporting and also for monitoring of significant developments in relation to such pending litigations;</p> <p>c) Assessed the Company's assumptions and estimates in respect of litigations, including the liabilities or provisions recognized or contingent liabilities disclosed in the standalone financial statements. This involved assessing the probability of an unfavourable outcome of a given proceeding and the reliability of estimates of related amounts;</p> <p>d) Performed substantive procedures on the underlying calculations supporting the provisions recorded;</p> <p>e) Assessed the management's conclusions through understanding relevant judicial precedents in similar cases and the applicable rules and regulations;</p> <p>f) Engaged subject matter specialists to gain an understanding of the current status of litigations and monitored changes in the disputes, if any, through discussions with the management and by reading external advice received by the Company, where relevant, to validate management's conclusions; and</p> <p>g) Assessed the appropriateness of the Company's description of the accounting policy, disclosures related to litigations and whether these are adequately presented in the standalone financial statements.</p>

#### **Information Other than the Standalone 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 Company's annual report, but does not include the standalone financial statements and our auditors' report thereon

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during 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 Standalone 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 standalone 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

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

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

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone 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 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 standalone financial statements of the current period 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 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 standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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 standalone financial statements.
- ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For VKR & Associates.**

Chartered Accountants

ICAI Firm Registration No.: 320323E

**Santosh Kumar Agrawal, FCA**  
(Partner)

Membership No.: 067092

**Kolkata, 28<sup>th</sup> day of May, 2019**

## **ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) As informed to us the fixed assets of the company have been physically verified by the Management at the year end and in our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its asset. No discrepancies were noticed on such physical verification.  
  
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that, except as stated in Note No 35 regarding non registration of property at Silliguri of ` 6,55,372/- in the name of the company, all other title deeds of the immovable properties are held in the name of the Company as at the balance sheet date.
- ii) As explained to us, the inventories other than material lying with third parties (which have substantially been confirmed) were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on such physical verification.
- iii) The company has granted unsecured loans to the parties covered in the register maintained under Section 189 of the Act; and with respect to the same:
  - a) The terms and conditions of the grant of such loans are not prejudicial to the company's interest.
  - b) The loans granted to the parties covered in the register maintained under section 189 of the Act, has no stipulated schedule of repayment of principal and payment of interest and are repayable on demand.
  - c) According to the information and explanations given to us, since the loans granted has no stipulated schedule of repayment of principal and payment of interest , the question of overdue amounts does not arise.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities.
- v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi) The rules regarding maintenance of cost records which have been specified by the central government under section 148(1) of Companies Act, 2013 are not applicable. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

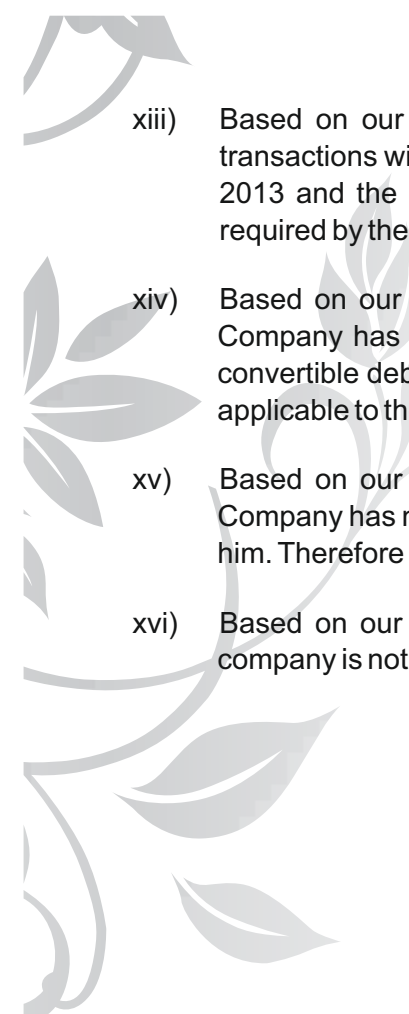
- vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amount deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues applicable to it have been generally regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect to above were in arrears, as at March 31, 2019 for a period of more than six months from the date on which they become payable except as stated below: Nature of due Amount (₹ in lacs) Period Entry Tax 0.42 2017-18

Nature of due	Amount (₹ in lacs)	Period
Entry Tax	0.42	2017-18

- b) As at 31st March, 2019, there is no amounts payable in respect of disputed income tax, sales tax, service tax, duty of customs, duty of excise and value added tax except as stated below: Nature of Statute Nature of Dues Amount (₹ in lacs) Period Forum where pending Central Excise Act, 1944 Excise Duty 3,131.82 October 1994 to October 1996 Customs, Excise & Service Tax Appellate Tribunal Central Excise Act, 1944 Penalty 135.81 September 28, 1996 to October 31, 1996 Customs, Excise & Service Tax Appellate Tribunal

Nature of Statute	Nature of Dues	Amount (₹ in lacs)	Period	Forum where pending
Central Excise Act, 1944	Excise Duty	3,131.82	October 1994 to October 1996	Customs, Excise & Service Tax Appellate Tribunal
Central Excise Act, 1944	Penalty	135.81	September 28, 1996 to October 31, 1996	Customs, Excise & Service Tax Appellate Tribunal

- viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The company has not taken any loans or borrowings from any financial institution and government or has not issued any debentures..
- ix) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Term loan has been applied for the purpose for which they were obtained.
- x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers/employees has been noticed or reported during the period covered by our audit.
- xi) In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii) The company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable.

- 
- xiii) Based on our examination of the records and the information and explanations given to us, all transactions with the related parties were in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Standalone Ind AS Financial Statements etc as required by the applicable accounting standards.
- xiv) Based on our examination of the records and the information and explanations given to us,, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- xv) Based on our examination of the records and the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with him. Therefore the provisions of clause 3(xv) of the Order are not applicable to the Company.
- xvi) Based on our examination of the records and 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 VKR & Associates.**

Chartered Accountants

ICAI Firm Registration No.: 320323E

**Santosh Kumar Agrawal, FCA**

(Partner)

Membership No.: 067092

**Kolkata, 28<sup>th</sup> day of May, 2019**

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **NTC Industries Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI 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 judgement, 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 Company's internal financial controls system over financial reporting.

#### 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent 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, 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, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, VKR & Associates**  
*Chartered Accountants*  
Firm Regn. No. - 320323E

**SANTOSH KUMAR AGRAWAL, FCA**  
*(Partner)*  
Membership No.: 067092

Place : Kolkata,  
Date: 28<sup>th</sup> day of May, 2019

# BALANCE SHEET

## as at 31st March 2019

Sl. No.	Particulars	Note No.	As at 31 March 2019 (Amount in ₹)	As at 31 March 2018 (Amount in ₹)
<b>A</b>	<b>ASSETS</b>			
	<b>1. Non-current assets</b>			
	(a) Property, Plant and equipment	3A	4,73,55,147	6,19,09,891
	(b) Capital work-in-progress	3B	15,54,000	9,82,623
	(c) Investment property		-	-
	(d) Financial assets			
	(i) Investment	4	3,79,48,000	4,53,19,000
	(e) Deferred tax assets (net)	5	96,43,710	93,43,858
	(f) Other non-current assets	6	1,14,16,000	1,14,16,000
	<b>Total non-current assets</b>		<b>10,79,16,857</b>	<b>12,89,71,372</b>
	<b>2. Current assets</b>			
	(a) Inventories	7	2,38,20,745	2,62,58,586
	(b) Financial Assets			
	(i) Other investment		-	-
	(ii) Trade receivable	8	1,94,05,654	3,01,64,382
	(iii) Cash and cash equivalents	9A	17,24,146	94,34,282
	(iv) Bank balance other than (iii) above	9B	43,96,818	41,38,345
	(v) Loans	10	28,31,03,383	23,90,76,325
	(c) Current tax assets (net)	11	21,86,275	68,09,211
	(d) Other current assets	12	6,00,90,161	5,30,99,740
	Assets classified as held for sale			
	<b>Total current assets</b>		<b>39,47,27,182</b>	<b>36,89,80,871</b>
	<b>Total assets</b>		<b>50,26,44,038</b>	<b>49,79,52,244</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>1. Equity</b>			
	(a) Equity share capital	13A	10,75,00,000	10,75,00,000
	(b) Other equity	13B	27,67,79,576	24,60,42,010
	Total equity		<b>38,42,79,576</b>	<b>35,35,42,010</b>
	<b>2. Non-current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowing	14	2,04,45,780	2,06,61,938
	(b) Provisions	15	3,06,62,214	3,15,36,104
	<b>Total non-current liabilities</b>		<b>43,53,87,572</b>	<b>40,57,40,054</b>
	<b>3. Current liabilities</b>			
	(a) Financial liabilities			
	(i) Borrowing	16	2,23,78,891	2,45,57,623
	(ii) Trade payables	17	65,54,296	1,85,06,251
	(b) Other current liabilities	18	3,32,93,087	4,28,50,327
	(c) Provisions	19	50,30,192	62,97,989
	<b>Total current liabilities</b>		<b>6,72,56,466</b>	<b>9,22,12,190</b>
	<b>Total equity and liabilities</b>		<b>50,26,44,038</b>	<b>49,79,52,244</b>
The accompanying notes 1 to 41 are an integral part of the Financial Statements			(0)	(0)

As per our report of even date attached

For and on behalf of the Board

### For VKR & ASSOCIATES

Chartered Accountants  
Firm registration No. 320323E

**Santosh Kumar Agrawal**  
**Partner**  
**Membership No. 067092**

Place : Kolkata  
Date : 28<sup>th</sup> May, 2019

**Upmanyu Pathak**  
Managing Director

**Gaurav Somani**  
Director

**Prem Chand Khator**  
Chief Financial Officer

**Sunil Kumar Varma**  
Company Secretary

# STATEMENT OF PROFIT & LOSS

for the year ended 31st March 2019

Sl. No.	Particulars	Note No.	As at 31 March 2019 (Amount in ₹)	As at 31 March 2018 (Amount in ₹)
	<b>INCOME</b>			
I	Sales of Product and Services	20A	11,69,01,430	16,15,48,213
II	Other income	21	9,43,52,483	4,58,80,985
III	<b>Total Income (I+II)</b>		<b>21,12,53,913</b>	<b>20,74,29,198</b>
	<b>EXPENSES</b>			
IV	Cost of materials consumed	22	4,24,45,606	6,21,67,922
	Purchases of stock-in-Trade	23	2,12,26,232	64,10,247
	Changes in inventories of finished goods, stock-in-trade, WIP and Intermediates	24	26,67,792	1,07,57,639
	Excise Duty		40,24,665	1,86,12,717
	Employee benefits expense	25	3,64,42,737	3,85,45,253
	Finance costs	26	31,45,624	36,53,815
	Depreciation		49,39,528	49,56,581
	Other expenses	27	5,14,17,445	4,22,17,995
	<b>Total Expenses</b>		<b>16,63,09,629</b>	<b>18,73,22,169</b>
V	<b>Profit/(Loss) before exceptional items and taxes (III-IV)</b>		<b>4,49,44,284</b>	<b>2,01,07,030</b>
VI	Add / (Less) : Exceptional items			1,89,45,120
VII	<b>Profit/(Loss) before Tax (V-VI)</b>		<b>4,49,44,284</b>	<b>11,61,910</b>
VIII	<b>Tax expenses :</b>			
	(a) Current tax	28	96,00,000	7,00,000
	(b) Deferred tax	28	(2,99,851)	3,55,425
	(c) Tax adjustments for earlier years			(11,88,383)
IX	<b>Profit/ (loss) for the period after Tax (PAT)</b>		<b>3,56,44,134</b>	<b>12,94,868</b>
X	<b>Other Comprehensive Income</b>			
	a. <b>Item that will not be reclassified to profit or loss :</b>			
	(i) Remeasurements of post-employment benefit obligations	29	24,64,436	27,93,428
	(ii) Changes in fair value of equity Instruments through other Comprehensive Income		(73,71,000)	(3,78,000)
	b. <b>Income tax relating to items that will be reclassified to profit or loss</b>			-
	<b>Total other comprehensive income (a+b)</b>		<b>(49,06,564)</b>	<b>24,15,428</b>
XII	<b>Total comprehensive income for the year (IX-X)</b>		<b>3,07,37,570</b>	<b>37,10,296</b>
XII	<b>Earnings per share: (FV - Rs.10/- Note 2.26)</b>			
	<b>Basic/Diluted (of Rs. 10 each)</b>		<b>3.32</b>	<b>0.12</b>

The accompanying notes 1 to 41 are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of the Board

**For VKR & ASSOCIATES**

Chartered Accountants

Firm registration No. 320323E

**Santosh Kumar Agrawal**

Partner

Membership No. 067092

**Upmanyu Pathak**

Managing Director

**Gaurav Somani**

Director

**Prem Chand Khator**

Chief Financial Officer

**Sunil Kumar Varma**

Company Secretary

Place : Kolkata

Date : 28<sup>th</sup> May, 2019

13. STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31st MARCH 2019

A. Equity Share Capital (Amount in ₹)

Particulars	Balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
For the year ended 31st March, 2018	10,75,00,000	-	10,75,00,000
For the year ended 31st March, 2019	10,75,00,000	-	10,75,00,000

B. Other Equity (Amount in ₹)

Particulars	Reserve and Surplus				Items of other comprehensive income		Total
	Capital Reserve	Securities premium	Share Options Outstanding Account	Capital Redemption reserve	Retained Earnings	Transfer from Other comprehensive income	
Balance at 31st March 2018	1,52,50,000	-	-	2,64,40,000	16,78,13,930	(23,65,922)	24,60,42,010
Profit for the year					3,56,44,134		
Other Comprehensive income/(loss)						24,64,436	(49,06,564)
Total comprehensive income/(loss)	-	-	-	-	3,56,44,134	24,64,436	3,07,37,570
Transfer to General Reserve							-
Balance at 31st March 2019	1,52,50,000	-	-	2,64,40,000	20,34,58,064	98,510	27,67,79,576

# CASH FLOW

statement for the year ended  
31st March 2019

(Amount in ₹)

Sl.No.	Particulars	For the year ended 31st March, 2019		For the year ended 31st March, 2018	
A.	<b>Cash flow from operating activities :</b>				
	Net profit before tax as per Statement of Profit & Loss		4,49,44,284		11,61,910
	Adjustments for :				
	Depreciation	49,39,528		49,56,581	
	Interest paid	24,29,338		25,46,472	
	(Profit) / Loss on sale of fixed assets	(4,73,11,807)		2,54,526	
	Interest received	(4,59,10,277)		(4,09,41,709)	
	Provision of Employees' retirement & current benefits	39,27,702	(8,19,25,516)	42,23,507	(2,89,60,623)
	<b>Operating profit before working capital changes</b>		(3,69,81,232)		(2,77,98,714)
	(Increase) / Decrease in inventories	24,37,841		1,07,15,889	
	(Increase) / Decrease in trade and other receivables	(4,02,58,751)		23,63,741	
	Increase / (Decrease) in trade payables & other payables	(2,51,14,149)	(6,29,35,059)	(2,39,00,892)	(1,08,21,262)
	Cash generated from operations		(9,99,16,291)		(3,86,19,976)
	Less: Direct taxes (paid) / refunds including interest (net)		(49,77,064)		43,73,358
	<b>Net cash generated/(used) from operating activities</b>		(10,48,93,355)		(3,42,46,618)
B.	<b>Cash flow from investing activities :</b>				
	Investment in Equity Shares of Subsidiary				
	Increase/(decrease) in Fixed Assets & CWIP	5,63,55,642		(19,01,717)	
	(Deposit) / Refund in Fixed Deposits	(2,58,473)		(3,97,483)	
	Interest received	4,59,10,277		4,09,41,709	
	<b>Net cash from investing activities</b>		10,20,07,446		3,86,42,509
C.	<b>Cash flow from financing activities :</b>				
	Proceeds / (repayment) of long term borrowings	(2,16,158)		6,61,938	
	Proceeds / (repayment) of short term borrowings	(21,78,732)		59,52,987	
	Interest paid	(24,29,338)		(25,46,472)	
	<b>Net cash generated/(used) in financing activities</b>		(48,24,228)		40,68,453
	Net increase/(decrease) in cash and cash equivalents (A+B+C)		(77,10,137)		84,64,344
	Cash and cash equivalents -Opening balance		94,34,282		9,69,939
	<b>Cash and cash equivalents -Closing balance</b>		17,24,146		94,34,282
	<b>CASH AND CASH EQUIVALENTS COMPRISE:</b>				
	Balances with bank		16,33,725		93,72,636
	Cash on hand		90,421		61,646
			17,24,146		94,34,282

As per our report of even date attached

For and on behalf of the Board

## For VKR & ASSOCIATES

Chartered Accountants

Firm registration No. 320323E

**Santosh Kumar Agrawal**

Partner

Membership No. 067092

**Upmanyu Pathak**  
Managing Director

**Gaurav Somani**  
Director

**Prem Chand Khator**  
Chief Financial Officer

**Sunil Kumar Varma**  
Company Secretary

Place : Kolkata

Date : 28<sup>th</sup> May, 2019

# NOTES TO ACCOUNTS

## 1. Significant Accounting Policies

### Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. The Company has adopted Ind AS from 1st April, 2017

Up to the year ended 31st March, 2017, the Company prepared its financial statements in accordance with the requirements of previous Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company's first Ind AS financial statements. The date of transition to Ind AS is 1st April, 2016.

### Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability.

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; they are recognised in the period of the revision and future periods if the revision affects both current and future periods.

### 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 the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

### Property, Plant and Equipment – Tangible Assets

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 1st April, 2016 measured as per the previous GAAP.

Cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. Expenses capitalised also include applicable borrowing costs for qualifying assets, if any. All up gradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

## Notes to Financial Statements (Contd..)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as pacified in Schedule II of the Companies Act, 2013 on a straight line basis. Land is not depreciated.

The estimated useful lives of property, plant and equipment of the Company are as follows:

<b>Plant, Property &amp; Equipment</b>	<b>Useful life</b>
Vehicles	8 years
Furniture & Fixtures	10 years
Office Equipment	5-15 years
Computer	3 years
Plant & Machinery	15 years
Factory Building	30 years

### Intangible Assets

Intangible Assets that the Company controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially at cost comprising the purchase price (including import duties and non refundable taxes) and directly attributable costs to prepare the asset for its intended use.

The carrying value of intangible assets includes deemed cost which represents the carrying value of intangible assets recognised as at 1st April, 2016 measured as per the previous GAAP.

The useful life of an intangible asset is considered finite due to the likelihood of technical, technological obsolescence (e.g., computer software, design, prototypes). Hence Intangible assets that have finite lives are amortized over their estimated useful lives by the straight line method unless it is practical to reliably determine the pattern of benefits arising from the asset.

All intangible assets are tested for impairment. Amortization expenses and impairment losses and reversal of impairment losses are taken to the Statement of Profit and Loss. Thus, after initial recognition, an intangible asset is carried at its cost less accumulated amortization and / or impairment losses.

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives.

### Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

## Notes to Financial Statements (Contd..)

### Inventories

- a) Raw Materials: At lower of weighted average cost or net realisable value.
- b) Work in progress: At lower of cost or net realisable value.
- c) Finished Goods and Stock in trade: At lower of cost or net realisable value.
- d) Stores and Spares, Packing: At lower of Weighted average cost or net realisable value

### Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee.

Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/ losses arising on settlement as also on translation of monetary items are recognised in the Statement of Profit and Loss.

### Investment in Subsidiaries, Associates and Joint Ventures

Investment in subsidiaries, associates and joint ventures are carried at cost less accumulated impairment, if any.

### Financial Assets

**Recognition:** Financial assets include Investments, Trade receivables, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

**Classification:** Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- (a) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.
- (b) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- (c) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

## Notes to Financial Statements (Contd..)

**Impairment:** The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as trade receivables, held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

### Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

### Revenue

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers.

Revenue from the sale of goods includes excise and other duties which the Company pays as a principal, but excludes amounts collected on behalf of third parties, such as sales tax and value added tax. Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the consideration is probable.

Revenue from services is recognised in the periods in which the services are rendered to the customer except otherwise stated.

Rental Income (exclusive of Taxes) from assets given on licence is recognised on rendering of services to tenants. This policy is not applicable for variable rental Income based on turnover of the tenant.

Interest income is recognised in the Statement of Profit and Loss using the effective interest method.

### Employee Benefits

- a) **Short term employee benefits:** All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and short term compensated absences, the expected cost of ex-gratia, etc are recognised in the period in which the employee renders the related services.

b) **Post-employment benefits**

- (i) **Defined Contribution Plan :** Employee benefits in the form of Provident fund, employees state insurance etc. are considered as defined contribution plan and the contributions are charged to the statements of profit and loss for the year when the contributions to the respective funds are due.
- (ii) **Defined Benefit Plan :** Employee benefits in the form of gratuity and leave encashment are considered as defined benefit plan and are provided for on the basis of an independent actuarial valuation.

# Notes to Financial Statements (Contd..)

## Taxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period along with the Income Computation and disclosure standards, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

## Provisions

Provisions are recognised when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

## Contingent Liability

Liabilities which are contingent in nature are not provided for in the accounts and the same are separately disclosed by way of notes to accounts.

## Earnings per Share

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

## Prior Period Adjustments

Adjustment of identifiable items of income and expenditure pertaining to prior period are accounted for as prior periods adjustments.

### 2. Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end.

#### Key sources of estimation uncertainty

**1. Useful lives of property, plant and equipment and intangible assets:**

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

**2. Fair value measurements and valuation processes:**

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available.

**3. Actuarial Valuation:**

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income.

## Notes to Financial Statements (Contd..)

Notes to and forming part of Financial Statements

### Note 3 - Fixed assets

(Amount in ₹)

Particulars	Gross Block			Depreciation and Amortization				Net Book Value		
	As at 31st March, 2018	Additions	Withdrawals and adjustments	As at 31st March, 2019	Upto 31st March, 2018	For the Year	On withdrawals and adjustments	Upto 31st March, 2019	As at 31st March, 2019	
3 A. Property, Plant and Equipment										
Land	1,96,53,064	-	93,45,281	1,03,07,783	-	-	-	1,03,07,783	1,96,53,064	
Factory Buildings	3,93,02,635	-	-	3,93,02,635	3,30,85,784	5,87,650	-	3,36,73,434	62,16,851	
Other Building	28,08,532	-	22,58,532	5,50,000	15,84,438	44,970	15,66,087	63,321	12,24,094	
Plant and Equipments	11,28,57,763	9,82,623	16,34,780	11,22,05,606	7,98,56,838	39,63,785	10,74,672	8,27,45,951	3,30,00,925	
Furniture and Fixtures	3,07,431	-	-	3,07,431	2,71,419	4,325	-	2,75,744	36,012	
Office Equipment	10,91,596	-	-	10,91,596	8,67,547	34,086	-	9,01,633	2,24,049	
Computer	18,41,915	-	-	18,41,915	13,47,270	1,65,395	-	15,12,665	4,94,645	
Vehicles	11,56,509	-	-	11,56,509	96,258	1,39,318	-	2,35,576	10,60,251	
TOTAL	17,90,19,445	9,82,623	1,32,38,593	16,67,63,476	11,71,09,554	49,39,528	26,40,759	11,94,08,323	6,19,09,891	
3 B. Capital work-in-progress										
Plant & Machinery	9,82,623	15,54,000	9,82,623	15,54,000	-	-	-	15,54,000	9,82,623	

Particulars	As at 31st March 2019 (Amount in ₹)	As at 31st March 2018 (Amount in ₹)
<b>Notes to Financial Statements (Contd..)</b>		
<b>4. Non-current Investment (Contd.)</b>		
Investment in Equity , Trade Investments <b>Quoted (at Fair Market Value, fully paid)</b> RDB Realty & Infrastructure Ltd. FY-18-19 12,60,000 shares of Rs 10 each)	3,75,48,000	4,49,19,000
<b>Unquoted: Wholly owned Subsidiary (w.e.f 27th August, 2014)</b> NTCIL Real Estate Private Limited (10000 shares of Rs 10 each) NTCIL Infrastructure Private Limited (10000 shares of Rs 10 each) NTCIL Realty Private Limited (10000 shares of Rs 10 each) NTCIL Siliguri Estate Private Limited (10000 shares of Rs 10 each)	1,00,000 1,00,000 1,00,000 1,00,000	1,00,000 1,00,000 1,00,000 1,00,000
<b>Total</b>	<b>3,79,48,000</b>	<b>4,53,19,000</b>
<b>5. Deferred tax assets (net)</b>		
Deferred tax assets Less : Deferred tax liabilities	93,43,859 2,99,851	1,34,30,838 40,86,980
<b>TOTAL</b>	<b>96,43,710</b>	<b>93,43,858</b>
<b>6. Other assets</b>		
<b>Advances other than Capital Advances</b> Deposit with Excise Authority	1,14,16,000	1,14,16,000
<b>TOTAL</b>	<b>1,14,16,000</b>	<b>1,14,16,000</b>
<b>7. Inventories</b>		
(at lower of cost and net realisable value ) Raw materials (including packing materials) Work-in-progress Finished goods (manufactured) Stock-in-trade (goods purchased for resale) Stores and Spares	1,43,10,352 2,56,458 3,21,052 26,54,674 62,78,205	1,54,13,640 23,651 31,98,592 26,77,735 49,44,968
<b>TOTAL</b>	<b>2,38,20,745</b>	<b>2,62,58,586</b>
<b>8. Trade receivables (Current)</b>		
Secured, considered good	1,94,05,654	3,01,64,382
<b>TOTAL</b>	<b>1,94,05,654</b>	<b>3,01,64,382</b>
<b>9A. Cash and cash equivalents</b>		
Balance with Banks Cash in hand	16,33,725 90,421	93,72,636 61,646
<b>TOTAL</b>	<b>17,24,146</b>	<b>94,34,282</b>
<b>9B. Bank balance other than (11A) above</b>		
Fixed Deposits (For lien against guarantees and letter of credit)	43,96,818	41,38,345
<b>TOTAL</b>	<b>43,96,818</b>	<b>41,38,345</b>
<b>10. Loans</b>		
<b>Loans to Others then related parties</b> Loan to Body Corporate (other than related)	28,31,03,383	23,90,76,325
<b>TOTAL</b>	<b>28,31,03,383</b>	<b>23,90,76,325</b>

Particulars	As at 31st March 2019 (Amount in ₹)	As at 31st March 2018 (Amount in ₹)
<b>Notes to Financial Statements (Contd..)</b>		
<b>11. Current Tax assets</b>		
Advance Income Tax & TDS	1,43,36,275	93,59,211
Less : Provision for Income Tax	1,21,50,000	25,50,000
<b>TOTAL</b>	<b>21,86,275</b>	<b>68,09,211</b>
<b>12. Other assets</b>		
<b>Advances other than Capital Advances</b>		
Advance to directors & officers of the company	2,30,000	3,57,500
Deposits	60,20,387	69,34,159
Advance to Suppliers	16,33,235	21,39,007
Prepaid Expenses	4,68,439	2,22,699
Other advances	4,00,40,937	3,84,34,965
<b>Others</b>		
Balance with revenue authorities	21,27,315	11,42,018
Interest accrued but not due	-	3,65,662
Deferred Revenue Expenditure	95,69,848	35,03,730
<b>TOTAL</b>	<b>6,00,90,161</b>	<b>5,30,99,740</b>
<b>13. A. Equity Share Capital</b>		
<b>Authorised</b>		
16,500,000 Equity Shares shares of Rs.10 each	16,50,00,000	16,50,00,000
3,500,000 Preference Shares of Rs.10 each	3,50,00,000	3,50,00,000
<b>TOTAL</b>	<b>20,00,00,000</b>	<b>20,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>		
10,750,000 Equity Shares shares of Rs.10 each	10,75,00,000	10,75,00,000
<b>TOTAL</b>	<b>10,75,00,000</b>	<b>10,75,00,000</b>
<b>B. Reconciliation of number of equity shares outstanding :</b>		
As at the beginning of the year	1,07,50,000	1,07,50,000
As at the end of the year	1,07,50,000	1,07,50,000
<b>C. Shareholders holding more than 5% shares</b>		
	<b>% Holding</b>	<b>% Holding</b>
	<b>Shares held (No.)</b>	<b>Shares held (No.)</b>
1. Vinod Dugar	19.24%	19.24%
	20,68,023	20,68,023
2. Sheetal Dugar	17.99%	17.99%
	19,33,424	19,33,424
3. Loka Properties Private Limited	11.53%	11.53%
	12,39,404	12,39,404
4. Khatod Investments & Finance Company Limited	8.57%	8.57%
	9,21,225	9,21,225
3. YMS Finance Private Limited (Formerly Pyramid Sales Private Limited)	6.66%	6.66%
	7,16,122	7,16,122
<b>D. Rights, preferences &amp; restrictions to shares &amp; restrictions on distribution of dividend and repayment of capital:</b>		
The Company has issued only class of equity shares. Each shareholder is eligible for one vote per share. Dividend proposed (if any) by the Board of Directors, is subject to the approval of shareholders, except in case of interim dividend. In the event of Liquidation, the shareholders of Ordinary Shares are eligible to receive the remaining assets of the Company after distribution of all the preferential amounts, in proportion to their shareholding.		
<b>E. Share Reserved for issue:-</b>		
No Equity Shares have been reserved for issue under option & contracts/commitments for sale of shares/ disinvestment as at Balance Sheet date.		

Particulars	As at 31st March 2019 (Amount in ₹)	As at 31st March 2018 (Amount in ₹)
<b>Notes to Financial Statements (Contd..)</b>		
<b>14. Borrowing</b>		
<b>Loan from other than related parties</b>		
HDFC Car Loan (Secured by Hypothication of Car)	4,45,780	6,61,938
From other parties (Unsecured) (refer note no:36)	2,00,00,000	2,00,00,000
<b>TOTAL</b>	<b>2,04,45,780</b>	<b>2,06,61,938</b>
<b>15. Provisions</b>		
<b>Provision for employee benefits</b>		
Retirement benefits	3,06,62,214	3,15,36,104
<b>TOTAL</b>	<b>3,06,62,214</b>	<b>3,15,36,104</b>
<b>16. Borrowing</b>		
<b>Loan from other then related parties</b>		
HDFC Car Loan (Secured by hypothication of Car)	2,16,159	1,96,947
Working capital loan from bank (Secured, repayable on demand) For General Business Purpose. Secured by corporate guarantee of group companies & by personal guarantee of promoter. The applicable Interest rate is MCLR rate plus 3%.	2,21,62,732	2,43,60,676
<b>TOTAL</b>	<b>2,23,78,891</b>	<b>2,45,57,623</b>
<b>17. Trade Payables</b>		
To Micro, Small & Medium Enterprises	10,27,682	-
To others [The Company is in communication with its suppliers to ascertain the applicability of "The Micro, Small and Medium Enterprises Development Act, 2006". As at the date of this balance sheet the company has not received any communications from any of its suppliers regarding the applicability of the Act to them. This has been relied upon by the auditors.]	55,26,614	1,85,06,251
<b>TOTAL</b>	<b>65,54,296</b>	<b>1,85,06,251</b>
<b>18. Other current Liabilities</b>		
<b>Revenue received in advance</b>		
Advances from customers	15,87,277	63,85,071
<b>Other Advances</b>		
Advance from other than related party	6,63,478	4,27,778
<b>Others</b>		
Statutory liabilities	1,05,17,383	1,49,18,471
Other Payables	2,05,24,949	2,11,19,007
<b>TOTAL</b>	<b>3,32,93,087</b>	<b>4,28,50,327</b>
<b>19. Provisions</b>		
<b>Provision for employee benfits</b>		
Retirement benefits	50,30,192	62,97,989
<b>TOTAL</b>	<b>50,30,192</b>	<b>62,97,989</b>

Particulars	For the year ended 31st March 2019 (Amount in ₹)	For the year ended 31st March 2018 (Amount in ₹)
<b>Notes to Financial Statements (Contd..)</b>		
<b>20A. Revenue from operations</b>		
Gross Revenue from sale of Products and services*	11,35,38,743	15,06,47,749
Sale of Services	32,64,525	1,07,83,778
<b>Other operating Revenue</b>		
Sale of Manufacturing Waste	98,162	1,16,686
<b>TOTAL</b>	<b>11,69,01,430</b>	<b>16,15,48,213</b>
<b>* Net of sales returns and damaged stocks.</b>		
<b>20B. Gross Revenue from sale of Products and services*</b>		
<b>Sale of Goods (Cigarettes)</b>		
- Sale of manufactured goods :		
- Domestic	3,68,65,966	7,01,32,127
- Export	4,96,37,417	7,53,85,679
- Sale of stock in trade (Agarbatti & Match Boxes )	2,70,35,360	51,29,943
<b>TOTAL</b>	<b>11,35,38,743</b>	<b>15,06,47,749</b>
<b>21. Other Income</b>		
Interest income	4,59,10,277	4,09,41,709
Sundry balances / liabilities written back (net)	1,16,920	44,85,209
Foreign currency fluctuation gain	8,88,848	6,72,036
Profit on sale of fixed assets	4,73,11,807	(2,54,526)
Other receipts	1,24,631	36,557
<b>TOTAL</b>	<b>9,43,52,483</b>	<b>4,58,80,985</b>
<b>22. Cost of Material Consumed during the year</b>		
Opening Stock of Raw Material	1,54,13,640	1,55,96,441
Add: Purchase of Raw Material	4,13,42,318	6,29,04,330
Less: Damage of Raw Material	-	9,19,209
Less: Closing Stock of Raw Material	1,43,10,352	1,54,13,640
<b>Consumption</b>	<b>4,24,45,606</b>	<b>6,21,67,922</b>
<b>23. Purchase of stock in trade</b>		
Match Boxes,Agarbatti	2,12,26,232	64,10,247
<b>TOTAL</b>	<b>2,12,26,232</b>	<b>64,10,247</b>
<b>24. Change in inventories of finished goods and stock-in-trade</b>		
Opening Stock of		
- Finished goods	32,22,241	1,63,54,224
- Stock - in - trade	26,77,737	3,03,393
<b>Total (a)</b>	<b>58,99,978</b>	<b>1,66,57,617</b>
Closing Stock of		
- Finished goods	5,77,510	32,22,241
- Stock - in - trade	26,54,674	26,77,737
<b>Total (b)</b>	<b>32,32,184</b>	<b>58,99,978</b>
<b>(Increase) / Decrease in inventories (a-b)</b>	<b>26,67,792</b>	<b>1,07,57,639</b>
<b>25. Employee benefits expense</b>		
Salaries , wages, bonus, allowances, etc	2,85,56,327	2,99,99,032
Contribution to provident and other fund	32,72,308	34,69,465
Staff welfare expenses	6,86,400	8,53,249
Provision for Gratuity	39,27,702	42,23,507
<b>TOTAL</b>	<b>3,64,42,737</b>	<b>3,85,45,253</b>
<b>26. Finance costs</b>		
Interest paid	24,29,338	25,46,472
Finance Charges	7,16,286	11,07,343
<b>TOTAL</b>	<b>31,45,624</b>	<b>36,53,815</b>

Particulars	For the year ended 31st March 2019 (Amount in ₹)	For the year ended 31st March 2018 (Amount in ₹)
<b>Notes to Financial Statements (Contd..)</b>		
<b>27. Other Expenses</b>		
<b>a. Manufacturing expenses :</b>		
Stores and spares consumed	44,12,965	49,01,100
Power and fuel consumed	45,76,421	87,26,922
Machine repairs	5,97,997	9,28,727
Inward freight, coolie, cartage and other expenses	43,03,798	31,10,335
Other manufacturing expenses	74,500	309
<b>Total (a)</b>	<b>1,39,65,681</b>	<b>1,76,67,393</b>
<b>b. Administration expenses :</b>		
Rates and Taxes	1,15,579	1,11,811
Building Repairs	8,08,119	4,68,185
Other Maintenance-Office	2,58,444	1,13,133
Vehicle maintenance expenses	4,28,251	4,67,417
Insurance Premium	2,67,821	4,27,258
Loss of material due to Flood	-	2,81,872
Sundry balances / liabilities written off (net)	11,10,591	3,36,876
Travelling and conveyance	6,02,912	5,36,076
Postage, telegraph and telephones	4,01,381	4,54,425
Printing and stationery	3,36,806	3,56,481
Legal & Professional Charges	35,47,884	56,08,929
Electricity charges	5,00,632	8,60,666
Land revenue and municipal taxes (net)	1,99,375	3,29,471
Miscellaneous expenses	15,64,791	17,33,650
Auditors' remuneration :		
- Audit fee	1,06,250	1,00,000
- Tax audit fee	25,000	25,000
<b>Total (b)</b>	<b>1,02,73,836</b>	<b>1,22,11,250</b>
<b>c. Selling and distribution expenses :</b>		
Advertisement and publicity expenses	58,79,685	27,90,597
Distribution Expenses & Sales Promotion Expenses	1,40,12,028	12,94,494
VAT	-	5,45,509
Outward freight and forwarding charges	72,86,215	70,32,334
Brokerage, commission and discounts	-	6,76,418
<b>Total (c)</b>	<b>2,71,77,928</b>	<b>1,23,39,352</b>
<b>Total (a+b+c)</b>	<b>5,14,17,445</b>	<b>4,22,17,995</b>
<b>28. Income tax Expenses</b>		
<b>A. Amount recognised in profit or loss</b>		
<b>Current tax</b>		
Income tax for the Year		
Current tax	-	7,00,000
Adjustment/(credit) related to previous year - Net		
Current tax	-	-
<b>Total current tax</b>	<b>-</b>	<b>7,00,000</b>
<b>Deferred tax</b>		
Deferred tax for the Year	2,99,851	(3,55,425)
Adjustment/(credit) related to previous year - Net	-	-
<b>Total deferred tax</b>	<b>2,99,851</b>	<b>(3,55,425)</b>
<b>29. Additional Notes to the Financial Statements</b>		
<b>Components of Defined Benefit Cost</b>		
Current Service Cost	11,53,268	12,54,095
Past Service Cost	-	-
(Gain)/Loss on Settlements	-	-
Reimbursement Service Cost	-	-
<b>Total Service Cost</b>	<b>11,53,268</b>	<b>12,54,095</b>
Interest Expense on DBO	27,74,434	29,69,412
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
<b>Total Net Interest Cost</b>	<b>27,74,434</b>	<b>29,69,412</b>
Reimbursement of Other Long Term Benefits	-	-
<b>Defined Benefit Cost included in P &amp; L</b>	<b>39,27,702</b>	<b>42,23,507</b>
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	91,471	(4,47,896)
Remeasurements - Due to Experience Adjustments	(25,55,907)	(23,45,532)
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
<b>Total Remeasurements in OCI</b>	<b>(24,64,436)</b>	<b>(27,93,428)</b>
<b>Total Defined Benefit Cost recognized in P&amp;L and OCI</b>	<b>14,63,266</b>	<b>14,30,079</b>

## Notes to Financial Statements (Contd..)

30. In the opinion of the Board the current assets, loans and advances are not less than the stated value if realised in ordinary course of business. The provisions for all known liabilities are adequate. There are no contingent liabilities except stated, as informed by the management.

31. The Business of the company falls under a **single segment** i.e. Manufacturing of Cigarette and Smoking Mixture. In view of the general classification notified by Central Government in exercise of powers conferred u/s 129 of Companies Act, 2013 for companies operating in single segment, the disclosure requirement as per Indian Accounting Standard - 108 on "Operating Segment" are not applicable to the company. The company's business is mainly concentrated in similar geographical, political and economic conditions; hence disclosure for geographical segment is also not required.

### 32. Earnings Per Share: -

Earnings per share is computed as under:-	2018-19	2017-18
Profit /(Loss) after tax available for equity shareholders (₹) (A)	3,56,44,134/-	12,94,868/-
Weighted average number of equity shares outstanding (B)	10,750,000	10,750,000
Face value per equity share (₹)	10/-	10/-
Earnings per share - Basic & Diluted (A/B) (₹)	3.32/-	0.12/-

### 33. Post-Employment Benefits

In accordance with the Payment of Gratuity Act, 1972 of India, the Company provides for gratuity, a defined retirement benefit plan (the 'Gratuity Plan') covering eligible employees. Liabilities with regard to such Gratuity Plan are determined by actuarial valuation and are charged to revenue in the period determined.

The following tables sets out the status of the benefit plan as per actuarial valuation as on March 31, 2019 and as recognised in the financial statements in respect of employee benefit schemes:

(₹ in Lacs)

<b>A. Change in Defined Benefit Obligation</b>		
Particulars	Financial Year Ending 31/03/2018	Financial Year Ending 31/03/2019
<b>Defined Benefit Obligation at beginning of year</b>	4,02,25,986	3,78,34,091
Current Service Cost	12,54,095	11,53,268
Past Service Cost	-	-
(Gain) / Loss on settlements	-	-
Interest Expense	29,69,412	27,74,434
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(38,21,974)	(36,04,951)
Settlement Payments from Plan Assets	-	-
Settlement Payments from Employer	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-
Increase / (Decrease) due to effect of any business combination / divestiture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	(4,47,896)	91,471

## Notes to Financial Statements (Contd..)

<i>Remeasurements - Due to Experience Adjustments</i>	(23,45,532)	(25,55,907)
<b>Defined Benefit Obligation at end of year</b>	<b>3,78,34,091</b>	<b>3,56,92,406</b>
<b>Discount Rate</b>	<b>7.75%</b>	<b>7.70%</b>
<b>Salary Escalation Rate</b>	<b>6.00% p.a.</b>	<b>6.00% p.a.</b>

### **B. Change in Fair Value of Plan Assets**

Particulars	Financial Year Ending 31/03/2018	Financial Year Ending 31/03/2019
<b>Fair Value of Plan Assets at beginning of year</b>	-	-
<i>Interest Income</i>	-	-
<i>Employer Contributions</i>	-	-
<i>Employer Direct Benefit Payments</i>	38,21,974	36,04,951
<i>Employer Direct Settlement Payments</i>	-	-
<i>Benefit Payments from Plan Assets</i>	-	-
<i>Benefit Payments from Employer</i>	(38,21,974)	(36,04,951)
<i>Settlement Payments from Plan Assets</i>	-	-
<i>Settlement Payments from Employer</i>	-	-
<i>Other (Employee Contribution, Taxes, Expenses)</i>	-	-
<i>Increase / (Decrease) due to effect of any business</i>	-	-
<i>Increase / (Decrease) due to Plan combination</i>	-	-
<i>Remeasurements - Return on Assets</i>	-	-
<i>(Excluding Interest Income)</i>	-	-
<b>Fair Value of Plan Assets at end of year</b>	-	-
<b>Weighted Average Asset Allocations at the year end</b>		
<i>Equities</i>	-	-
<i>Bonds</i>	-	-
<i>Gilts</i>	-	-
<i>Insurance Policies</i>	-	-
<b>Total</b>	-	-
<b>We understand that Liability is not funded</b>		

### **C. Components of Defined Benefit Cost**

Particulars	Financial Year Ending 31/03/2018	Financial Year Ending 31/03/2019
Current Service Cost	12,54,095	11,53,268
Past Service Cost	-	-
(Gain) / Loss on Settlements	-	-
Reimbursement Service Cost	-	-
<b>Total Service Cost</b>	<b>12,54,095</b>	<b>11,53,268</b>
Interest Expense on DBO	29,69,412	27,74,434
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
<b>Total Net Interest Cost</b>	<b>29,69,412</b>	<b>27,74,434</b>
Reimbursement of Other Long Term Benefits	-	-

## Notes to Financial Statements (Contd..)

Defined Benefit Cost included in P & L	<b>42,23,507</b>	<b>39,27,702</b>
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	(4,47,896)	91,471
Remeasurements - Due to Experience Adjustments	(23,45,532)	(25,55,907)
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
<b>Total Remeasurements in OCI</b>	<b>(27,93,428)</b>	<b>(24,64,436)</b>
<b>Total Defined Benefit Cost recognized in P&amp;L and OCI</b>	<b>14,30,079</b>	<b>14,63,266</b>
<b>Discount Rate</b>	7.75%	7.70%
<b>Salary Escalation Rate</b>	6.00%	6.00%

### **D. Amounts recognized in the Statement of Financial Position**

Particulars	Financial Year Ending 31/03/2018	Financial Year Ending 31/03/2019
<i>Defined Benefit Obligation</i>	3,78,34,091	3,56,92,406
<i>Fair Value of Plan Assets</i>	-	-
<b>Funded Status</b>	<b>3,78,34,091</b>	<b>3,56,92,406</b>
<i>Effect of Asset Ceiling / Onerous Liability</i>	-	-
<b>Net Defined Benefit Liability / (Asset)</b>	<b>3,78,34,091</b>	<b>3,56,92,406</b>

### **E. Net Defined Benefit Liability/(Asset) reconciliation**

Particulars	Financial Year Ending 31/03/2018	Financial Year Ending 31/03/2019
<b>Net Defined Benefit Liability/(Asset) at beginning of year</b>	<b>4,02,25,986</b>	<b>3,78,34,091</b>
<i>Defined Benefit Cost included in P &amp; L</i>	42,23,507	39,27,702
<i>Total Remeasurements included in OCI</i>	(27,93,428)	(24,64,436)
<i>Net Transfer In / (Out) (Including the effect of any business combination / divesture)</i>	-	-
<i>Amount recognized due to Plan Combinations</i>	-	-
<i>Employer Contributions</i>	-	-
<i>Employer Direct Benefit Payments</i>	(38,21,974)	(36,04,951)
<i>Employer Direct Settlement Payments</i>	-	-
<i>Credit to Reimbursements</i>	-	-
<b>Net Defined Benefit Liability / (Asset) at end of year</b>	<b>3,78,34,091</b>	<b>3,56,92,406</b>

### **Summary of Financial & Demographic Assumptions**

Particulars	Valuation Date	
	31-03-2018	31-03-2019
<i>Discount Rate</i>	7.75%	7.70%
<i>Salary Escalation - First 5 Years</i>	6.00%	6.00%
<i>Salary Escalation - After 5 Years</i>	6.00%	6.00%

## Notes to Financial Statements (Contd..)

Expected Rate of Return on Plan Assets	N/A	N/A
Mortality Table	IALM (2006-08) Table	
Disability Rate	5% of Mortality Rate	5% of Mortality Rate
Withdrawal Rate	As per table below	As per table below
Retirement Age	58 & 60 Years	58 & 60 Years
Average Future Service	9.10	9.64

### 34. Related party disclosures: -

#### (A) Key Management Personnel and their relatives: -

Sl.No.	Name	Designation/Relationship
1.	Upmanyu Pathak	Managing Director
2.	Nilotpal Deb	Managing Director (till 9 <sup>th</sup> November, 2017)

#### (B) Enterprises where control exists (wholly owned subsidiaries): -

Sl. No.	Name Of Enterprise	Sl No	Name Of Enterprise
1	NTCIL Siliguri Estate Private Limited	2	NTCIL Realty Private Limited
3	NTCIL Infrastructure Private Limited	4	NTCIL Real Estate Private Limited

#### Disclosure of transactions with related parties and outstanding balances: - (Amt. in ₹)

Particulars	KMP and their relatives	Subsidiaries
Electricity Income	---	8,11,963 (5,96,176)
Remuneration Paid	8,27,868 (10,18,685)	---
Advance given	---	43,17,184 (51,02,140)
Advance given refund	---	38,40,843 (50,96,140)
Advance given against Salary	---	---
	(2,44,600)	(---)
Advance given against Salary adjusted	72,500 (4,46,490)	---
	(4,46,490)	(---)
Sale of Land & Building	---	3,36,202 (---)
	(---)	(---)
<b>Balances outstanding:</b>		
Advance given against Salary	---	---
	(72,500)	(---)
Advance given	---	4,76,341 (6,000)
	(---)	(6,000)
Trade Receivable	---	59,558 (---)
	(---)	(---)
Other Receivable	---	3,36,202 (---)
	(---)	(---)

## Notes to Financial Statements (Contd..)

- Note: - (i) Previous year figures have been given in brackets.  
(ii) As the liability of gratuity and compensated absence are provided on actuarial basis for the company as a whole, the amount pertaining to the directors are not ascertainable and therefore not included in the above  
(i) Related party relationships are identified by the company on the basis of available information.

35. In terms of confirmation of sale of assets of New Tobacco Co. Ltd. (In Liquidation) in favour of the Company vide order dated 19<sup>th</sup> April, 2006 of Calcutta High Court. A Conveyance deed of Siliguri Property has been executed for transfer of title in favour of M/s NTCIL Siliguri Estate Private Limited (a wholly owned subsidiary of the Company).
36. A suit has been filed against the company in the year 1999 for recovery of ₹ 20,000,000/- along with interest which is still pending before the Hon'ble High Court, Kolkata. The company disputes the claim of the party and as the matter is sub-judice no provision for interest has been made.
37. During the Year in the matter of SCN no C.No. V-SEIZURE (15) 90CE/CAL/-II/ADJN/97/131-143 Dated 21.04.1997 an assessment order-in-original is passed by the Commissioner of CGST & CX partially confirming the duty demand of Rs 31,31,81,560/- and Penalty of Rs 1,35,80,804/-. Your Company has filed appeal against this order before CESTAT Kolkata and is of view that its defence in grounds of appeal are factually correct and strong enough to get favourable order from appeal authority.
38. In 2015 a group of minority shareholders had filed a suit against the company in the court of Learned Fourth Civil Judge (Junior Division) at Sealdah, West Bengal and Learned third Civil Judge at Barasat, West Bengal. Since the matter is sub judice in the court, any disclosures given at this moment would be prejudicial to the interest of the company and that of the stakeholders.

39. **Contingent liabilities & Guarantee given:** (₹ in Lacs)

Particulars	As at 31.03.19	As at 31.03.18
a) Claims against the company not acknowledged as debt	144.54	144.54
b) Disputed Liabilities relating to Central Excise Demand	3267.62	3.37

40. **Foreign exchange earnings and outgo:**

- a) **Earnings in foreign exchange:** (₹ in Lacs)

Description	Year Ended 31.03.19	Year Ended 31.03.18
F.O.B Value of Export	457.05	697.78

- b) **Outgo in foreign exchange:** (₹ in Lacs)

Description	Year Ended 31.03.19	Year Ended 31.03.18
-Raw materials	62.16	16.75
<b>Total</b>	<b>62.16</b>	<b>16.75</b>

41. The figures of previous year have been reclassified and regrouped wherever considered necessary.

The accompanying notes 1 to 41 are an integral part of the Financial Statements

### For VKR & ASSOCIATES

Chartered Accountants

Firm Registration No. 320323E

### Santosh Kumar Agrawal

Partner

Membership No. 067092

Place: Kolkata

Date: The 28<sup>th</sup> day of May, 2019

### For and on behalf of the Board

Upmanyu Pathak

Managing Director

Gaurav Somani

Director

Prem Chand Khator

Chief Financial Officer

Sunil Kumar Verma

Company Secretary

**Form - AOC1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

Sl. No.	1	2	3	4
<b>Name of the subsidiary</b>	NTCIL Infrastructure Pvt. Ltd.	NTCIL Real Estate Pvt. Ltd.	NTCIL Realty Pvt. Ltd.	NTCIL Siliguri Estate Pvt. Ltd.
<b>Reporting period for the subsidiary concerned, if different from the holding company's reporting period</b>	31-Mar-19	31-Mar-19	31-Mar-19	31-Mar-19
<b>Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries</b>	INR	INR	INR	INR
<b>Share capital</b>	1,00,000.00	1,00,000.00	1,00,000.00	1,00,000.00
<b>Reserves &amp; surplus</b>	2,51,21,066.00	13,02,30,123.00	-57,272.00	-92,068.00
<b>Total assets</b>	9,68,35,719.00	24,88,11,447.00	50,000.00	3,51,406.00
<b>Total Liabilities</b>	9,68,35,719.00	24,88,11,447.00	50,000.00	3,51,406.00
<b>Investments</b>	-	-	-	-
<b>Turnover</b>	3,22,35,667.00	7,72,28,648.00	-	-
<b>Profit before taxation</b>	1,58,72,100.00	5,02,96,553.00	-15,700.00	-50,553.00
<b>Provision for taxation</b>	39,62,000.00	1,16,00,000.00	-	-
<b>Profit after taxation</b>	1,19,10,100.00	3,86,96,553.00	-15,700.00	-50,553.00
<b>Proposed Dividend</b>	-	-	-	-
<b>% of shareholding</b>	100%	100%	100%	100%

**Notes:**

- Names of subsidiaries which are yet to commence operations** –NTCIL Realty Pvt. Ltd. and NTCIL Siliguri Estate Pvt. Ltd. are yet to commence operations.
- Names of subsidiaries which have been liquidated or sold during the year-** None

**Part "B": Associates and Joint Ventures**

<b>Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures</b>				
<b>Name of Associates/Joint Ventures</b>	Nil	Nil	Nil	Nil
<b>Latest audited Balance Sheet Date</b>				
<b>Shares of Associate/Joint Ventures held by the company on the year end</b>				
<b>No.</b>				
<b>Amount of Investment in Associates/Joint Venture</b>				
<b>Extend of Holding %</b>				
<b>Description of how there is significant influence</b>	<b>NOT APPLICABLE</b>			
<b>Reason why the associate/joint venture is not consolidated</b>				
<b>Net worth attributable to Shareholding as per latest audited Balance Sheet</b>				
<b>Profit / Loss for the year</b>				
<b>i. Considered in Consolidation</b>				
<b>i. Not Considered in Consolidation</b>				

**For and on behalf of the Board**

**Upmanyu Pathak**  
Managing Director

**Gaurav Somani**  
Director

**Sunil Kumar Varma**  
Company Secretary

**Prem Chand Khator**  
Chief Financial Officer

# INDEPENDENT AUDITOR'S REPORT CONSOLIDATED FINANCIAL STATEMENTS

To,  
The Members of  
NTC Industries Limited

## Opinion

We have audited the accompanying consolidated financial statements of NTC Industries Limited ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated 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 consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 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 consolidated state of affairs of the Group as at March 31, 2019, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

## Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group 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 consolidated 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No.	Key Audit Matter	Auditor's Response
1	<p><b><i>Litigations and claims - provisions and contingent liabilities</i></b></p> <p>Refer note 37 to 39 to the consolidated financial statements.</p> <p>The Group is involved in indirect tax and other litigations (litigations) that are pending with different statutory authorities.</p> <p>The level of management judgement associated with determining the need for, and the quantum of, provisions for any liabilities arising from these litigations is considered to be high. This judgement is dependent on a number of significant assumptions and assessments which involves interpreting the various applicable rules, regulations, practices and considering precedents in the various jurisdictions.</p> <p>This matter is considered as a key audit matter, in view of the uncertainty regarding the outcome of these litigations, the significance of the amounts involved and the subjectivity involved in management's judgement as to whether the amount should be recognized as a provision or only disclosed as contingent liability in the consolidated financial statements.</p> <p>The Group has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p>	<p><b><i>Our key procedures included, but not limited to, the following:</i></b></p> <p>a) Assessed the appropriateness of the Group's accounting policies relating to provisions and contingent liability by comparing with the applicable accounting standards;</p> <p>b) Assessed the Group's process and the underlying controls for identification of the pending litigations and completeness for financial reporting and also for monitoring of significant developments in relation to such pending litigations;</p> <p>c) Assessed the Group's assumptions and estimates in respect of litigations, including the liabilities or provisions recognized or contingent liabilities disclosed in the consolidated financial statements. This involved assessing the probability of an unfavourable outcome of a given proceeding and the reliability of estimates of related amounts;</p> <p>d) Performed substantive procedures on the underlying calculations supporting the provisions recorded;</p> <p>e) Assessed the management's conclusions through understanding relevant judicial precedents in similar cases and the applicable rules and regulations;</p> <p>f) Engaged subject matter specialists to gain an understanding of the current status of litigations and monitored changes in the disputes, if any, through discussions with the management and by reading external advice received by the Group, where relevant, to validate management's conclusions; and</p> <p>g) Assessed the appropriateness of the Group's description of the accounting policy, disclosures related to litigations and whether these are adequately presented in the consolidated financial statements.</p>

## **Information Other than the Consolidated 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 Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during 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 Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Accounting Standards and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 and its subsidiary companies which are companies incorporated in India, 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 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 ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.

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

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated 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 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 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 consolidated financial statements of the current period 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.

### **Other Matters**

We did not audit the financial statements of four subsidiaries, whose financial statements reflect total assets of ` 3,460.49 Lakhs as at 31st March, 2019, total revenues of ` 505.40 Lakhs and net cash outflows amounting to ` 26.89 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint ventures and associates is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### **Report on Other Legal and Regulatory Requirements**

1. 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 of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2019 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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 consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group.
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

**For VKR & Associates.**

Chartered Accountants

ICAI Firm Registration No.: 320323E

**Santosh Kumar Agrawal, FCA**

(Partner)

Membership No.: 067092

**Kolkata, 28<sup>th</sup> day of May, 2019**

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2019, we have audited the internal financial controls over financial reporting of **NTC Industries Limited** (hereinafter referred to as "the Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Parent and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies, 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 ICAI 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 judgement, 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 and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent and its subsidiary companies, which are companies incorporated in India.

#### 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent 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 and based on the consideration

of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, 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.

### **Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to four subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

For, VKR & Associates  
Chartered Accountants  
Firm Regn. No. - 320323E

SANTOSH KUMAR AGRAWAL, FCA  
(Partner)

Membership No.: 067092

Kolkata, 28<sup>th</sup> day of May, 2019

# CONSOLIDATED BALANCE SHEET as at 31st March 2019

Sl. No.	Particulars	Note No.	As at 31 March 2019 (Amount in ₹)	As at 31 March 2018 (Amount in ₹)
<b>A</b>	<b>ASSETS</b>			
1.	<b>Non-current assets</b>			
(a)	Property, Plant and equipment	3A	31,07,50,649	33,87,74,051
(b)	Capital work-in-progress	3B	1,21,01,946	1,15,30,569
(c)	Investment property		-	-
(d)	Financial assets			
(i)	Investment	4	3,75,48,000	4,49,19,000
(e)	Deferred tax assets (net)	5	96,43,710	93,43,858
(f)	Other non-current assets	6	1,14,16,000	1,14,16,000
	<b>Total non-current assets</b>		<b>38,14,60,305</b>	<b>41,59,83,478</b>
2.	<b>Current assets</b>			
(a)	Inventories	7	2,38,20,745	2,62,58,586
(b)	Financial Assets			
(i)	Other investment		-	-
(ii)	Trade receivable	8	2,95,12,102	3,90,29,671
(iii)	Cash and cash equivalents	9A	30,27,920	1,34,26,943
(iv)	Bank balance other than (iii) above	9B	43,96,818	41,38,345
(v)	Loans	10	28,31,03,383	23,90,76,325
(c)	Current tax assets (net)	11	-	53,94,119
(d)	Other current assets	12	10,51,11,496	6,98,02,924
	Assets classified as held for sale			
	<b>Total current assets</b>		<b>44,89,72,464</b>	<b>39,71,26,913</b>
	<b>Total assets</b>		<b>83,04,32,768</b>	<b>81,31,10,392</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
1.	<b>Equity</b>			
(a)	Equity share capital	13A	10,75,00,000	10,75,00,000
(b)	Other equity	13B	43,19,81,426	35,07,03,460
	<b>Total equity</b>		<b>53,94,81,426</b>	<b>45,82,03,460</b>
2.	<b>Non-current liabilities</b>			
(a)	Financial Liabilities			
(i)	Borrowing	14	9,51,67,185	14,28,34,707
(b)	Provisions	15	3,06,62,214	3,15,36,104
	<b>Total non-current liabilities</b>		<b>66,53,10,827</b>	<b>63,25,74,273</b>
3.	<b>Current liabilities</b>			
(a)	Financial liabilities			
(i)	Borrowing	16	2,37,92,035	3,05,89,113
(ii)	Trade payables	17	77,99,032	2,00,43,429
(b)	Other current liabilities	18	11,90,31,573	12,36,05,588
(c)	Provisions	19	1,44,99,301	62,97,989
	<b>Total current liabilities</b>		<b>16,51,21,941</b>	<b>18,05,36,119</b>
	<b>Total equity and liabilities</b>		<b>83,04,32,768</b>	<b>81,31,10,392</b>

The accompanying notes 1 to 42 are an integral part of the Financial Statements

(0)

(0)

As per our report of even date attached

For and on behalf of the Board

## For VKR & ASSOCIATES

Chartered Accountants  
Firm registration No. 320323E

**Santosh Kumar Agrawal**  
Partner  
Membership No. 067092

Place : Kolkata  
Date : 28<sup>th</sup> May, 2019

**Upmanyu Pathak**  
Managing Director

**Gaurav Somani**  
Director

**Prem Chand Khator**  
Chief Financial Officer

**Sunil Kumar Varma**  
Company Secretary

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31st March 2019

Sl. No.	Particulars	Note No.	As at 31 March 2019 (Amount in ₹)	As at 31 March 2018 (Amount in ₹)
	<b>INCOME</b>			
I	Sales of Product and Services	20A	22,13,47,394	25,68,96,132
II	Other income	21	9,93,70,834	4,63,30,856
III	<b>Total Income (I+II)</b>		<b>32,07,18,228</b>	<b>30,32,26,988</b>
	<b>EXPENSES</b>			
IV	Cost of materials consumed	22	4,24,45,606	6,21,67,922
	Purchases of stock-in-Trade	23	2,12,26,232	64,10,247
	Changes in inventories of finished goods, stock-in-Trade, WIP and Intermediates	24	26,67,792	1,07,57,639
	Excise Duty		40,24,665	1,86,12,717
	Employee benefits expense	25	4,05,55,610	4,44,46,251
	Finance costs	26	1,78,76,285	2,25,33,496
	Depreciation		1,88,91,081	1,88,88,474
	Other expenses	27	6,19,84,273	5,37,48,276
	<b>Total Expenses</b>		<b>20,96,71,544</b>	<b>23,75,65,022</b>
V	<b>Profit/(Loss) before exceptional items and taxes (III-IV)</b>		<b>11,10,46,684</b>	<b>6,56,61,967</b>
VI	Add / (Less) : Exceptional items		-	1,89,45,120
VII	<b>Profit/(Loss) before Tax (V-VI)</b>		<b>11,10,46,684</b>	<b>4,67,16,847</b>
VIII	<b>Tax expenses :</b>			
	(a) Current tax	28	2,51,62,000	1,07,00,000
	(b) Deferred tax		(2,99,851)	3,55,425
	(c) Tax adjustments for earlier years		-	(11,88,383)
IX	<b>Profit/ (loss) for the period after Tax (PAT)</b>		<b>8,61,84,534</b>	<b>3,68,49,805</b>
X	<b>Other Comprehensive Income</b>			
	<b>a. Item that will not be reclassified to profit or loss :</b>			
	(i) Remeasurements of post-employment benefit obligations	29	24,64,436	27,93,428
	(ii) Changes in fair value of equity Instruments through other Comprehensive Income		(73,71,000)	(3,78,000)
	<b>b. Income tax relating to items that will be reclassified to profit or loss</b>			-
	<b>Total other comprehensive income (a+b)</b>		<b>(49,06,564)</b>	<b>24,15,428</b>
XII	<b>Total comprehensive income for the year (IX-X)</b>		<b>8,12,77,970</b>	<b>3,92,65,233</b>
XII	<b>Earnings per share: (FV - Rs.10/- Note 2.26)</b>			
	<b>Basic/Diluted (of Rs. 10 each)</b>		<b>8.02</b>	<b>3.42</b>

The accompanying notes 1 to 42 are an integral part of the Financial Statements

As per our report of even date attached

For and on behalf of the Board

**For VKR & ASSOCIATES**

Chartered Accountants

Firm registration No. 320323E

**Santosh Kumar Agrawal**

Partner

Membership No. 067092

**Upmanyu Pathak**

Managing Director

**Gaurav Somani**

Director

**Prem Chand Khator**

Chief Financial Officer

**Sunil Kumar Varma**

Company Secretary

Place : Kolkata

Date : 28<sup>th</sup> May, 2019

### 13. STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31st MARCH 2019

#### A. Equity Share Capital (Amount in ₹)

Particulars	Balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
For the year ended 31st March, 2018	10,75,00,000	-	10,75,00,000
For the year ended 31st March, 2019	10,75,00,000	-	10,75,00,000

#### B. Other Equity (Amount in ₹)

Particulars	Reserve and Surplus				Items of other comprehensive income		Total
	Capital Reserve	Securities premium	Share Options Outstanding Account	Capital Redemption reserve	Retained Earnings	Transfer from Other comprehensive income	
Balance at 31st March 2018	1,52,50,000	-	-	-	27,24,75,380	(23,65,922)	35,07,03,460
Profit for the year					8,61,84,534		
Other Comprehensive income/(loss)						24,64,436	(49,06,564)
Total comprehensive income/(loss)	-	-	-	-	8,61,84,534	24,64,436	8,12,77,970
Transfer to General Reserve							-
Balance at 31st March 2019	1,52,50,000	-	-	2,64,40,000	35,86,59,914	98,510	43,19,81,426

# CASH FLOW

statement for the year ended  
31st March 2019

(Amount in ₹)

Sl.No	Particulars	For the year ended 31st March, 2019		For the year ended 31st March, 2018	
A.	<b>Cash flow from operating activities :</b>				
	Net profit before tax as per Statement of Profit & Loss		11,10,46,684		4,67,16,841
	Adjustments for :				
	Depreciation	1,88,91,081		1,88,88,474	
	Interest paid	1,71,59,999		2,14,26,153	
	(Profit) / Loss on sale of fixed assets	(4,73,11,807)		2,54,526	
	Interest received	(4,98,88,967)		(4,17,18,991)	
	Provision of Employees' retirement & current benefits	39,27,702	(5,72,21,992)	42,23,507	30,73,669
	<b>Operating profit before working capital changes</b>		<b>5,38,24,692</b>		<b>4,97,90,510</b>
	(Increase) / Decrease in inventories	24,37,841		1,07,15,889	
	(Increase) / Decrease in trade and other receivables	(6,98,18,061)		(1,24,27,170)	
	Increase / (Decrease) in trade payables	(2,04,23,364)	(8,78,03,584)	(1,73,12,809)	(1,90,24,090)
	Cash generated from operations		(3,39,78,892)		3,07,66,420
	Less: Direct taxes (paid) / refunds including interest (net)		(1,02,98,772)		(58,65,723)
	<b>Net cash generated/(used) from operating activities</b>		<b>(4,42,77,664)</b>		<b>2,49,00,697</b>
B.	<b>Cash flow from investing activities :</b>				
	Investment in Equity Shares of Subsidiary				
	Increase/(decrease) in Fixed Assets & CWIP	5,58,72,746		(30,93,788)	
	(Deposit) / Refund in Fixed Deposits	(2,58,473)		(3,97,483)	
	Interest received	4,98,88,967		4,17,18,991	
	<b>Net cash from investing activities</b>		<b>10,55,03,240</b>		<b>3,82,27,720</b>
C.	<b>Cash flow from financing activities :</b>				
	Proceeds / (repayment) of long term borrowings	(4,76,67,522)		(3,78,83,319)	
	Proceeds / (repayment) of short term borrowings	(67,97,078)		44,03,756	
	Interest paid	(1,71,59,999)		(2,14,26,153)	
	<b>Net cash generated/(used) in financing activities</b>		<b>(7,16,24,599)</b>		<b>(5,49,05,716)</b>
	Net increase/(decrease) in cash and cash equivalents (A+B+C)		(1,03,99,023)		82,22,700
	Cash and cash equivalents -Opening balance		1,34,26,943		52,04,243
	<b>Cash and cash equivalents -Closing balance</b>		<b>30,27,920</b>		<b>1,34,26,943</b>
	<b>CASH AND CASH EQUIVALENTS COMPRISE:</b>				
	Balances with bank		29,23,428		1,33,32,121
	Cash on hand		1,04,492		94,822
			<b>30,27,920</b>		<b>1,34,26,943</b>

As per our report of even date attached

For and on behalf of the Board

**For VKR & ASSOCIATES**

Chartered Accountants

Firm registration No. 320323E

**Santosh Kumar Agrawal**

Partner

Membership No. 067092

**Upmanyu Pathak**

Managing Director

**Gaurav Somani**

Director

**Prem Chand Khator**

Chief Financial Officer

**Sunil Kumar Varma**

Company Secretary

Place : Kolkata

Date : 28<sup>th</sup> May, 2019

# NOTES TO ACCOUNTS

## 1. Significant Accounting Policies

### Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013. The Company has adopted IndAS from 1st April, 2017

### Basis of Preparation

The financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability

### Basis of Consolidation

The Consolidated Financial Statements (CFS) include the financial statements of the Company and its subsidiaries together with the share of the total comprehensive income of joint ventures and associates. Subsidiaries are entities controlled by the Group.

Control, significant influence and joint control is assessed annually with reference to the voting power (usually arising from equity shareholdings and potential voting rights) and other rights (usually contractual) enjoyed by the Group in its capacity as an investor.

The assets, liabilities, income and expenses of subsidiaries are aggregated and consolidated, line by line, from the date control is acquired by any Group entity to the date it ceases. Profit or loss and each component of other comprehensive income are attributed to the Group as owners and to the non-controlling interests. The Group presents the non-controlling interests in the Balance Sheet within equity, separately from the equity of the Group as owners. The excess of the Group's investment in a subsidiary over its share in the net worth of such subsidiary on the date control is acquired is treated as goodwill while a deficit is considered as a capital reserve in the CFS.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

### 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 the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

### Property, Plant and Equipment – Tangible Assets

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 1st April, 2016 measured as per the previous GAAP.

## Notes to Financial Statements (Contd..)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning. Items of property, plant and equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of the assets after commissioning, less its residual value, over their useful lives as pacified in Schedule II of the Companies Act, 2013 on a straight line basis. Land is not depreciated.

The estimated useful lives of property, plant and equipment of the Company are as follows:

<b>Plant, Property &amp; Equipment</b>	<b>Useful life</b>
Vehicles	8 years
Furniture & Fixtures	10 years
Office Equipment	5-15 years
Computer	3 years
Plant & Machinery	15 years
Factory Building	30 years

### Intangible Assets

Intangible Assets that the Company controls and from which it expects future economic benefits are capitalised upon acquisition and measured initially at cost comprising the purchase price (including import duties and non-refundable taxes) and directly attributable costs to prepare the asset for its intended use.

The carrying value of intangible assets includes deemed cost which represents the carrying value of intangible assets recognised as at 1st April, 2016 measured as per the previous GAAP.

The useful life of an intangible asset is considered finite due to the likelihood of technical, technological obsolescence (e.g., computer software, design, prototypes). Hence Intangible assets that have finite lives are amortized over their estimated useful lives by the straight line method unless it is practical to reliably determine the pattern of benefits arising from the asset.

All intangible assets are tested for impairment. Amortization expenses and impairment losses and reversal of impairment losses are taken to the Statement of Profit and Loss. Thus, after initial recognition, an intangible asset is carried at its cost less accumulated amortization and / or impairment losses.

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets with finite lives.

### Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Impairment losses recognised in prior years are reversed when there is an indication that the impairment losses recognised no longer exist or have decreased. Such reversals are recognised as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognised in previous years.

## Notes to Financial Statements (Contd..)

### Inventories

- a) Raw Materials: At lower of weighted average cost or net realisable value.
- b) Work in progress: At lower of cost or net realisable value.
- c) Finished Goods and Stock in trade: At lower of cost or net realisable value.
- d) Stores and Spares, Packing: At lower of Weighted average cost or net realisable value

### Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee.

Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gains/ losses arising on settlement as also on translation of monetary items are recognised in the Statement of Profit and Loss.

### Investment in Subsidiaries, Associates and Joint Ventures

Investment in subsidiaries, associates and joint ventures are carried at cost less accumulated impairment, if any.

### Financial Assets

**Recognition:** Financial assets include Investments, Trade receivables, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

**Classification:** Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- (a) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.
- (b) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- (c) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

Trade receivables, Cash and cash equivalents etc. are classified for measurement at amortised cost while investments may fall under any of the aforesaid classes. However, in respect of particular investments in equity instruments that would otherwise be measured at fair value through profit or loss, an irrevocable election at initial recognition may be made to present subsequent changes in fair value through other comprehensive income.

## Notes to Financial Statements (Contd..)

**Impairment:** The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as trade receivables, held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

### Financial Liabilities

Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

### Revenue

Revenue is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of returns and discounts to customers.

Revenue from the sale of goods includes excise and other duties which the Company pays as a principal, but excludes amounts collected on behalf of third parties, such as sales tax and value added tax. Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the consideration is probable.

Revenue from services is recognised in the periods in which the services are rendered to the customer except otherwise stated.

Rental Income (exclusive of Taxes) from assets given on licence is recognised on rendering of services to tenants. This policy is not applicable for variable rental Income based on turnover of the tenant.

Interest income is recognised in the Statement of Profit and Loss using the effective interest method.

### Employee Benefits

- a) **Short term employee benefits:** All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and short term compensated absences, the expected cost of ex-gratia, etc are recognised in the period in which the employee renders the related services.

b) **Post-employment benefits**

- (i) **Defined Contribution Plan:** Employee benefits in the form of Provident fund, employees state insurance etc. are considered as defined contribution plan and the contributions are charged to the statements of profit and loss for the year when the contributions to the respective funds are due.
- (ii) **Defined Benefit Plan:** Employee benefits in the form of gratuity and leave encashment are considered as defined benefit plan and are provided for on the basis of an independent actuarial valuation.

## Notes to Financial Statements (Contd..)

### Taxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period along with the Income Computation and disclosure standards, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

### Provisions

Provisions are recognised when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is a best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

### Contingent Liability

Liabilities which are contingent in nature are not provided for in the accounts and the same are separately disclosed by way of notes to accounts.

### Earnings per Share

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

### Prior Period Adjustments

Adjustment of identifiable items of income and expenditure pertaining to prior period are accounted for as prior periods adjustments.

### 2. Use of estimates and judgements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end.

#### Key sources of estimation uncertainty

**1. Useful lives of property, plant and equipment and intangible assets:**

As described in the significant accounting policies, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

**2. Fair value measurements and valuation processes:**

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available.

**3. Actuarial Valuation:**

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in other comprehensive income.

## Notes to Financial Statements (Contd..)

Notes to and forming part of Financial Statements  
**Note 3 - Fixed assets**

(Amount in ₹)

Particulars	Gross Block			Depreciation and Amortization				Net Book Value		
	As at 31st March, 2018	Additions	Withdrawals and adjustments	As at 31st March, 2019	Upto 31st March, 2018	For the Year	On withdrawals and adjustments	Upto 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
3 A. Property, Plant and Equipment										
Land	7,00,53,438	2,59,692	93,45,281	6,09,67,849	-	-	-	-	6,09,67,849	7,00,53,438
Factory Buildings	3,93,02,635	-	-	3,93,02,635	3,30,85,784	5,87,650	-	3,36,73,434	56,29,201	62,16,851
Other Building	27,24,64,413	1,00,078	22,58,532	27,03,05,959	4,47,76,534	1,39,88,827	15,66,087	5,71,99,274	21,31,06,685	22,76,87,879
Plant and Equipments	11,28,57,763	11,05,749	16,34,780	11,23,28,732	7,98,56,838	39,71,481	10,74,672	8,27,53,647	2,95,75,085	3,30,00,925
Furniture and Fixtures	3,07,431	-	-	3,07,431	2,71,419	4,325	-	2,75,744	31,687	36,012
Office Equipment	10,91,596	-	-	10,91,596	8,67,547	34,086	-	9,01,633	1,89,963	2,24,049
Computer	18,41,915	-	-	18,41,915	13,47,270	1,65,395	-	15,12,665	3,29,250	4,94,645
Vehicles	11,56,509	-	-	11,56,509	96,258	1,39,318	-	2,35,576	9,20,933	10,60,251
TOTAL	49,90,75,700	14,65,519	1,32,38,593	48,73,02,627	16,03,01,650	1,88,91,081	26,40,759	17,65,51,972	31,07,50,649	33,87,74,050
3 B. Capital work-in-progress										
Plant & Machinery	9,82,623	15,54,000	9,82,623	15,54,000	-	-	-	-	15,54,000	9,82,623
R-Centre	1,05,47,946	-	-	1,05,47,946	-	-	-	-	1,05,47,946	1,05,47,946
TOTAL	1,15,30,569	15,54,000	9,82,623	1,21,01,946	-	-	-	-	1,21,01,946	1,15,30,569

Particulars	As at 31st March 2019 (Amount in ₹)	As at 31st March 2018 (Amount in ₹)
<b>Notes to Financial Statements (Contd..)</b>		
<b>4. Non-current Investment (Contd.)</b>		
Investment in Equity , Trade Investments <b>Quoted (at Fair Market Value, fully paid)</b> RDB Realty & Infrastructure Ltd. FY-18-19 12,60,000 shares of Rs 10 each)	3,75,48,000	4,49,19,000
<b>Unquoted: Wholly owned Subsidiary (w.e.f 27th August, 2014)</b> NTCIL Real Estate Private Limited (10000 shares of Rs 10 each) NTCIL Infrastructure Private Limited (10000 shares of Rs 10 each) NTCIL Realty Private Limited (10000 shares of Rs 10 each) NTCIL Siliguri Estate Private Limited (10000 shares of Rs 10 each)		
<b>Total</b>	<b>3,75,48,000</b>	<b>4,49,19,000</b>
<b>5. Deferred tax assets (net)</b>		
Deferred tax assets	93,43,859	1,34,30,838
Less : Deferred tax liabilities	2,99,851	40,86,980
<b>TOTAL</b>	<b>96,43,710</b>	<b>93,43,858</b>
<b>6. Other assets</b>		
<b>Advances other than Capital Advances</b> Deposit with Excise Authority	1,14,16,000	1,14,16,000
<b>TOTAL</b>	<b>1,14,16,000</b>	<b>1,14,16,000</b>
<b>7. Inventories</b>		
(at lower of cost and net realisable value )		
Raw materials (including packing materials)	1,43,10,352	1,54,13,640
Work-in-progress	2,56,458	23,651
Finished goods (manufactured)	3,21,052	31,98,592
Stock-in-trade (goods purchased for resale)	26,54,674	26,77,735
Stores and Spares	62,78,205	49,44,968
<b>TOTAL</b>	<b>2,38,20,745</b>	<b>2,62,58,586</b>
<b>8. Trade receivables (Current)</b>		
Secured, considered good	2,95,12,102	3,90,29,671
<b>TOTAL</b>	<b>2,95,12,102</b>	<b>3,90,29,671</b>
<b>9A. Cash and cash equivalents</b>		
Balance with Banks	29,23,428	1,33,32,121
Cash in hand	1,04,492	94,822
<b>TOTAL</b>	<b>30,27,920</b>	<b>1,34,26,943</b>
<b>9B. Bank balance other than (11A) above</b>		
Fixed Deposits (For lien against guarantees and letter of credit)	43,96,818	41,38,345
<b>TOTAL</b>	<b>43,96,818</b>	<b>41,38,345</b>
<b>10. Loans</b>		
<b>Loans to Others then related parties</b> Loan to Body Corporate (other than related)	28,31,03,383	23,90,76,325
<b>TOTAL</b>	<b>28,31,03,383</b>	<b>23,90,76,325</b>

Particulars	As at 31st March 2019 (Amount in ₹)	As at 31st March 2018 (Amount in ₹)
<b>Notes to Financial Statements (Contd..)</b>		
<b>11. Current Tax assets</b>		
Advance Income Tax & TDS	-	2,59,43,429
Less : Provision for Income Tax	-	2,05,49,310
<b>TOTAL</b>	<b>-</b>	<b>53,94,119</b>
<b>12. Other assets</b>		
<b>Advances other than Capital Advances</b>		
Advance to directors & officers of the company	2,30,000	3,57,500
Deposits	60,20,387	69,34,159
Advance to Suppliers	16,33,235	24,51,007
Prepaid Expenses	4,79,089	2,31,726
Other advances	8,50,51,622	5,48,17,122
<b>Others</b>		
Balance with revenue authorities	21,27,315	11,42,018
Interest accrued but not due	-	3,65,662
Deffered Revenue Expenditure	95,69,848	35,03,730
<b>TOTAL</b>	<b>10,51,11,496</b>	<b>6,98,02,924</b>
<b>13. A. Equity Share Capital</b>		
<b>Authorised</b>		
16,500,000 Equity Shares shares of Rs.10 each	16,50,00,000	16,50,00,000
3,500,000 Preference Shares of Rs.10 each	3,50,00,000	3,50,00,000
<b>TOTAL</b>	<b>20,00,00,000</b>	<b>20,00,00,000</b>
<b>Issued, subscribed and paid-up share capital</b>		
10,750,000 Equity Shares shares of Rs.10 each	10,75,00,000	10,75,00,000
<b>TOTAL</b>	<b>10,75,00,000</b>	<b>10,75,00,000</b>
<b>B. Reconciliation of number of equity shares outstanding :</b>		
As at the beginning of the year	1,07,50,000	1,07,50,000
As at the end of the year	1,07,50,000	1,07,50,000
<b>C. Shareholders holding more than 5% shares</b>		
	<b>% Holding</b>	<b>% Holding</b>
	<b>Shares held (No.)</b>	<b>Shares held (No.)</b>
1. Vinod Dugar	19.24%	19.24%
	20,68,023	20,68,023
2. Sheetal Dugar	17.99%	17.99%
	19,33,424	19,33,424
3. Loka Properties Private Limited	11.53%	11.53%
	12,39,404	12,39,404
4. Khatod Investments & Finance Company Limited	8.57%	8.57%
	9,21,225	9,21,225
3. YMS Finance Private Limited (Formerly Pyramid Sales Private Limited)	6.66%	6.66%
	7,16,122	7,16,122
<b>D. Rights, preferences &amp; restrictions to shares &amp; restrictions on distribution of dividend and repayment of capital:</b>		
The Company has issued only class of equity shares. Each shareholder is eligible for one vote per share. Dividend proposed (if any) by the Board of Directors, is subject to the approval of shareholders, except in case of interim dividend. In the event of Liquidation, the shareholders of Ordinary Shares are eligible to receive the remaining assets of the Company after distribution of all the preferential amounts, in proportion to their shareholding.		
<b>E. Share Reserved for issue:-</b>		
No Equity Shares have been reserved for issue under option & contracts/commitments for sale of shares/ disinvestment as at Balance Sheet date.		

Particulars	As at 31st March 2019 (Amount in ₹)	As at 31st March 2018 (Amount in ₹)
<b>Notes to Financial Statements (Contd..)</b>		
<b>14. Borrowings</b>		
<b>Loan from other than related parties</b>		
HDFC Car Loan (Secured by Hypothication of Car)	4,45,780	6,61,938
From other parties (Unsecured) (refer note no:36)	9,47,21,405	14,21,72,769
<b>TOTAL</b>	<b>9,51,67,185</b>	<b>14,28,34,707</b>
<b>15. Provisions</b>		
<b>Provision for employee benefits</b>		
Retirement benefits	3,06,62,214	3,15,36,104
<b>TOTAL</b>	<b>3,06,62,214</b>	<b>3,15,36,104</b>
<b>16. Borrowings</b>		
<b>Loan from other then related parties</b>		
HDFC Car Loan (Secured by hypothication of Car)	2,16,159	1,96,947
Working capital loan from bank (Secured, repayable on demand) For General Business Purpose. Secured by corporate guarantee of group companies & by personal guarantee of promoter. The applicable Interest rate is MCLR rate plus 3%.	2,21,62,732	2,43,60,676
<b>From other parties (Unsecured)</b>	<b>14,13,144</b>	<b>60,31,490</b>
<b>TOTAL</b>	<b>2,37,92,035</b>	<b>3,05,89,113</b>
<b>17. Trade Payables</b>		
To Micro, Small & Medium Enterprises	10,27,682	-
To others [The Company is in communication with its suppliers to ascertain the applicability of "The Micro, Small and Medium Enterprises Development Act, 2006". As at the date of this balance sheet the company has not received any communications from any of its suppliers regarding the applicability of the Act to them. This has been	67,71,350	2,00,43,429
<b>TOTAL</b>	<b>77,99,032</b>	<b>2,00,43,429</b>
<b>18. Other current Liabilities</b>		
<b>Revenue received in advance</b>		
Advances from customers	1587277	7016128
<b>Other Advances</b>		
Advance from other than related party	6,63,478	4,27,778
Advance taken from subsidiary		
<b>Others</b>		
Statutory liabilities	1,21,41,040	1,55,88,141
Other Payables	10,46,39,778	10,05,73,541
<b>TOTAL</b>	<b>11,90,31,573</b>	<b>12,36,05,588</b>
<b>19. Provisions</b>		
<b>Provision for employee benefits</b>		
Retirement benefits	50,30,192	62,97,989
Provision for Income Tax (Net of Payment)	94,69,109	-
<b>TOTAL</b>	<b>1,44,99,301</b>	<b>62,97,989</b>

Particulars	For the year ended 31st March 2019 (Amount in ₹)	For the year ended 31st March 2018 (Amount in ₹)
<b>Notes to Financial Statements (Contd..)</b>		
<b>20A. Revenue from operations</b>		
Gross Revenue from sale of Products and services*	11,35,38,743	15,06,47,749
Sale of Services	10,77,10,489	10,61,31,697
<b>Other operating Revenue</b>		
Sale of Manufacturing Waste	98,162	1,16,686
<b>TOTAL</b>	<b>22,13,47,394</b>	<b>25,68,96,132</b>
<b>* Net of sales returns and damaged stocks.</b>		
<b>20B. Gross Revenue from sale of Products and services*</b>		
<b>Sale of Goods (Cigarettes)</b>		
- Sale of manufactured goods :		
- Domestic	3,68,65,966	7,01,32,127
- Export	4,96,37,417	7,53,85,679
- Sale of stock in trade (Agarbatti & Machies )	2,70,35,360	51,29,943
<b>TOTAL</b>	<b>11,35,38,743</b>	<b>15,06,47,749</b>
<b>21. Other Income</b>		
Interest income	4,98,88,967	4,16,07,035
Sundry balances / liabilities written back (net)	1,16,920	38,89,064
Foreign currency fluctuation gain	8,88,848	6,72,036
Profit & loss on Fixed assets	4,73,11,807	-
Other receipts	11,64,292	1,62,721
<b>TOTAL</b>	<b>9,93,70,834</b>	<b>4,63,30,856</b>
<b>22. Cost of Material Consumed during the year</b>		
Opening Stock of Raw Material	1,54,13,640	1,55,96,441
Add: Purchase of Raw Material	4,13,42,318	6,29,04,330
Less: Damage of Raw Material	-	9,19,209
Less: Closing Stock of Raw Material	1,43,10,352	1,54,13,640
<b>Consumption</b>	<b>4,24,45,606</b>	<b>6,21,67,922</b>
<b>23. Purchase of stock in trade</b>		
Match Boxes,Agarbati	2,12,26,232	64,10,247
<b>TOTAL</b>	<b>2,12,26,232</b>	<b>64,10,247</b>
<b>24. Change in inventories of finished goods and stock-in-trade</b>		
Opening Stock of		
- Finished goods	32,22,241	1,63,54,224
- Stock - in - trade	26,77,737	3,03,393
<b>Total (a)</b>	<b>58,99,978</b>	<b>1,66,57,617</b>
Closing Stock of		
- Finished goods	5,77,510	32,22,241
- Stock - in - trade	26,54,674	26,77,737
<b>Total (b)</b>	<b>32,32,184</b>	<b>58,99,978</b>
<b>(Increase) / Decrease in inventories (a-b)</b>	<b>26,67,792</b>	<b>1,07,57,639</b>
<b>25. Employee benefits expense</b>		
Salaries , wages, bonus, allowances, etc	3,24,19,283	3,57,54,288
Contribution to provident and other fund	34,19,497	35,94,715
Staff welfare expenses	7,89,128	8,73,741
Provision for Gratuity	39,27,702	42,23,507
<b>TOTAL</b>	<b>4,05,55,610</b>	<b>4,44,46,251</b>
<b>26. Finance costs</b>		
Interest paid	1,71,59,999	2,14,26,153
Finance Charges	7,16,286	11,07,343
<b>TOTAL</b>	<b>1,78,76,285</b>	<b>2,25,33,496</b>

Particulars	For the year ended 31st March 2019 (Amount in ₹)	For the year ended 31st March 2018 (Amount in ₹)
<b>Notes to Financial Statements (Contd..)</b>		
<b>27. Other Expenses</b>		
<b>a. Manufacturing expenses :</b>		
Stores and spares consumed	44,12,965	49,01,100
Power and fuel consumed	45,76,421	81,30,777
Machine repairs	5,97,997	9,28,727
Inward freight, coolie, cartage and other expenses	43,03,798	31,10,335
Other manufacturing expenses	74,500	309
<b>Total (a)</b>	<b>1,39,65,681</b>	<b>1,70,71,248</b>
<b>b. Administration expenses :</b>		
Loss on sale of Fixed Assests	-	2,54,526
Bank Charges	27,081	11,954
Rates and Taxes	2,25,154	34,984
Building Repairs	77,42,378	60,55,521
Other Maintenance-Office	2,71,293	1,20,419
Vehicle maintenance expenses	4,28,251	4,67,417
Insurance Premium	2,84,658	4,49,131
Loss of material due to Flood	-	2,81,872
Sundry balances / liabilities written off (net)	11,58,728	3,36,876
Travelling and conveyance	6,74,574	5,88,413
Postage, telegraph and telephones	4,11,025	4,70,838
Printing and stationery	3,41,673	3,57,991
Provision for Income Tax	-	2,83,250
Legal & Professional Charges	56,10,464	97,43,305
Electricity charges	5,00,632	8,60,666
Land revenue and municipal taxes (net)	1,99,375	3,29,471
Miscellaneous expenses	28,21,128	35,53,042
Auditors' remuneration :		
- Audit fee	1,19,250	1,13,000
- Tax audit fee	25,000	25,000
<b>Total (b)</b>	<b>2,08,40,664</b>	<b>2,43,37,676</b>
<b>c. Selling and distribution expenses :</b>		
Advertisement and publicity expenses	58,79,685	27,90,597
Distribution Expenses & Sales Promotion Expenses	1,40,12,028	12,94,494
VAT	-	5,45,509
Outward freight and forwarding charges	72,86,215	70,32,334
Brokerage, commission and discounts	-	6,76,418
<b>Total (c)</b>	<b>2,71,77,928</b>	<b>1,23,39,352</b>
<b>Total (a+b+c)</b>	<b>6,19,84,273</b>	<b>5,37,48,276</b>
<b>28. Income tax Expenses</b>		
<b>A. Amount recognised in profit or loss</b>		
<b>Current tax</b>		
Income tax for the Year		
Current tax	1,35,62,000	1,07,00,000
Adjustment/(credit) related to previous year - Net		
Current tax	-	-
<b>Total current tax</b>	<b>1,35,62,000</b>	<b>1,07,00,000</b>
<b>Deferred tax</b>		
Deferred tax for the Year	2,99,851	(3,55,425)
Adjustment/(credit) related to previous year - Net	-	-
<b>Total deferred tax</b>	<b>2,99,851</b>	<b>(3,55,425)</b>
<b>29. Additional Notes to the Financial Statements</b>		
<b>Components of Defined Benefit Cost</b>		
Current Service Cost	11,53,268	12,54,095
Past Service Cost	-	-
(Gain)/Loss on Settlements	-	-
Reimbursement Service Cost	-	-
<b>Total Service Cost</b>	<b>11,53,268</b>	<b>12,54,095</b>
Interest Expense on DBO	27,74,434	29,69,412
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
<b>Total Net Interest Cost</b>	<b>27,74,434</b>	<b>29,69,412</b>
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	<b>39,27,702</b>	<b>42,23,507</b>
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	91,471	(4,47,896)
Remeasurements - Due to Experience Adjustments	(25,55,907)	(23,45,532)
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
<b>Total Remeasurements in OCI</b>	<b>(24,64,436)</b>	<b>(27,93,428)</b>
<b>Total Defined Benefit Cost recognized in P&amp;L and OCI</b>	<b>14,63,266</b>	<b>14,30,079</b>

## Notes to Financial Statements (Contd..)

30. In the opinion of the Board the current assets, loans and advances are not less than the stated value if realised in ordinary course of business. The provisions for all known liabilities are adequate. There are no contingent liabilities except stated, as informed by the management.

31. The Business of the company falls under a **single segment** i.e. Manufacturing of Cigarette and Smoking Mixture. In view of the general classification notified by Central Government in exercise of powers conferred u/s 129 of Companies Act, 2013 for companies operating in single segment, the disclosure requirement as per Indian Accounting Standard - 108 on "Operating Segment" are not applicable to the company. The company's business is mainly concentrated in similar geographical, political and economic conditions; hence disclosure for geographical segment is also not required.

### 32. Earnings Per Share: -

Earnings per share is computed as under:-	2018-19	2017-18
Profit /(Loss) after tax available for equity shareholders (₹) (A)	8,61,84,534/-	3,68,49,805/-
Weighted average number of equity shares outstanding (B)	10,750,000	10,750,000
Face value per equity share (₹)	10/-	10/-
Earnings per share - Basic & Diluted (A/B) (₹)	8.02/-	3.43/-

### 33. Post-Employment Benefits

In accordance with the Payment of Gratuity Act, 1972 of India, the Company provides for gratuity, a defined retirement benefit plan (the 'Gratuity Plan') covering eligible employees. Liabilities with regard to such Gratuity Plan are determined by actuarial valuation and are charged to revenue in the period determined.

The following tables sets out the status of the benefit plan as per actuarial valuation as on March 31, 2019 and as recognised in the financial statements in respect of employee benefit schemes:

(₹ in Lacs)

<b>A. Change in Defined Benefit Obligation</b>		
Particulars	Financial Year Ending 31/03/2018	Financial Year Ending 31/03/2019
<b>Defined Benefit Obligation at beginning of year</b>	4,02,25,986	3,78,34,091
Current Service Cost	12,54,095	11,53,268
Past Service Cost	-	-
(Gain) / Loss on settlements	-	-
Interest Expense	29,69,412	27,74,434
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(38,21,974)	(36,04,951)
Settlement Payments from Plan Assets	-	-
Settlement Payments from Employer	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-
Increase / (Decrease) due to effect of any business combination / divesture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	(4,47,896)	91,471

## Notes to Financial Statements (Contd..)

<i>Remeasurements - Due to Experience Adjustments</i>	(23,45,532)	(25,55,907)
<b>Defined Benefit Obligation at end of year</b>	<b>3,78,34,091</b>	<b>3,56,92,406</b>
<b>Discount Rate</b>	<b>7.75%</b>	<b>7.70%</b>
<b>Salary Escalation Rate</b>	<b>6.00% p.a.</b>	<b>6.00% p.a.</b>

### **B. Change in Fair Value of Plan Assets**

Particulars	Financial Year Ending 31/03/2018	Financial Year Ending 31/03/2019
<b>Fair Value of Plan Assets at beginning of year</b>	-	-
<i>Interest Income</i>	-	-
<i>Employer Contributions</i>	-	-
<i>Employer Direct Benefit Payments</i>	38,21,974	36,04,951
<i>Employer Direct Settlement Payments</i>	-	-
<i>Benefit Payments from Plan Assets</i>	-	-
<i>Benefit Payments from Employer</i>	(38,21,974)	(36,04,951)
<i>Settlement Payments from Plan Assets</i>	-	-
<i>Settlement Payments from Employer</i>	-	-
<i>Other (Employee Contribution, Taxes, Expenses)</i>	-	-
<i>Increase / (Decrease) due to effect of any business</i>	-	-
<i>Increase / (Decrease) due to Plan combination</i>	-	-
<i>Remeasurements - Return on Assets</i>	-	-
<i>(Excluding Interest Income)</i>	-	-
<b>Fair Value of Plan Assets at end of year</b>	-	-
<b>Weighted Average Asset Allocations at the year end</b>		
<i>Equities</i>	-	-
<i>Bonds</i>	-	-
<i>Gilts</i>	-	-
<i>Insurance Policies</i>	-	-
<b>Total</b>	-	-
<b>We understand that Liability is not funded</b>		

### **C. Components of Defined Benefit Cost**

Particulars	Financial Year Ending 31/03/2018	Financial Year Ending 31/03/2019
Current Service Cost	12,54,095	11,53,268
Past Service Cost	-	-
(Gain) / Loss on Settlements	-	-
Reimbursement Service Cost	-	-
<b>Total Service Cost</b>	<b>12,54,095</b>	<b>11,53,268</b>
Interest Expense on DBO	29,69,412	27,74,434
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
<b>Total Net Interest Cost</b>	<b>29,69,412</b>	<b>27,74,434</b>
Reimbursement of Other Long Term Benefits	-	-

## Notes to Financial Statements (Contd..)

Defined Benefit Cost included in P & L	42,23,507	39,27,702
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	(4,47,896)	91,471
Remeasurements - Due to Experience Adjustments	(23,45,532)	(25,55,907)
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
<b>Total Remeasurements in OCI</b>	<b>(27,93,428)</b>	<b>(24,64,436)</b>
<b>Total Defined Benefit Cost recognized in P&amp;L and OCI</b>	<b>14,30,079</b>	<b>14,63,266</b>
<b>Discount Rate</b>	7.75%	7.70%
<b>Salary Escalation Rate</b>	6.00%	6.00%

### **D. Amounts recognized in the Statement of Financial Position**

Particulars	Financial Year Ending 31/03/2018	Financial Year Ending 31/03/2019
Defined Benefit Obligation	3,78,34,091	3,56,92,406
Fair Value of Plan Assets	-	-
<b>Funded Status</b>	<b>3,78,34,091</b>	<b>3,56,92,406</b>
Effect of Asset Ceiling / Onerous Liability	-	-
<b>Net Defined Benefit Liability / (Asset)</b>	<b>3,78,34,091</b>	<b>3,56,92,406</b>

### **E. Net Defined Benefit Liability/(Asset) reconciliation**

Particulars	Financial Year Ending 31/03/2018	Financial Year Ending 31/03/2019
<b>Net Defined Benefit Liability/(Asset) at beginning of year</b>	<b>4,02,25,986</b>	<b>3,78,34,091</b>
Defined Benefit Cost included in P & L	42,23,507	39,27,702
Total Remeasurements included in OCI	(27,93,428)	(24,64,436)
Net Transfer In / (Out) (Including the effect of any business combination / divesture)	-	-
Amount recognized due to Plan Combinations	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	(38,21,974)	(36,04,951)
Employer Direct Settlement Payments	-	-
Credit to Reimbursements	-	-
<b>Net Defined Benefit Liability / (Asset) at end of year</b>	<b>3,78,34,091</b>	<b>3,56,92,406</b>

### **Summary of Financial & Demographic Assumptions**

Particulars	Valuation Date	
	31-03-2018	31-03-2019
Discount Rate	7.75%	7.70%
Salary Escalation - First 5 Years	6.00%	6.00%
Salary Escalation - After 5 Years	6.00%	6.00%

## Notes to Financial Statements (Contd..)

Expected Rate of Return on Plan Assets	N/A	N/A
Mortality Table	IALM (2006-08) Table	
Disability Rate	5% of Mortality Rate	5% of Mortality Rate
Withdrawal Rate	As per table below	As per table below
Retirement Age	58 & 60 Years	58 & 60 Years
Average Future Service	9.10	9.64

### 34. Related party disclosures: -

#### (A) Key Management Personnel and their relatives: -

Sl.No.	Name	Designation/Relationship
1.	Upmanyu Pathak	Managing Director
2.	Nilotpal Deb	Managing Director (till 9 <sup>th</sup> November, 2017)

#### (B) Enterprises where control exists (wholly owned subsidiaries): -

Sl. No.	Name Of Enterprise	Sl No	Name Of Enterprise
1	NTCIL Siliguri Estate Private Limited	2	NTCIL Realty Private Limited
3	NTCIL Infrastructure Private Limited	4	NTCIL Real Estate Private Limited

#### Disclosure of transactions with related parties and outstanding balances: - (Amt. in ₹)

Particulars	KMP and their relatives	Subsidiaries
Electricity Income	---	8,11,963 (5,96,176)
Remuneration Paid	8,27,868 (10,18,685)	---
Advance given	---	43,17,184 (51,02,140)
Advance given refund	---	38,40,843 (50,96,140)
Advance given against Salary	---	---
	(2,44,600)	(---)
Advance given against Salary adjusted	72,500 (4,46,490)	---
	(4,46,490)	(---)
Sale of Land & Building	---	3,36,202 (---)
	(---)	(---)
<b>Balances outstanding:</b>		
Advance given against Salary	---	---
	(72,500)	(---)
Advance given	---	4,76,341 (6,000)
	(---)	(6,000)
Trade Receivable	---	59,558 (---)
	(---)	(---)
Other Receivable	---	3,36,202 (---)
	(---)	(---)

## Notes to Financial Statements (Contd..)

- Note: - (i) Previous year figures have been given in brackets.  
(ii) As the liability of gratuity and compensated absence are provided on actuarial basis for the company as a whole, the amount pertaining to the directors are not ascertainable and therefore not included in the above  
(iii) Related party relationships are identified by the company on the basis of available information.

### 35. Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint Ventures:

Name of the entity	Net Assets i.e. total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ in lacs)	As % of consolidated profit or loss	Amount (₹ in lacs)
<b>Parent:</b>				
ntc industries limited	71.16%	3,838.80	41.36%	356.44
<b>Subsidiaries:</b>				
<b>Indian:</b>				
NTCIL Real Estate Private Limited	24.16%	1303.30	44.90%	386.97
NTCIL Infrastructure Private Limited	4.68%	252.21	13.82%	119.10
NTCIL Realty Estate Private Limited	0.01%	0.43	-0.02%	-0.16
NTCIL Siliguri Private Limited	0.00%	0.08	-0.06%	-0.51
<b>Foreign</b>				
<b>Minority Interests in all subsidiaries</b>				
<b>Indian:</b>	-	-	-	-
<b>Foreign:</b>	-	-	-	-
<b>Associates (Investments as per the equity method)</b>				
<b>Indian:</b>	-	-	-	-
<b>Foreign:</b>	-	-	-	-
<b>Joint Venture</b>				
<b>Indian:</b>	-	-	-	-
<b>Foreign:</b>	-	-	-	-

36. In terms of confirmation of sale of assets of New Tobacco Co. Ltd. (In Liquidation) in favour of the Company vide order dated 19<sup>th</sup> April, 2006 of Calcutta High Court. A Conveyance deed of Siliguri Property has been executed for transfer of title in favour of M/s NTCIL Siliguri Estate Private Limited (a wholly owned subsidiary of the Company).
37. A suit has been filed against the company in the year 1999 for recovery of ₹ 20,000,000/- along with interest which is still pending before the Hon'ble High Court, Kolkata. The company disputes the claim of the party and as the matter is sub-judice no provision for interest has been made.
38. During the Year in the matter of SCN no C.No. V-SEIZURE (15) 90CE/CAL/-II/ADJN/97/131-143 Dated 21.04.1997 an assessment order-in-original is passed by the Commissioner of CGST & CX partially confirming the duty demand of Rs 31,31,81,560/- and Penalty of Rs 1,35,80,804/-. Your Company has filed appeal against this order before CESTAT Kolkata and is of view that its defence in grounds of appeal are factually correct and strong enough to get favourable order from appeal authority.

39. In 2015 a group of minority shareholders had filed a suit against the company in the court of Learned Fourth Civil Judge (Junior Division) at Sealdah, West Bengal and Learned third Civil Judge at Barasat, West Bengal. Since the matter is sub judice in the court, any disclosures given at this moment would be prejudicial to the interest of the company and that of the stakeholders.

40. **Contingent liabilities & Guarantee given:** (₹ in Lacs)

Particulars	As at 31.03.19	As at 31.03.18
a) Claims against the company not acknowledged as debt	144.54	144.54
b) Disputed Liabilities relating to Central Excise Demand	3267.62	3.37
c) Corporate Guarantee	40000	40000

41. **Foreign exchange earnings and outgo:**

a) **Earnings in foreign exchange:** (₹ in Lacs)

Description	Year Ended 31.03.19	Year Ended 31.03.18
F.O.B Value of Export	457.05	697.78

b) **Outgo in foreign exchange:** (₹ in Lacs)

Description	Year Ended 31.03.19	Year Ended 31.03.18
-Raw materials	62.16	16.75
<b>Total</b>	<b>62.16</b>	<b>16.75</b>

42. The figures of previous year have been reclassified and regrouped wherever considered necessary.

The accompanying notes 1 to 42 are an integral part of the Financial Statements

**For VKR & ASSOCIATES**

Chartered Accountants

Firm Registration No. 320323E

**Santosh Kumar Agrawal**

Partner

Membership No. 067092

Place: Kolkata

Date: The 28<sup>th</sup> day of May, 2019

**For and on behalf of the Board**

**Upmanyu Pathak**

Managing Director

**Gaurav Somani**

Director

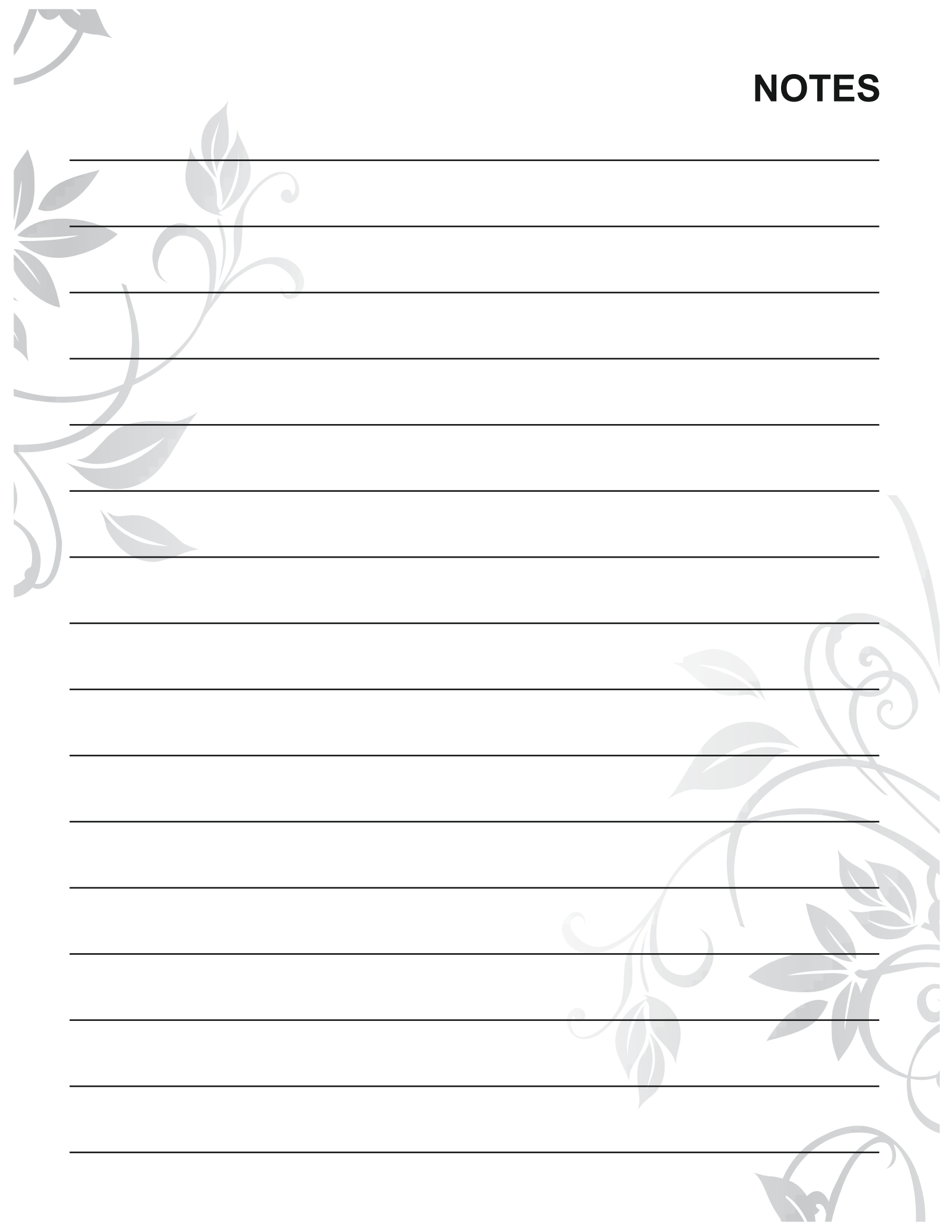
**Prem Chand Khator**

Chief Financial Officer

**Sunil Kumar Verma**

Company Secretary

# NOTES



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**NTC**



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