ntc industries limited

(An ISO 9001-2008 Company)

ANNUAL REPORT 2020-21

FORWARD LOOKING STATEMNT

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. Priyawart Dipakbhai Jariwala
Managing Director
Mr. Niraj Sinha
Non Executive & Independent Director
Mr. Gaurav Somani
Non Executive & Independent Director
Mr. Amar Chand Baid
Non Executive & Independent Director
Mr. Tapan Kumar Chakaraborty
Non Executive Director
Ms. Vembi Krishnamurthy Radha
Non Executive Director

Chief Financial Officer
Mr. Prem Chand Khator

Company Secretary and Compliance Officer
Mr. Sunil Kumar Varma, ACS 31574

Auditors
Statutory Auditors
M/s VKR & Associates (Firm Registration No.: 320323E)
Chartered Accountants
Martin Burn House.
1. R.N. Mukherjee Road
3rd 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,
3rd Floor, R.No. 305A,
Kolkata-700 001,

Bankers
Axis Bank
Union Bank of India
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: 033-7595046813
Email id: investors@ntcind.com
Website: www.ntcind.com

CONTENTS

01 ABOUT US

02 NOTICE

17 DIRCTORS' REPORT

33 MANAGEMENT DISCUCSSION & ANALYSIS

37 REPORT ON CORPORATE GOVERNANCE

55 FINANCIAL SECTION

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.*

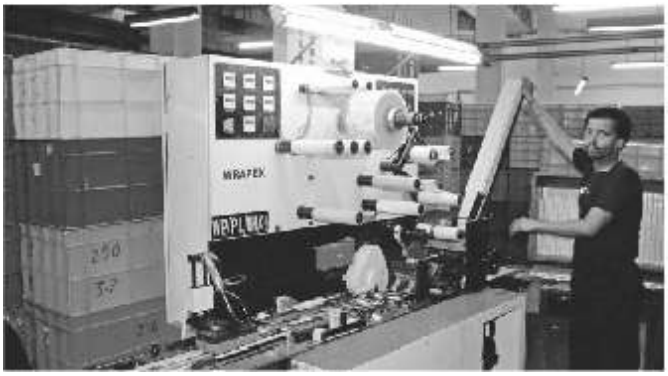
ntc *is one of the few companies in India having license to manufacture cigarettes.*

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.*

ntc industries limited
149, B.T. Road, Kamarhati, Kolkata -700 058
Phone: +91-7595046813 | E-mail: investors@ntcind.com | www.ntcind.com
CIN: L70109WB1991PLC053562

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of ntc industries limited will be held on Wednesday, 29th September, 2021 at 12.30 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses: -

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Ms. Vembi Krishnamurthy Radha (DIN: 07141131) who retires by rotation and being eligible offers herself for re-appointment.

Special Business

3. **To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Priyawart Dipakbhai Jariwala (DIN: 09148113), who was appointed as an Additional Director by the Board under Section 161 of the Companies Act, 2013 and Article 83 of the Articles of Association of the Company with effect from 22.05.2021 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose him as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. **To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Act and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Article No. 86 of the Articles of Association of the Company and subject to all the applicable statutory approvals, consent of the Company be and is hereby accorded to the appointment of Mr. Priyawart Dipakbhai Jariwala (DIN: 09148113) as a Managing Director of the Company for a period of 3 (Three) year commencing from 22.05.2021 on such terms and conditions including remuneration and other amenities as set out in the agreement dated 22.05.2021 entered into by the Company with Mr. Priyawart Dipakbhai Jariwala and also set out in Explanatory Statement annexed to the Notice convening this Meeting which is attached herewith.

   RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) be and are hereby authorized to vary the terms and conditions including remuneration as specified in the said Agreement as may be considered appropriate subject to the same being in conformity with the provisions of Schedule V of the Companies Act, 2013 for the time being in force or any amendments thereto, as may be agreed to between the Board of Directors and Mr. Priyawart Dipakbhai Jariwala.

   RESOLVED FURTHER THAT in the event of absence or in case of inadequacy of profits during the tenure of Mr. Priyawart Dipakbhai Jariwala, the Remuneration payable to him as per the Agreement referred to hereinabove shall be paid to him as Minimum Remuneration.

   RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this

resolution and to delegate all or any of its power herein conferred to a Director and Company Secretary to give effect to the aforesaid resolutions."

5. **To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:**
"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with schedule IV to the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 including any statutory modification(s) or re-enactments thereof for the time being in force, Mr. Niraj Sinha (DIN: 06979287), who was appointed as an Additional Director of the Company in the Non-Executive Independent Category w.e.f. 25th April, 2021 by the Board of Directors under Section 161 of the Companies Act, 2013 and Article 83 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and who is not disqualified to become a Director under the Act and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years beginning from 25th April, 2021 upto 24th April,2026 and whose office shall not be liable to determination by retirement of Directors by rotation.

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to finalize, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty and doubt that may arise in this regards and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any of Director(s) or Key Managerial Personnel or any other Officer(s) of the Company."

6. **To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Tapan Kumar Chakraborty (DIN: 09175798), who was appointed as an Additional Director by the Board under Section 161 of the Companies Act, 2013 and Article 83 of the Articles of Association of the Company with effect from 22.05.2021 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose him as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to finalize, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty and doubt that may arise in this regards and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any of Director(s) or Key Managerial Personnel or any other Officer(s) of the Company."

By order of the Board
For ntc industries limited
sd/-
Sunil Kumar Varma
Company Secretary
ACS 31574

Place: Kolkata
Date: 10th August, 2021

NOTES

1. The explanatory statement pursuant to Section 102(1) of the Act, which sets out details relating to Special Businesses at the meeting, is annexed hereto.

2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated 13th January 2021 read with General Circular No. 20/ 2020 dated 5th May, 2020, General Circular No. 14/ 2020 dated 8th April, 2020 and General Circular No. 17/ 2020 dated 13th April, 2020 (collectively referred to as "said Circulars") and the Securities and Exchange Board of India vide its circulars dated May 12, 2020 and January 15, 2021 permitted the holding of the "AGM" through Video Conferencing / Other Audio-Visual Means (VC/OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through

VC/OAVM only. The Company will conduct the AGM through VC/ OAVM from its Registered Office, i.e, 149, B.T. road, Kamarhati, Kolkata 700058 which shall be deemed to be venue of the meeting.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this notice.

4. The business set out in this Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means through National Securities Depository Limited (NSDL). Instructions and other information relating to e-voting are given in this Notice under Note no. 23. The Company will also send communication relating to remote e-voting which inter-alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

   Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who cast their vote by using remote e-voting may also attend the Meeting through VC/ OAVM but shall not be entitled to cast their vote again at the Meeting.

5. In terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means and are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. whereby their authorized representative has been appointed to attend the AGM on their behalf, to the Company, together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizermkb@gmail.com with a copy marked to investors@ntcind.com.

6. The details of Director seeking re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) and Secretarial Standard -2 are annexed hereto and forms part of this Notice. The Directors have furnished the requisite declaration for their re-appointment.

7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Niche Technologies Pvt Ltd for assistance in this regard.

8. Members who hold shares in the physical form and wish to make/ change a nomination in respect of the shareholding in the Company, as permitted u/s 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13/14 as required, to the Company's Registrar & Share Transfer Agent.

9. 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.

10. 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.

11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ RTA, quoting their folio number.

12. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

13. To support the 'Green Initiative', Members who have not registered their e-mail addresses so far are requested to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants or send an e-mail to nichetechpl@nichetechpl.com, for receiving all communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.

14. Non-Resident Indian Members are requested to inform the RTA immediately of:

    - Change in their residential status on return to India for permanent settlement.
    - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Niche Technologies Pvt Ltd.

16. The Company has designated an exclusive e-mail ID investors@ntcind.com which would enable the members to communicate their grievances. The members may send their grievances, if any, to this e-mail ID for its quick redressal.

17. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to send their queries at an early date through email on investors@ntcind.com. The same will be replied by the Company suitably.

18. Members are also requested to notify any change in their email ID or bank mandates or address to the company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act 2013 will be available for inspection during the Annual General Meeting. Members seeking to inspect such documents can send email at investors@ntcind.com.

20. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.

21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.ntcind.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and The Calcutta Stock Exchange Ltd at www.cse-india.com and, and on the website of NSDL https://www.evoting.nsdl.com

22. At the twenty-sixth AGM held on September 12, 2017 the Members approved appointment of VKR & Associates, Chartered Accountants (Firm Registration No. 320323E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirty-first AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the thirtieth AGM.

23. **Voting through electronic means**

    In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the (Listing Regulations, 2015), the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote in respect of the resolutions to be passed at 30th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM("remote e-voting") will be provided by NSDL.

I. The remote e-voting period shall commence on Sunday, the 26th September, 2021, (9:00 a.m. IST) and will end on Tuesday, the 28th September, 2021 (5:00 p.m. IST). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 22nd September, 2021 (cut-off date for e-voting) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.

II. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on 22nd September, 2021 (cut-off date) only shall be entitled to vote through remote e-voting and through voting at the AGM. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 22nd September, 2021. A person who is not a member as on cutoff date should treat this Notice for information purpose only.

III. Any person, who acquires shares of the Company and becomes member of the Company after, dispatch of the Notice and holding shares as on the cut-off date 22nd September, 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e- voting then you can use your existing ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www. evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.

IV. The Company has appointed Sri Raj Kumar Banthia, Practicing Company Secretary (ACS No.17190, CP No. 18428) partner of MKB & Associates, as the scrutinizer to scrutinize the voting during the AGM and the remote e-voting process in a fair and transparent manner.

V. Members desiring to vote through remote e-voting may refer to the following steps:

Step 1: Access to NSDL e-Voting system
Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

Step 1: Access to NSDL e-Voting system

A) **Login method for e-Voting and AGM through VC/OAVM available to all individual members holding shares in dematerialised form**

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, individual members holding shares in dematerialised form can participate in the e-Voting process by way of a single login credential, through their demat accounts or websites of depositories/DPs. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click athttps://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on

	the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e - voting for the members other than Individual members holding securities in demat mode and members holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

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

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

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

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system

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

I. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
II. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
III. Now you are ready for e-Voting as the Voting page opens.
IV. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
V. Upon confirmation, the message "Vote cast successfully" will be displayed.
VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@ntcind.com or nichetechpl@nichetechpl.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@ntcind.com or nichetechpl@nichetechpl.com. If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

The instructions for members for e-voting on the day of the AGM are as under: -

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

Instructions for Members for attending the AGM through VC/OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be available for Members on first-come-first-served-basis.

3. Members may join the Meeting through their desktops/Laptops/ Smartphones, etc. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.

4. Members may submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number to reach the Company's email address at investors@ntcind.com on or before 5.00 p.m. (IST) on Friday, 25th day of September 2021. Such questions by the Members shall be taken up during the Meeting and suitably dealt with by the Company. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize the questions and select, in the interest of the other shareholders, only meaningful questions.

5. Members who may like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number at investors@ntcind.com**.** Only those Members who register themselves as speaker will be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time at the AGM.

6. Members may note that facility of joining the AGM through VC/OAVM provided by NSDL allows participation of at least 1000 members on first-come-first-served-basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first served-basis.

7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

General Guidelines for shareholders

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

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

III. In case of any queries you may refer to Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.

IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Other Instructions

1. The Scrutinizer shall after the conclusion of voting at the meeting, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
2. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ntcind.com and on the website of NSDL and also be displayed on the Notice Board of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be simultaneously communicated to the Stock Exchange where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
3. The scrutinizer's decision on the validity of e-voting will be final.
4. The Notice of Annual General Meeting is being sent to the members, whose names appear in the Register of Members/ Depositories as at closing hours of business, on 20th August, 2021.
5. The resolutions shall be deemed to be passed on the AGM date i.e, 29th September, 2021, subject to receipt of the requisite number of votes in favour of the resolutions.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

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

Item No.3 & 4

The Board of Directors of your Company, pursuant to the recommendation from Nomination and Remuneration Committee, at their meeting held on May 22, 2021 had appointed Mr. Priyawart Dipakbhai Jariwala as an additional director of the Company w.e.f May 22, 2021.

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received a notice in writing from a member of the company proposing his candidature for appointment as Director of the Company under Section 160 of the Companies Act, 2013. The Board feels that presence of Mr. Priyawart Dipakbhai Jariwala on the Board is desirable and would be beneficial to the company.

Further, considering the visionary leadership skills & experience possessed by Mr. Jariwala in the areas of activities of the Company, the Board of Directors of your Company at the same aforesaid meeting had also appointed him as the Managing Director of the Company for a period of 3 (Three) year commencing from May 22, 2021.

Mr. Priyawart Dipakbhai Jariwala has completed his graduation in Business Management from London, U.K. He has rich experience of working with the top houses in the tobacco industry. Mr Jariwala joined ntc in 2018, wherein he was responsible for handling manufacturing operations. He was also instrumental in carrying out significant improvements in site operations. He played leadership role in the development of various strategies for production and manufacturing. His young enthusiasm and dyanamic visionary skills will be of immense help for the company. As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his brief resume is furnished and forms a part of this Notice.

Mr. Priyawart Dipakbhai Jariwala (DIN: 09148113) has conveyed his consent to act as a Director of the Company and made the necessary disclosures and declarations. Further as per the declarations received by the Company, Mr. Priyawart Dipakbhai Jariwala is not disqualified under Section 164 of the Act. The directorships held by Mr. Priyawart Dipakbhai Jariwala are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

The present terms and conditions of appointment of Mr. Priyawart Dipakbhai Jariwala (DIN: 09148113), as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

Salary, Remuneration, perquisites and benefits:

1. **Salary**: - Rs.63,150/- (Rupees Sixty-Three Thousand One Hundred Fifty) per month

2. **Perquisites**:-

a.	**Medical Re-imbursement**	**: -**	Rs. 15,000/- per annum.
b.	**Exgratia**	**: -**	Rs. 10,000/- per annum.
c.	**Leave Salary**	**: -**	Rs. 45,000/- per annum.
d.	**P. F.**	**: -**	Rs. 70,200/- per annum.

For Company's business use of telephone and other communication facilities at residence/other places, reimbursement of traveling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisite.

3. **Minimum Remuneration**:- The above salary will be payable to the Managing Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

4. **Sitting Fees**: - The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

A copy of the agreement entered into by the Company with Mr. Priyawart Dipakbhai Jariwala containing the terms and conditions of appointment and remuneration payable to him and copy of the resolutions passed by the Board of Directors on 22nd May, 2021 would be available electronically for inspection by the members during the AGM.

Details of Mr. Priyawart Dipakbhai Jariwala pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided in Annexure to the Notice. Disclosures as required under Section II of Part II of the Schedule V of the Companies Act, 2013 also forms part of the notice.

The Board considers that his association would be of immense benefit to the Company and as per the provisions of Companies Act, 2013 appointment of such Managerial personnel requires approval of the shareholders in the general meeting. Accordingly, the Board recommends the Resolution No. 3 & 4 as an Ordinary Resolution, in relation to appointment of Mr. Priyawart Dipakbhai Jariwala as a Managing Director and remuneration payable, whose period of office shall be liable to determination by retirement of directors by rotation, for the approval of the Members of the Company.

None of the Directors or key managerial personnel of the Company or their relatives, except Mr. Priyawart Dipakbhai Jariwala (being an appointee) and his relatives, are interested or concerned, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding.

Information as per Section II of Part II of the Schedule V of the Companies Act, 2013:

I. General information:

1.	Nature of Industry	The Company is engaged in manufacturing of cigarettes and tobacco products.
2.	Date or expected date of commencement of Business/commercial production	18th December, 1991
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	The financial performance of the Company during the preceding three financial years is as under:	

Rs. In Lakhs

	Particulars	2020-21	2019-20	2018-19
	Total Income	2815.57	2049.01	2112.53
	Total Expense	1883.15	1796.61	1582.24
	Profit/(Loss) Before Interest and Depreciation	**932.43**	**252.40**	**530.29**
	Less: Interest	27.03	30.91	31.45
	Less: Depreciation & Amortization	50.55	51.47	49.40
	Profit/ (Loss) before Exceptional Items	**854.85**	**170.02**	**449.44**
	Add: Exceptional Items	--	186.44	-
	Profit/ (Loss) before taxation	**854.85**	**356.46**	**449.44**
	Less: Provisions for current & deferred tax	225.94	76.57	93.00
	Profit After Tax	**628.91**	**279.89**	**356.44**

5.	Foreign investments or collaborations, if any.	NIL

II. Information about the appointee:

SL. No	Particulars	Mr. Priyawart Dipakbhai Jariwala
1.	Background details	Mr. Priyawart Dipakbhai Jariwala has completed his graduation in Business Management from London, U.K. He has rich experience of working with the top houses in the tobacco industry. Mr Jariwala joined ntc in 2018, wherein he was responsible for handling manufacturing operations. He was also instrumental in carrying out significant improvements in site operations. He played leadership role in the development of various strategies for production and manufacturing. His young enthusiasm and dyanamic visionary skills will be of immense help for the company.
2.	Past remuneration	-
3.	Recognition or awards.	None
4.	Job profile and his suitability	Mr. Priyawart Dipakbhai Jariwala is actively involved in the day to day working of the Company. He is responsible for Manufacturing operations, improvements and development of modern dynamic strategies for production and manufacturing and overall administration control of the company as well as exercise and perform such other functions as the Board shall determine from time to time.
5.	Remuneration proposed	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in the agreement dated 22nd

		May, 2021
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin)	The said remuneration is commensurate with the size and nature of business of the Company and also with the functions and responsibilities entrusted upon him.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Priyawart Dipakbhai Jariwala is the Managing Director of the Company. As on date of this notice, he does not hold any shares of the Company. he is not entitled to any other emoluments from the Company apart from the remuneration as agreed upon. Further, Mr. Priyawart Dipakbhai Jariwala is not related to any of the Managerial Personnel of the Company.

III. Other information:

SL. No.	Particulars	Information about the appointee
1.	Reasons of loss or inadequate profits	The Company does not have adequate profits due to economic slowdown and various regulatory changes.
2.	Steps taken or proposed to be taken for improvement	The Company is taking adequate measures to cut costs and also adapt to the changing legislations, thereby improving its profitability.
3.	Expected increase in productivity and profits in measurable terms	The Company expects substantial increase in the profit from manufacturing activities in the upcoming years.

IV. Disclosures:

The other requisite disclosures as required to be made in the corporate Governance Report are mentioned therein and the same is annexed to the Annual Report.

Item No.5

The Board of Directors of your Company at their meeting held on April 25, 2021 had appointed Mr. Niraj Sinha (DIN: 06979287) as an additional director of the Company under Section 161(1) read together with Sections 149 and 152 of the Companies Act, 2013 (as amended) (the "Act") and Schedule IV thereto and the Articles of Association of the Company in the category of Independent Director for a term of 5 consecutive years with effect from April 25, 2021, subject to the approval of the Members of the Company.

Pursuant to Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and consent of Mr. Niraj Sinha to act as a Director of the Company and other statutory disclosures including declaration confirming that he meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"), it is proposed to appoint Mr. Niraj Sinha as an Independent Director of the Company, who will hold office for a term of 5 consecutive years beginning from 25th April, 2021 upto 24th April,2026 and whose period of office shall not be liable to determination by retirement of directors by rotation.Further as per the declarations received by the Company, Mr. Niraj Sinha is not disqualified under Section 164 of the Act. The directorships held by Mr. Niraj Sinha are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

In the opinion of the Board, Mr. Niraj Sinha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Directors of the Company and he is independent of the management. He has further confirmed that he is not aware of any circumstance or situation which exist or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In terms of Section 150 of the Act and rules made thereunder, Mr. Niraj Sinha is registered with the Indian Institute of Corporate Affairs (IICA) and he has confirmed to comply with the requirements of Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), within the prescribed timeline.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of his appointment, will be available for inspection without any fee by the Members at the Registered Office of the Company during business hours (i.e. 11:00 a.m. to 1:00 p.m.) on any working day (excluding Saturday) and is also available on the website of the Company www.ntcind.com.

The Board is of the opinion that presence of Mr. Niraj Sinha as Independent Director on the Board is desirable and would be beneficial to the Company. Accordingly, the Board recommends the resolution as set out in item No. 5 of the Notice as an ordinary resolution, in relation to appointment of Mr. Niraj Sinha as Independent Director, for the approval by the shareholders of the Company. A brief profile of proposed Independent Director, including nature of his expertise, is provided as Annexure to the Notice.

None of the Directors or key managerial personnel of the Company or their relatives, except Mr. Niraj Sinha (being an appointee) and his relatives, are interested or concerned, financially or otherwise, in the aforesaid resolution except to the extent of his shareholding.

Item No. 6

The Board of Directors of your Company at their meeting held on May 22, 2021 had appointed Mr. Tapan Kumar Chakraborty (DIN: 09175798) as an additional director of the Company under Section 161(1) read with Sections 152 of the Companies Act, 2013 (as amended) (the "Act") and the Articles of Association of the Company in the category of Non-Executive Director.

Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received a notice in writing from a member of the company proposing his candidature for appointment as Director of the Company under Section 160 of the Companies Act, 2013.

Mr. Tapan Kumar Chakraborty has given his Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

Further as per the declarations received by the Company, Mr. Tapan Kumar Chakraborty is not disqualified under Section 164 of the Act. The directorships held by Mr. Tapan Kumar Chakraborty are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

The Board is of the opinion that presence of Mr. Tapan Kumar Chakraborty as Director on the Board is desirable and would be beneficial to the Company. Accordingly, the Board recommends the resolution as set out in item No. 6 of the Notice as an ordinary resolution, in relation to appointment of Tapan Kumar Chakraborty as Non-Executive Director, for the approval by the shareholders of the Company. A brief profile of proposed Non-Executive Director, including nature of his expertise, is provided as Annexure to the Notice.

None of the Directors or key managerial personnel of the Company or their relatives, except Mr. Tapan Kumar Chakraborty (being an appointee) and his relatives, are interested or concerned, financially or otherwise, in the aforesaid resolution except to the extent of his shareholding.

By order of the Board
For ntc industries limited
sd/-
Sunil Kumar Varma
Company Secretary
ACS 31574

Place: Kolkata
Date: 10th August, 2021

Details of Director Seeking Appointment/Re-Appointment at 30th Annual General Meeting pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015 and Secretarial Standard 2:

Name of Director	Ms. Vembi Krishnamurthy Radha	Mr. Priyawart Dipakbhai Jariwala	Mr. Niraj Sinha	Mr. Tapan Kumar Chakraborty
Din	07141131	09148113	06979287	09175798
Date of birth	26th September, 1950	22nd April, 1986	23rd December, 1982	15th October, 1964
Nationality	Indian	Indian	Indian	Indian
Qualification	Graduation	Graduation	Graduation	Graduation
Relationship with other director/ KMP inter se	None	None	None	None
Date of first appointment on Board	31st March, 2015	22nd May, 2021	25th April, 2021	22nd May, 2021
Nature of expertise in specific functional area	Managerial Qualities	Production and distribution of the products manufactured by the Company	Sales & Marketing, Finance & Accounts	Sales & Marketing of the products manufactured by the Company
Brief profile	Ms. V.K. Radha was appointed on the Board of ntc industries ltd. on 31st Day of March, 2015. She has completed her graduation in Political Science and Education from Calcutta University in the year 1970. Her experience and knowledge will be of immense help to the Board to take appropriate decision in the company's important matters.	Mr. Priyawart Dipakbhai Jariwala has completed his graduation in Business Management from London, U.K. He has rich experience of working with the top houses in the tobacco industry. Mr Jariwala joined ntc in 2018, wherein he was responsible for handling manufacturing operations. He was also instrumental in carrying out significant improvements in site operations. He played leadership role in the development of various strategies for production and manufacturing. His young enthusiasm and dyanamic visionary skills will be of immense help for the company.	Mr. Niraj Sinha is Senior finance & marketing specialist with extensive experience of 16 years in automobile industry. Have experience working with several multinational brands in the development of marketing strategies, improving market reach and coverage. Also have a background in project and team management and process engineering. He has always looked for new ways to mitigate risk, increase company efficiency and create new growth opportunities.	Mr. Tapan Kumar Chakraborty is a graduate in arts from Calcutta. He is associated with the company since last 30 years and is instrumental in company's marketing and distribution chain management. Under his guidance Company has created and developed many ways for distribution of its products in different parts of India. His experience and contribution to the Company is highly appreciable.
Terms and conditions of Appointment	She is a Non-Executive Director retires by rotation and being eligible, offers herself for reappointment	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).		
Details of remuneration sought to be paid	She is a Non-Executive Director entitled to only **sitting fees.**	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended).		
Details of remuneration last drawn	Nil	Nil	Nil	Nil
Number of Board	9 out of 9	Nil	Nil	Nil

Meeting attended during the year 2020-21				
No. of equity shares held in the Company	Nil	Nil	Nil	Nil
List of other companies in which directorships are held	Nil	Nil	1. REGENT AUTOTRADE PVT. LTD. 2. R D MOTORS PRIVATE LIMITED 3. NTCIL INFRASTRUCTURE PRIVATE LIMITED 4. NTCIL REAL ESTATE PRIVATE LIMITED 5. NTCIL REALTY PRIVATE LIMITED 6. NTCIL SILIGURI ESTATE PRIVATE LIMITED	Nil
Committee Position held in ntc industries ltd.	Audit, Nomination and Remuneration Committee – Member	Nil	Nil	Nil
Committee Positions in other Public Companies	Nil	Nil	Nil	Nil

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors have pleasures in presenting the 30th Annual Report together with the Audited Statements of Accounts for the financial year ended 31st March 2021.

Financial Highlights

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

(Rs in Lacs)

Particulars	Standalone		Consolidated	
	Financial Year 2020-21	**Financial Year 2019-20**	**Financial Year 2020-21**	**Financial Year 2019-20**
1.a) Income from operations	2376.38	1508.33	3066.63	2220.19
b) Other income	439.19	540.68	439.95	559.33
2. Expenses	1883.15	1796.61	2038.81	2084.95
Profit/(Loss) before interest and depreciation	**932.43**	**252.40**	**1467.76**	**694.57**
Less: a) Finance Cost	27.03	30.91	73.11	129.64
b) Depreciation	50.55	51.47	190.66	191.59
Profit/ (Loss) before Exceptional Items	**854.85**	**170.02**	**1203.99**	**373.34**
Add: Exceptional Items	--	186.44	-	186.44
Profit/ (Loss) before taxation	**854.85**	**356.46**	**1203.99**	**559.78**
Less:- Provisions for current tax, deferred tax and tax adjustments for earlier years	225.94	76.57	400.31	118.57
Profit/ (Loss) After Tax	**628.91**	**279.89**	**803.67**	**441.21**
Add: Balance brought forward from last year	2314.47	2034.58	4027.82	3586.61
Less: Amount transferred to Reserves	--	--	--	--
Balance carried to the Balance Sheet	**2943.38**	**2314.47**	**4831.48**	**4027.82**

Dividend & Reserves

The Company has ongoing need of financial resources, for the purpose of expansion activities. In order to meet its growing funds requirement and conserve its resources and to plough back its entire profit into the expansion activities, the directors have decided not to declare dividend for the financial year 2020-21.

The Company has not proposed any transfer to its Reserves.

Review of operations

During the period under review, the Company focused on improving productivity, reducing costs and utilized its cash flows most effectively.

During the year under review, your company has achieved a total turnover of Rs. 1907.90 Lakhs as compared to Rs. 1108.89 Lakhs in the previous year reflecting strong growth of 72.05%. But the major evolution came in the export sales where your company achieved a praiseworthy escalation of 175.32%. The export sales increased to Rs. 1358.70 Lakhs from Rs. 493.50 Lakhs. Your company has PBT of Rs. 854.85 Lacs as compared to Profit of Rs. 356.46 Lacs in the previous year.

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, 2021 stood at Rs. 1194.40 Lacs. During the year under review your company has issued and allotted 11,94,000 equity shares by way of preferential allotment to M/s YMS Finance Private Limited, a promoter group company.

Subsidiaries, Joint Ventures & Associate Companies

As on 31st March, 2021, 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_Subsidiary.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.**

COVID 19

The spread of COVID-19 has severely impacted businesses around the globe. The situation is constantly evolving and Governments in certain states have imposed various restrictions with the increase in number of COVID-19 cases during the month of March 2021. The Company has considered various internal and external information available up to the date of approval of financial statements in assessing the impact of COVID-19 pandemic on the financial statements for the year ended March 31, 2021. The offices and the factory were shut down during lock down phase. Operations has been resumed at the factory which are located in non-containment zones after complying with all the requirement related to Social Distancing and mandatory to wear facemask, face cover and have proper sanitizations with proper interval with reduced work force. As part of the precautionary measures undertaken by the Company, employees have been advised to work from home to the extent feasible. The Company does not foresee any significant impact in respect of its existing contracts and agreements where the non-fulfillment of obligations by any party would lead to any material financial claim.

Board of Directors:

The Board comprises of an optimum mix of both Executive and Non-Executive Directors including Independent Directors and a Woman Director. The Board's composition and size is in compliance with the provisions of the Act and the Listing Regulations. The details of Directors of the Company and the remuneration drawn by them are given in the Annual Return which is available on the website of the Company.

None of the Directors of the Company are disqualified from being appointed as Directors, as specified in Section 164(2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

A. APPOINTMENT/RE-APPOINTMENT AND RESIGNATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- **Retirement By Rotation:**
  In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of your Company, Ms. Vembi Krishnamurthy Radha (07141131) is due to retire by rotation at the ensuing Annual General Meeting, and being eligible, offers herself for re-appointment.

- **Appointment of Directors**
  Pursuant to the resignation of Mr. Upmanyu Pathak (DIN : 06563100) as Managing Director of the Company with effect from the close of business hours on 22nd May, 2021, the Board of the Directors of the Company, on the basis of the recommendation of the Nomination & Remuneration ('N & RC') appointed Mr. Priyawart Dipakbhai Jariwala as Managing Director, liable to retire by rotation, with effect from 22nd May, 2021 and the said appointment is subject to the approval of shareholders.

  Mr. Niraj Sinha (DIN: 06979287) was appointed as additional director (Independent) w.e.f 25.04.2021 and Mr. Tapan Kumar Chakraborty (DIN: 09175798) was appointed as additional directors (Non Executive), liable to retire by rotation, w.e.f 22.05.2021. They holds office upto the date of the ensuing Annual General Meeting and their appointment is subject to approval of shareholders in the ensuing annual general meeting.

  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.

- **Independent director**
  At the 27th 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.

- **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").

- **Appointment & Resignation of Whole time Key Managerial Personnel (KMP):**
  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 27th Annual General Meeting of the Company. He was re-appointed by the Company for a further period of 3 years w.e.f 09.11.2020 at the Extra Ordinary General meeting of the Company held on 11.02.2021. However due to his pre-occupation, Mr. Upmanyu Pathak has resigned from the post of Director and Managing Director from the Board of Directors of the Company w.e.f 22.05.2021. The Board of the Directors of the Company, on the basis of the recommendation of the Nomination & Remuneration ('N & RC') appointed Mr. Priyawart Dipakbhai Jariwala as Managing Director, liable to retire by rotation, with effect from 22nd May, 2021 and the said appointment is subject to the approval of shareholders in the ensuing annual general meeting. The present KMP of the Company are as follows :

Sl. No.	Name	Designation
1.	Mr. Priyawart Dipakbhai Jariwala	Managing Director
2.	Mr. Prem Chand Khator	Chief Financial Officer
3.	Mr. Sunil Kumar Varma	Company Secretary & Compliance Officer

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**.

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.

During the year under review, 1 (one) meeting of independent Directors held on 30.03.2021, where directors evaluated the performance of non-independent directors, performance of the board as a whole and performance of the Chairman, 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 2020-21. The Independent Auditors Report for the financial year ended 31st March, 2021 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 26th Annual General Meeting till the conclusion of the 31st 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 30th 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 Miss Prachi Todi, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2020-21. The Company had provided all assistance and facilities to the Secretarial Auditor for conducting their audit and the report of the Secretarial Auditor along with the Compliance Report for the financial year 2020-21 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) 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 Act and the matter is subjudice.

b) Pursuant to Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019, every Independent Director is required to get himself registered in the Data Bank of Independent Directors for a particular period. However, the requisite compliance has not been done by the Company as on the closure of the financial year under review.

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.

b) The management will register all the Independent directors of the Company in the Data Bank of Independent Directors at the earliest and comply with Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019.

Internal Auditors
Pursuant to Section 138(1) of the Act, M/s Garg Narender & Co., Chartered Accountants had been appointed as the Internal Auditor of the Company for the financial year 2020-21 to conduct the Internal Audit of the Company. The Internal Auditor reports to the Audit Committee of the Board and the report of Internal Audit is also placed at the Meetings of the Audit Committee for review.

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

Annual Return

In accordance with Section 92 (3) read with Rule 12 of the Companies (Management and Administration) Rules 2014 (as amended) a copy of the Annual Return of the Company is hosted on its website and can be accessed at https:// https://www.ntcind.com/.

Number of meetings of the Board of Directors

During the financial year 2020-21, 9 (Nine) 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, 2021, 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 yearwith 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 35 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 https://www.ntcind.com/wp-content/uploads/2019/09/Policy-on-Related-Party-Transactions_ntc.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 **"B"** 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 mitigationof 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: https://www.ntcind.com/wp-content/uploads/2019/09/Code-of-Practices-and-Procedures-for-Fair-Disclosure-of-Unpublished-Price-Sensitive-Information_ntc.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 https://www.ntcind.com/wp-content/uploads/2019/09/Vigilance-Mechanism-or-Whistle-Blower-Policy_ntc.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 **"C".**

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 worker protection and safety.

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

Priyawart Dipakbhai Jariwala
Managing Director

Niraj Sinha
Director

Place: Kolkata
Date: 29th June, 2021

Annexure "A"

Prachi Todi

Company Secretaries
33C, Satish Mukherjee Road,
Near Gouriya Math,
Kolkata-700026
Mobile No: 9830072442
Email: csprachi92@gmail.com; info.prachi92@gmail.com

SECRETARIAL AUDIT REPORT
(FORM NO. MR-3)
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021
[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

I have conducted the **Secretarial Audit** of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s NTC INDUSTRIES LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted on test check basis, in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, 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, and relying on the representations made by the Company and its Officers, I hereby report that in my opinion, the Company has, during the financial year ended 31st March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I further report that compliance with applicable laws is the responsibility of the Company and my report constitutes an independent opinion. Further, my report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021, according to the provisions of the following laws and as shown to me, during my audit:

(i) The Companies Act, 2013 **('the Act')** and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 **('SCRA')** and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 **('SEBI Act')**:-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
c. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 and other applicable regulations/guidelines/circulars as may be issued by SEBI from time to time to the extent applicable;
d. 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;
e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

I further report that, during the year under review, there were no actions/events in pursuance of:

a. The 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 (Delisting of Equity Shares) Regulations, 2009;
c. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof and on the basis of the Management representation, I have also examined the secretarial compliances of the Company for the financial year ended 31st March 2021, of the following laws 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).

I have also examined compliance with the applicable clauses of the following:
(i) Secretarial Standards issued and mandated by the Institute of Company Secretaries of India;
(ii) The Listing Agreement entered into by the Company with the Calcutta Stock Exchange Limited;
(iii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to me, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent mentioned hereunder:

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 Act and the matter is subjudice.

ii. Pursuant to Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019, every Independent Director is required to get himself registered in the Data Bank of Independent Directors for a particular period. However, the requisite compliance has not been done by the Company as on the closure of the financial year under review.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review, Mr. Upmanyu Pathak (DIN: 06563100) was reappointed as the Managing Director of the Company for a further period of three years with effect from 09th November 2020. Apart from this, there were no changes in the composition of the Board of Directors that took place during the year under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

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.

I **further report that:**

i. The Company had filed its Disclosure on Related Party Transactions for the half year ended 30th September 2020, with the concerned Stock Exchanges on 22nd December 2020, i.e., beyond the stipulated time period, as required under Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also paid a penalty of Rs. 47,200/- for the same.

ii. The Company had filed its Reconciliation of Share Capital Audit Report for the quarter ended 31st December 2020 with the concerned Stock Exchanges on 02nd February, 2021, i.e., beyond the stipulated time period, as required under Regulation 76 of the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018.

iii. The audit of compliances pursuant to the Listing Agreement entered into by the Company with the Calcutta stock Exchange has been done on test check basis and it is observed that the Company should ensure timely submissions and maintain proper acknowledged copies of the disclosures made.

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

This Report is to be read with my letter of even date which is annexed as **"Annexure A"** and forms an integral part of this Report.

Prachi Todi
Practicing Company Secretary
M. No.: 53022
C.P. No.: 22964
UDIN: A053022C000534888

Date: 29th June, 2021
Place: Kolkata

Prachi Todi

Company Secretaries
33C, Satish Mukherjee Road,
Near Gouriya Math,
Kolkata-700026
Mobile No: 9830072442
Email: csprachi92@gmail.com; info.prachi92@gmail.com

"ANNEXURE – A"
(TO THE SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021)

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

My 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. My responsibility is to express an opinion on these secretarial records based on the audit.

2. I have followed the Audit practices and processes as and 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. I believe that the processes and practices that were followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I 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. My 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.

Prachi Todi
Practicing Company Secretary
M. No.: 53022
C.P. No.: 22964
UDIN: A053022C000534888

Date: 29th June, 2021
Place: Kolkata

Note: *The COVID-19 outbreak has been declared as a global pandemic by the World Health Organization. Due to the ongoing lockdowns and in order to maintain social distancing norms, the documents for conducting the audit were obtained through electronic mode and verified with requirements. It is further stated that due to the ongoing pandemic, few compliances and intimations made to Stock Exchanges under relevant SEBI Regulations and compliances made as per the Companies Act, 2013 read with relevant rules were done within the extended period and relaxations granted by respective regulatory authorities.*

Annexure "B"

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 31st March, 2021:

A. Conservation of energy

i)	Steps taken or impact on energy conservation	1. Continuous up gradation in machineries to enhance productivity so that it will consume less energy and power. 2. Installation of Power Capacitor Bank for energy conservation.
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	2020-21	2019-20
Foreign Exchange earned	1211.42	448.79
Foreign Exchange used	415.16	95.28

For & on behalf of the Board

Place: Kolkata
Date: 29th June, 2021

Priyawart Dipakbhai Jariwala
Managing Director

Niraj Sinha
Director

Annexure-"C"

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.

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2020-21, ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2020-21.			
Name	Remuneration of directors/KMPs for the financial year 2020-21 (Rs.)	Ratio of the remuneration of each director to the median remuneration of the employees	% increase in Remuneration in the financial year 2020-21
Mr. Upmanyu Pathak, Managing Director	8,48,548.00	3.41	0.11
Mr. Prem Chand Khator, Chief Financial Officer	10,52,400.00	4.23	0.94
Mr. Sunil Kumar Varma, Company Secretary Cum Compliance Officer	4,76,608.00	1.92	0.00

Percentage increase in the median remuneration of employees in the financial year:	Median Remuneration during the year was Rs.2,48,584.00. The median remuneration was increased by 0.04%.		
Number of permanent employees on the rolls ofcompany:	78*		
Explanation on the relationship between average increase in remuneration and company performance:	The Profit before Tax for the financial year ended March 31, 2021 increased by 139.82% whereas the increase in median remuneration was 0.04%.		
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	8,48,548.00	8,54,85,092.00	0.99
Mr. Prem Chand Khator	10,52,400.00	8,54,85,092.00	1.23
Mr. Sunil Kumar Varma	4,76,608.00	8,54,85,092.00	0.56
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**	**2019-20**	**2020-21**
	Market Capitalization (Rs.)	225,750,000.00	668,266,800.00
	PE Ratio	8.08	21.52
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 -: 3.62%. b) Average increase/(Decrease) in remuneration of Managerial Personnel -: (0.45%)		

The key parameters for any variable component of remuneration availed by the directors:	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.
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:	Not Applicable
Affirmation that the remuneration is as per the remuneration policy of the Company:	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 2019-20 & 2020-21 respectively.*

For & on behalf of the Board

Place: Kolkata
Date: 29th June, 2021

Priyawart Dipakbhai Jariwala
Managing Director

Niraj Sinha
Director

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
Name of the subsidiary	NTCIL Infrastructure Pvt. Ltd.	NTCIL Real Estate Pvt. Ltd.	NTCIL Realty Pvt. Ltd.	NTCIL Siliguri Estate Pvt. Ltd.
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31-Mar-21	31-Mar-21	31-Mar-21	31-Mar-21
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	INR	INR	INR
Share capital	1,00,000.00	1,00,000.00	1,00,000.00	1,00,000.00
Reserves & surplus	4,31,56,148.00	14,59,94,150.00	-88,586.00	-1,52,216.00
Total assets	7,04,63,635.00	20,87,39,536.00	30,486.00	3,21,158.00
Total Liabilities	7,04,63,635.00	20,87,39,536.00	30,486.00	3,21,158.00
Investments	-	-	-	-
Turnover	2,61,19,144.00	4,36,04,604.00	-	3,000.00
Profit before taxation	1,43,75,833.00	2,05,78,611.00	-13,808.00	-27.052.00
Provision for taxation	64,40,642.00	1,09,96,863.00	-	-
Profit after taxation	79,35,191.00	95,81,748.00	-13,808.00	-27.052.00
Proposed Dividend	-	-	-	-
% of shareholding	100%	100%	100%	100%

Notes:

1. **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

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

NOT APPLICABLE

For and on behalf of the Board

Priyawart Dipakbhai Jariwala
Managing Director
Sunil Kumar Varma
Company Secretary

Niraj Sinha
Director
Prem Chand Khator
Chief Financial Officer

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

As per IMF estimates, aggregate global economic growth is expected to record a sharp rise of 6.0% in 2021, mainly off a low base in 2020. Advanced Economies are projected to grow by 5.1% with major economies such as United States, Euro Area, United Kingdom and Japan set for a strong rebound. Emerging Market and Developing Economies are estimated to grow by 6.7%, led by the Chinese economy which is expected to grow by 8.4%.

While many economies are on the path to recovery on the back of measures towards virus containment, Vaccination drives, stimulus packages etc., the outlook remains challenging on account of divergence in the shape and pace of recovery as well as the potential for medium-to-long term economic scarring from the crisis.

The Indian economy faced its worst crisis ever, degrowing by 7.3% during the year; the first quarter of the year was particularly impacted with GDP contracting by 23.9%. Overall for the year, the Industry and Services sectors declined by 8.2% and 8.1% respectively, while Agriculture remained relatively resilient growing by 3% over the previous year.

While earlier estimates of India's GDP growth for 2021-22 ranged between 11.0% to 13.0%, the ferocity of the second wave in India since February, 2021 has adversely impacted economic prospects. Most States have had to reimpose mobility restrictions in a bid to contain the spread of the virus which has slackened the recovery momentum significantly.

The onset of COVID-19 pandemic towards the end of FY 2019-20 and the subsequent lockdowns and restrictions imposed to curb its spread, caused unprecedented disruption across the value chain with manufacturing and sales operations coming to a virtual standstill. Manufacturing operations were resumed in mid-May immediately upon receipt of requisite permissions; the Business swiftly ramped up production and availability of its brands across markets, while ensuring the highest standards of hygiene and safety protocols across all nodes of operations. With easing of restrictions and improvement in mobility from September, 2020 onwards, the Business recovered progressively over the remainder of the year to reach nearly pre-Covid levels towards the close of the year.

Though the market conditions were not favorable and the same was challenging for the company. Though the domestic demand continued to be sluggish in throughout the year due to trade disruption and geo-political uncertainties. Yet your company managed to achieve better results across the different markets especially international.

In the Union Budget 2021, the government has skipped any taxation changes on Cigarettes which is a welcome step, yet the taxes on tobacco and tobacco products are very high and discriminative. Due to the high, volatile and discriminatory taxation policy, all the market players are facing margin and volume problems.

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 tobbaco, 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.

The discriminatory taxation policy, increased high pictorial warning and availability of cheaper non duty paid cigarettes, impacting your company's performance. 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 Goods & Service Tax. The combined tax revenue collected annually from tobacco products is around Rs 53750 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 intentional 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 customerswhile 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.

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 & Goods & Service Tax) 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 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, process owners 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.

CHANGES IN KEY FINANCIAL RATIOS

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of key financial ratios along with the reasons for significant changes therein are given below:

Sl. NO.	Particulars	For the year ended March 31st, 2021	For the year ended March 31st, 2020	Reasons for significant change (if any)
1.	Debtors Turnover	4.00	5.61	Due to increase in credit period
2.	Inventory Turnover	2.31	1.53	Due to increase in turnover
3.	Interest Coverage Ratio	33.00	7.00	Due to increase in EBIT
4.	Current Ratio	3.21	4.35	Due to increase in current assets and current liabilities
5.	Debt Equity Ratio	0.09	0.13	Due to increase in equity
6.	Operating Profit Margin (%)	29%	16%	Due to increase in turnover
7.	Net Profit Margin (%)	22%	14%	Due to increase in turnover

Note:
1. Above ratios are based on the standalone financial statements of the Company.
2. Significant change means a change of 25% or more as compared to the immediately preceeding financial year.

Details of Change In Return On Net Worth As Compared To The Immediately Preceeding Financial Year

Sl. NO.	Particulars	For the year ended March 31st, 2021	For the year ended March 31st, 2020	Reasons for significant change (if any)
1.	Return on Net Worth	16%	9%	Due to increase in turnover

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: 29.06.2021

Priyawart Dipakbhai Jariwala
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, 2021, your Company's Board has a strength of 4 (Four) Directors comprising 1 (one) Executive and 3 (Three) Non-Executive Directors, latter including 2 (Two) 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, 2021:

Name of the Director	Designation	Category	No. of Directorship(s) and Committee(s) Membership(s)/ Chairmanship(s) (excluding the Company)		
			Other Directorship(s)*	Committee Membership**	Committee Chairmanship**
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	-	-	-

**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 31.03.2021.
4. All independent directors have confirmed their independence to the Company.

Ms. Vembi Krishnamurthy Radha, retires by rotation and being eligible, seeks re-appointment at the ensuing 30th 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 31st March, 2021, Nine (9) meetings of the Board were held, i.e., on 30/06/2020, 14/08/2020, 10/09/2020, 03/10/2020, 12/11/2020, 16/01/2021, 13/02/2021, 26/02/2021 & 30/03/2021. 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 (29th September, 2020)
	Held during directorship	Attended	
Mr. Upmanyu Pathak	9	9	Yes
Mr. Gaurav Somani	9	9	Yes
Ms. Vembi Krishnamurthy Radha	9	9	No
Mr. Amar Chand Baid	9	9	Yes

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 30/03/2021. 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 https://www.ntcind.com/wp-content/uploads/2019/09/Familarisation-programme_ntc.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	✓	✓	✓	✓	✓	✓	✓

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. Gaurav Somani	Non-Executive and Independent	Chairman
2	Ms. Vembi Krishnamurthy Radha	Non-Executive	Member
3	Mr. Amar Chand Baid	Non-Executive and Independent	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 7 (Seven) times during the financial year ended 31st March, 2021 on 30/06/2020, 10/09/2020, 12/11/2020, 16/01/2021, 13/02/2021, 26/02/2021 & 30/03/2021.

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

Sl. No.	Name	Position	No. of Committee Meetings	
			Held	Attended
1	Mr. Gaurav Somani	Chairman	7	7
2	Ms. Vembi Krishnamurthy Radha	Member	7	7
3	Mr. Amar Chand Baid	Member	7	7

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 31st March, 2021, 2 (Two) meeting of the Remuneration Committee was held on.8th January, 2021 & 30th March, 2021.

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

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

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 in the investor relation section under 'Secretarial Documents' [https://www.ntcind.com/wp-content/uploads/2019/09/Nomination-Remuneration-Policy_ntc.pdf]

Details of Remuneration of the Directors for the financial year ended 31st March, 2021 ***Figures in (Rs)***

Director	Consolidated Salary	Perquisites and other Benefits	Performance bonus/ Commission	Sitting Fees	Total
Mr. Upmanyu Pathak	7,58,748/-	89,800/-	-	-	8,48,548/-

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 2020-21.

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.

Details of Fixed Components and Performance Linked Incentives

As per the remuneration approved by the shareholders, apart from the salary, no performance linked incentive is paid to any of the Directors.

Service Contract, Notice Period and Severance Fees

During the year under review, there were no service contracts, notice period and severance fees paid.

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. Gaurav Somani, Ms. Vembi Krishnamurthy Radha and Mr. Amar Chand Baid. Mr. Gaurav Somani, 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 5 times on 30/06/2020, 10/09/2020, 12/11/2020, 13/02/2021 and 30/03/2021 during the period from 01/04/2020 to 31/03/2021.

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

Sl. No.	Name	Position	No. of Committee Meetings	
			Held	Attended
1	Mr. Gaurav Somani	Chairman	5	5
2	Ms. Vembi Krishnamurthy Radha	Member	5	5
3	Mr. Amar Chand Baid	Member	5	5

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.

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. https://www.ntcind.com/wp-content/uploads/2019/09/Policy-on-Material-Subsidiary_ntc.pdf

As on 31.03.2021, no other subsidiary other than NTCIL Real Estate Private Limited and NTCIL Infrastructure 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. 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 2020-21."

Upmanyu Pathak
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

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
2019-20	29th A.G.M	Tuesday, 29th September, 2020	12.30 p.m	AGM held through Video Conference / Other Audio- Visual Means (Deemed Venue was the Registered Office of the Company i,e 149, B.T. Road, Kamarhati, Kolkata - 700058)	-
2018-19	28th A.G.M	Saturday, 31st August, 2019	03.00 p.m	The Aryans School, 149 B.T. Road, Kolkata- 700058	-
2017-18	27th A.G.M	Saturday, 15th September, 2018	02.00 p.m	The Aryans School, 149 B.T. Road, Kolkata- 700058	3*

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

(b) **During the year under review, 2 (two) extra-ordinary general meeting of the shareholders held as follows:**

Sl. No.	Date of Meeting	Venue	No. of Resolutions
1	11.02.2021	Meeting held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)	1. Approval of offer, issue and allotment of 11,94,000 equity shares on Preferential basis (Special Resolution) 2. Re-appointment of Managing Director (Ordinary Resolution)
2	23.03.2021	Meeting held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)	1. Approval of offer, issue and allotment of equity shares on Preferential basis (Special Resolution)

The voting pattern of the same was as follows:

Date of Meeting: 11.02.2021

ITEM NO.1: TO CREATE, OFFER, ISSUE AND ALLOT 11,94,000 EQUITY SHARES ON PREFERENTIAL BASIS– SPECIAL RESOLUTION

Particular	No. Of Votes caste through remote e voting	No. of Votes cast through e voting during the meeting	Total (1)+(2)= (3)	% of total no. of valid votes cast
(1).Voted in favor of the resolution	234267	-	234267	99.38
(2).Voted against the resolution	1464	-	1464	0.62
Total	**235731**	**-**	**235731**	**100.00**
Invalid Votes	-	-	-	-

ITEM NO. 2: TO RE-APPOINT MR. UPMANYU PATHAK (DIN: 06563100) AS MANAGING DIRECTOR FOR A PERIOD OF 3 YEARS – ORDINARY RESOLUTION

Particular	No. Of Votes caste through remote e voting	No. of Votes cast through e voting during the meeting	Total (1)+(2)= (3)	% of total no. of valid votes cast
(1).Voted in favor of the resolution	5422943	-	5422943	99.97
(2).Voted against the resolution	1464	-	1464	0.03
Total	**5424407**	**-**	**235731**	**100.00**
Invalid Votes	-	-	-	-

Date of Meeting: 23.03.2021

ITEM NO.1: TO CREATE, OFFER, ISSUE AND ALLOT 11,94,000 EQUITY SHARES ON PREFERENTIAL BASIS– SPECIAL RESOLUTION

Particular	No. Of Votes caste through remote e voting	No. of Votes cast through e voting during the meeting	Total (1)+(2)= (3)	% of total no. of valid votes cast
(1).Voted in favor of the resolution	270272	-	270272	99.33
(2).Voted against the resolution	1831	-	1831	0.67
Total	**272103**	**-**	**272103**	**100.00**
Invalid Votes	7256699	-	-	-

(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 https://www.ntcind.com/wp-content/uploads/2019/09/Vigilance-Mechanism-or-Whistle-Blower-Policy_ntc.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, 2021.

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.
iii. The Company has framed a policy for determining its 'Material Subsidiaries' and the same is available on its website at: https://www.ntcind.com/wp-content/uploads/2019/09/Policy-on-Determination-of-Materiality_ntc.pdf

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:** Ms. Prachi Todi, (Membership No: A53022; COP: 22964), Company Secretary in Practice has certified that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations and the same is annexed to this report as Annexure to this Report.

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 28(b) to the Standalone Financial Statements and Note 28(b) to the Consolidated Financial Statements.

j) The company has complied with the Corporate Governance Requirements specified in Regulations 17 to 27and Regulation 46(2) (b) to (i) of the LODR Regulations, 2015.

k) **Certificate from Company Secretary in Practice:** Ms. Prachi Todi (Membership No: A53022; COP: 22964), 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 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.

d. In compliance of listing obligations requirements your company has designated an e-mail id as 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. 2020-21

Date	:	Wednesday, 29th September, 2021
Venue	:	To be held through Video Conference ("VC") or Other Audio Visual Means ("OAVM")
Time	:	12.30 P.M.

Financial Calendar

Financial year: 1st April, 2020 to 31st March, 2021

For the year ended 31st March, 2021, results were adopted on:

- 10th September, 2020: First quarter (Un-audited)
- 12th November, 2020: Half yearly (Un-audited)
- 13th February, 2021: Third quarter (Un-audited)
- 29th June, 2021: Annual (Audited)

For the year ending 31st March, 2022, the results are likely to be adopted:

- on or before 14th August, 2021: First quarter (Un-audited)
- on or before 14th November, 2021: Half yearly (Un-audited)
- on or before 14th February, 2022: Third quarter (Un-audited)
- on or before 30th May, 2022: 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: www.cse-india.com	28044
BSE Limited	Phiroz Jeejabhoy Towers, Dalal Street, Mumbai – 400 001,Website: www.bseindia.com	526723

The listing fees for the financial year 2021-22 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	www.nsdl.co.in
Central Depository Services (India) Limited	P J Towers, 17th Floor, Dalal Street, Fort, Mumbai – 400 001	www.cdslindia.com

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 2020-21:

Month	Share Price (High)	Share Price (Low)	BSE Sensex (High)	BSE Sensex (Low)
Apr-20	29.00	18.65	33,887.25	27,500.79
May-20	30.00	16.00	32,845.48	29,968.45
Jun-20	29.00	21.10	35,706.55	32,348.10
Jul-20	29.00	22.45	38,617.03	34,927.20
Aug-20	38.80	23.15	40,010.17	36,911.23
Sep-20	35.00	26.50	39,359.51	36,495.98
Oct-20	32.45	24.20	41,048.05	38,410.20
Nov-20	40.50	24.00	44,825.37	39,334.92
Dec-20	54.00	35.00	47,896.97	44,118.10
Jan-21	52.65	40.50	50,184.01	46,160.46
Feb-21	68.00	39.10	52,516.76	46,433.65
Mar-21	92.65	52.40	51,821.84	48,236.35

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
Contact Person – Mr. S. Abbas *(Sr. Manager – Systems)*

Share Transfer System
All requests for dematerialisation of shares, which are found to be in order, are generally processed within 15 days and the confirmation is given to the respective depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share transfers in physical form are generally registered within 15 days from the date of receipt provided that the documents are found to be in order. Stakeholders Relationship Committee considers and approves the transfer proposals.

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialised form with the depositories. According to the Listing Regulations, no shares can be transferred unless they are held in dematerialised mode. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form. Hence, Members holding shares in physical form are requested to dematerialize their holdings.

Further, SEBI vide its Circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September, 2020 has fixed 31st March, 2021 as the cut-off date for re-lodgement of physical share transfer requests and has provided that such transferred shares shall be issued only in demat mode. The Company has received no such request for transfer of securities held in physical mode during the financial year 2020-2021.

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.

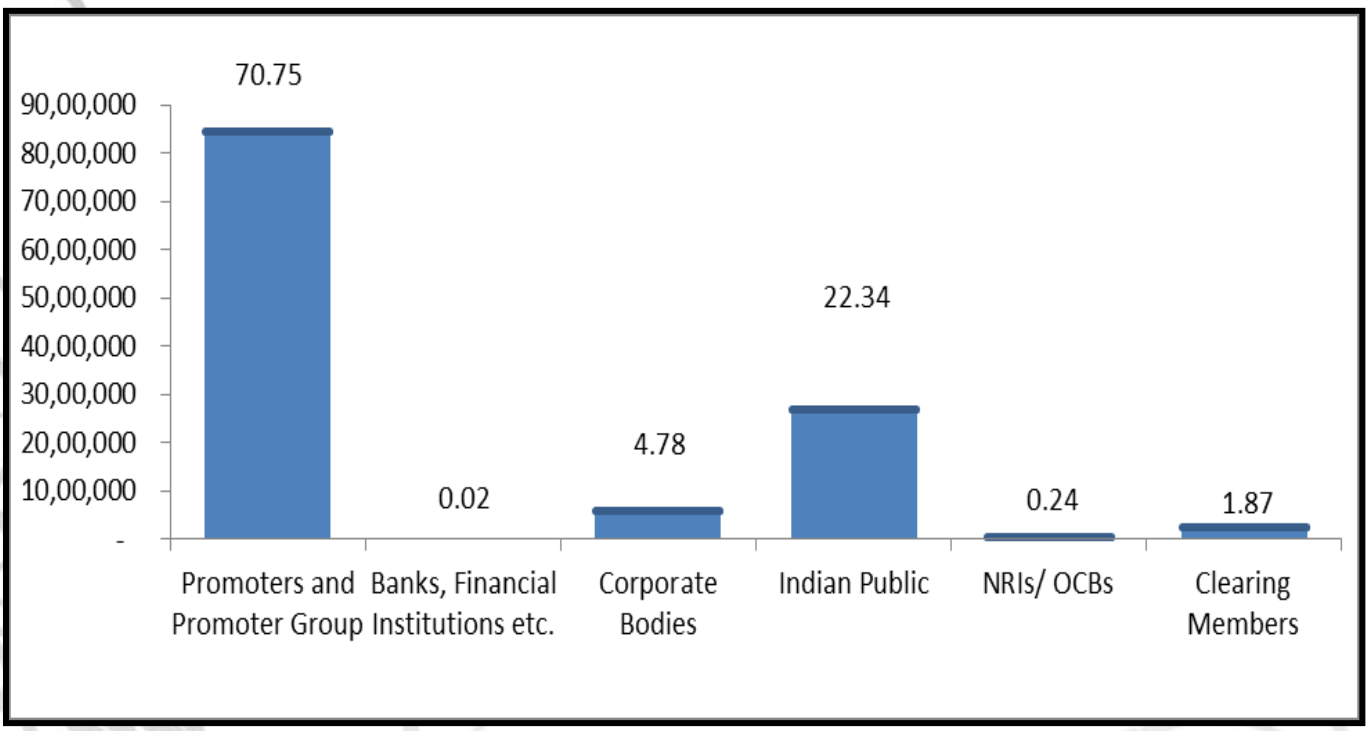
Distribution of Shareholding

Distribution of shareholding by size as on 31st March 2021

Range of Shares	Number of Shareholders	% Of Shareholders	No. of Shares	% Of Shares
Up to 500	4965	89.86	5,83,406	4.88
501 – 1000	299	5.41	2,41,741	2.02
1001 – 5000	184	3.33	4,10,194	3.43
5001 – 10000	26	0.47	1,94,077	1.63
10001 – 50000	34	0.62	6,47,152	5.42
50001 – 100000	6	0.11	4,13,895	3.47
100001 and above	11	0.20	94,53,535	79.15
Total	**5525**	**100.00**	**1,19,44,000**	**100.00**

Distribution of shareholding by category as on 31st March 2021

Category	Number of Shares	% to Total
Promoters and Promoter Group	84,50,699	70.75
Banks, Financial Institutions etc.	1,900	0.02
Corporate Bodies	5,70,662	4.78
Indian Public	26,68,505	22.34
NRIs/ OCBs	28,312	0.24
Clearing Members	2,23,922	1.87
Total	**1,19,44,000**	**100.00**



List of Top Ten Shareholders as on 31st March, 2021

Sl. No.	Name of the Shareholder	No. of Shares held	% of Shareholding
1	Vinod Dugar	2071523	17.34
2	Sheetal Dugar	1933424	16.19
3	Pyramid Sales Private Limited	1910122	15.99
4	Loka Properties Private Limited	1239405	10.37
5	Khatod Investments & Finance Company Limited	921225	7.71
6	Ankur Constructions Private Limited	375000	3.14
7	Maheswari Plaza Resorts Limited	336389	2.82
8	Manisha Pincha	203307	1.70
9	GRD Securities Limited	194526	1.63
10	Ramakant Kasat	155614	1.30

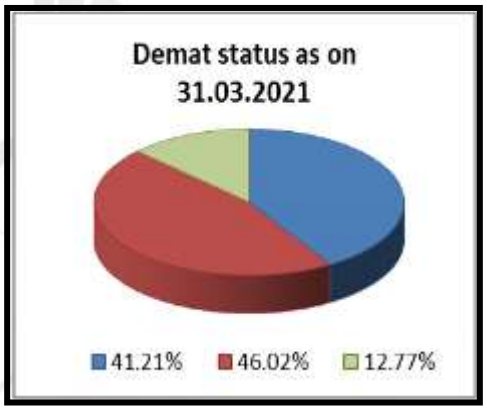
Details of shares held by Directors as on 31st March, 2021

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
Total	**Nil**	**Nil**

Dematerialisation of shares and liquidity

Shares held in dematerialised and physical form as on 31st March 2021

Status of Dematerialisation	No. of Shares	% of Total Shares
Share held in NSDL	4921981	41.21%
Share held in CDSL	5496480	46.02%
Shares held in physical form	1525539	12.77%



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.**

For & on behalf of the Board

Place: Kolkata
Date: 29th June, 2021

Priyawart Dipakbhai Jariwala
Managing Director

Niraj Sinha
Director

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
M/s NTC Industries Limited
149, B.T.Road, Kamarhati
Kolkata- 700058

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s NTC Industries Limited,** CIN: **L70109WB1991PLC053562** and having registered office at **149, B.T.Road, Kamarhati, Kolkata- 700058** (hereinafter referred to as 'the Company'), as produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications {including Directors Identification Number (DIN) status at the portal www.mca.gov.in} as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below, for the Financial Year ending 31st March, 2021, have been debarred or disqualified from being appointed or continuing as Directors by the Securities & Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

Sl. No.	Name of Director	DIN	Designation	Date of Original Appointment
1.	VEMBI KRISHNAMURTHY RADHA	07141131	Non-executive Women Director	31/03/2015
2.	GAURAV SOMANI	06428114	Independent Director	15/11/2012
3.	AMAR CHAND BAID	07741980	Independent Director	31/03/2017
4.	UPMANYU PATHAK*	06563100	Managing Director	09/11/2017

** Ceased to be a Director w.e.f. 22/05/2021*

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

Prachi Todi
Practicing Company Secretary
M.No.: 53022
C.P. No.: 22964
UDIN: A053022C000536032

Date: 29th June, 2021
Place: Kolkata

PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
M/s NTC Industries Limited
149, B.T.Road, Kamarhati
Kolkata- 700058

1. I, Prachi Todi, Practicing Company Secretary, have examined the compliance of conditions of Corporate Governance by **M/s NTC Industries Limited** (hereinafter referred to as **"the Company"**), for the year ended on 31st March 2021 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as **"the Listing Regulations"**).

Managements' Responsibility

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

My Responsibility

3. My examination is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

Opinion

4. In my opinion, and to best of my information and according to explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations to the extent applicable to the Company, except that the Company has filed its Disclosure of Related Party Transactions for the half year ended 30th September, 2020, on 22nd December 2020, i.e., after the due date provided as per Regulation 23(9) of the Listing Regulations.

5. I further state that such compliance is neither 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.

Prachi Todi
Practicing Company Secretary
M. No.: 53022
C.P. No.: 22964
UDIN: A053022C000536054

Date: 29th June, 2021
Place: Kolkata

CEO / CFO CERTIFICATION

To,
The Board of Directors,
ntc industries limited

We, Priyawart Dipakbhai Jariwala, 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 31st March, 2021 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 31st March, 2021 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: 29th June, 2021

Priyawart Dipakbhai Jariwala
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, 2021, 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, 2021, the profit and total comprehensive loss, 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	***Litigations and claims - provisions and contingent liabilities*** Refer note 36 to 38 to the standalone financial statements. The Company is involved in indirect tax and other litigations ('litigations') that are pending with different statutory authorities. 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	***Our key procedures included, but not limited to, the following:*** a) Assessed the appropriateness of the Company's accounting policies relating to provisions and contingent liability by comparing with the applicable accounting standards; 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; 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

	rules, regulations, practices and considering precedents in the various jurisdictions. 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. The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.	the probability of an unfavourable outcome of a given proceeding and the reliability of estimates of related amounts; d) Performed substantive procedures on the underlying calculations supporting the provisions recorded; e) Assessed the management's conclusions through understanding relevant judicial precedents in similar cases and the applicable rules and regulations; 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 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.

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, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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, 29th day of June, 2021
UDIN: 21067092AAAACB2113

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, all the 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, Goods & Service Tax, Duty of Customs, Duty of Excise, 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, 2021 for a period of more than six months from the date on which they become payable.

b) As at 31st March, 2021, there is no amounts payable in respect of disputed income tax, Goods & Service Tax, duty of customs and duty of excise except as stated below:

Nature of Statute	Nature of Dues	Amount (Rs. 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 made preferential allotment/ private placement of shares during the year in compliance with the Companies Act and the funds raised were used for the purpose for which the funds were raised. The company has not issued any fully or partly convertible debentures during the year.

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, 29th day of June, 2021

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, 2021 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 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, 2021, 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
ICAI Firm Registration No.: 320323E

Santosh Kumar Agrawal, FCA
(Partner)
Membership No.: 067092
Kolkata, 29th day of June, 2021

BALANCE SHEET
as at 31st March 2021

Sl. No.	Particulars	Note No.	As at 31 March 2021 (Amount in Rs)	As at 31 March 2020 (Amount in Rs)
A	**ASSETS**			
	1. **Non-current assets**			
	(a) Property, Plant and equipment	3A	4,66,97,439	4,80,74,508
	(b) Capital work-in-progress	3B	2,85,42,755	-
	(c) Intangible Assets	3C	95,726	-
	(d) Financial assets			
	(i) Investment	4	2,18,20,000	2,41,51,000
	(e) Deferred tax assets (net)	5	67,16,516	92,86,768
	(f) Other non-current assets	6	2,99,04,617	2,99,04,617
	Total non-current assets		**13,37,77,054**	**11,14,16,893**
	2. **Current assets**			
	(a) Inventories	7	7,90,79,087	3,15,80,747
	(b) Financial Assets			
	(i) Other investment		-	-
	(ii) Trade receivable	8	5,94,08,343	2,68,88,363
	(iii) Cash and cash equivalents	9A	6,44,61,345	44,85,192
	(iv) Bank balance other than (iii) above	9B	-	46,72,780
	(v) Loans	10	35,10,18,701	30,40,61,159
	(c) Current tax assets (net)	11	-	54,17,069
	(d) Other current assets	12	7,48,48,731	6,30,18,120
	Assets classified as held for sale		-	-
	Total current assets		**62,88,16,207**	**44,01,23,430**
	Total assets		**76,25,93,261**	**55,15,40,323**
B	**EQUITY AND LIABILITIES**			
	1. **Equity**			
	(a) Equity share capital	13A	11,94,40,000	10,75,00,000
	(b) Other equity	13B	40,06,53,329	28,94,18,516
	Total equity		**52,00,93,329**	**39,69,18,516**
	2. **Non-current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowing	14	2,00,00,000	2,02,38,630
	(b) Povisions	15	2,68,52,179	3,30,93,025
	Total non-current liabilities		**56,69,45,508**	**45,02,50,171**
	3. **Current liabilities**			
	(a) Financial liabilities			
	(i) Borrowing	16	2,48,31,202	2,49,58,223
	(ii) Trade Payable	17		
	(a) Total Outstanding dues of Micro, Small & Medium Enterprises		29,68,714	13,57,147
	(b) Total Outstanding dues of Creditors Others Than Micro, Small & Medium Enterprises		6,26,65,741	2,33,67,150
	(b) Other current liabilities	18	8,44,62,265	4,80,21,023
	(c) Provisions	19	87,06,982	35,86,609
	(d) Current Tax Liabilities (Net)	20	1,20,12,849	-
	Total current liabilities		**19,56,47,753**	**10,12,90,153**
	Total equity and liabilities		**76,25,93,261**	**55,15,40,323**

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

As per our report of even date attached

For VKR & ASSOCIATES
Chartered Accountants
Firm registration No. 320323E

For and on behalf of the Board

Priyawart Dipakbhai Jariwala
Managing Director

Niraj Sinha
Director

Santosh Kumar Agrawal
Partner
Membership No. 067092

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

Place : Kolkata.
Date : 29.06.2021

STATEMENT OF
PROFIT AND LOSS
for the year ended 31st March 2021

Sl. No.	Particulars	Note No.	As at 31 March 2021 (Amount in Rs)	As at 31 March 2020 (Amount in Rs)
	INCOME			
I	Sales of Product and Services	21	23,76,37,637	15,08,33,434
II	Other income	22	4,39,19,401	5,40,67,822
III	**Total Income (I+II)**		**28,15,57,038**	**20,49,01,256**
IV	**EXPENSES**			
	Cost of materials consumed	23	11,01,35,931	5,04,94,934
	Purchases of stock-in-Trade	24	17,00,825	40,75,673
	Changes in inventories of finised goods, Stock-in-Trade, WIP and Intermediates	25	(3,45,40,708)	(25,51,604)
	Excise Duty		1,88,42,513	92,96,260
	Employee benefits expense	26	3,13,19,965	3,40,51,611
	Finance costs	27	27,02,578	30,91,266
	Depreciation		50,54,725	51,47,200
	Other expenses	28	6,08,56,117	8,42,93,430
	Total Expenses		**19,60,71,946**	**18,78,98,770**
V	**Profit/(Loss) before exceptional items and taxes (III-IV)**		**8,54,85,092**	**1,70,02,486**
VI	Add / (Less) : Exceptional items		-	1,86,43,599
VII	**Profit/(Loss) before Tax (V-VI)**		**8,54,85,092**	**3,56,46,085**
VIII	**Tax expenses :**			
	(a) Current tax	29	2,05,00,000	73,00,000
	(b) Deferred tax	29	25,70,252	3,56,942
	(c) Tax adjustments for earlier years		(4,76,576)	-
IX	**Profit/ (loss) for the period after Tax (PAT)**		**6,28,91,417**	**2,79,89,143**
X	**Other Comprehensive Income**			
	a. Item that will not be reclassified to profit or loss :			
	(i) Remeasurements of post-employment benefit obligations	30	20,18,900	(15,53,199)
	(ii) Changes in fair value of equity Instruments through other Comprehensive Income		(23,31,000)	(1,37,97,000)
	b. Income tax relating to items that will be reclassified to profit or loss		-	-
	Total other comprehensive income (a+b)		**(3,12,100)**	**(1,53,50,199)**
XI	**Total comprehensive income for the year (IX-X)**		**6,25,79,317**	**1,26,38,944**
XII	**Earnings per share:** (FV - Rs.10/- Note No. 33)			
	Basic/Diluted (of Rs. 10 each)		5.85	2.60

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

As per our report of even date attached

For VKR & ASSOCIATES
Chartered Accountants
Firm registration No. 320323E

For and on behalf of the Board

Priyawart Dipakbhai Jariwala
Managing Director

Niraj Sinha
Director

Santosh Kumar Agrawal
Partner
Membership No. 067092

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

Place : Kolkata.
Date : 29.06.2021

13. STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31st MARCH 2021

A. Equity Share Capital (Amount in Rs)

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, 2020	10,75,00,000	-	10,75,00,000
For the year ended 31st March, 2021	10,75,00,000	1,19,40,000	11,94,40,000

B. Other Equity (Amount in Rs)

Particulars	Reserve and Surplus					Items of other comrehensive income		Total
	Capital Reserve	Securities premium	Share Options Outstanding Account	Capital Redemption reserve	Retained Earings	Transfer from Other Comprehensive Iincome	Equity Instruments Through Other Comrehensive Income	
Balance at 31st March 2020	**1,52,50,000**	**-**	**-**	**2,64,40,000**	**23,14,47,207**	**(14,54,693)**	**1,77,36,002**	**28,94,18,516**
Profit for the year					6,28,91,417			6,28,91,417
Addition During the Year		4,86,55,500						4,86,55,500
other Comrehensive income/(loss)						20,18,900	(23,31,000)	(3,12,100)
Total comrehensive income/(loss)	**-**	**4,86,55,500**	**-**	**-**	**6,28,91,417**	**20,18,900**	**(23,31,000)**	
Transfer to General Reserve								-
Balance at 31st March 2021	**1,52,50,000**	**4,86,55,500**	**-**	**2,64,40,000**	**29,43,38,624**	**5,64,203**	**1,54,05,002**	**40,06,53,329**

CASH FLOW
for the year ended 31st March 2021

(Amount in ₹)

Sl.No.	Particulars	For the year ended 31st March, 2021		For the year ended 31st March, 2020	
A.	**Cash flow from operating activities :**				
	Net profit before tax as per Statement of Profit & Loss		**8,54,85,092**		**1,70,02,486**
	Adjustments for :				
	Depreciation	50,54,725		51,47,200	
	Interest paid	25,27,381		28,06,525	
	(Profit) / Loss on sale of fixed assets	-		15,244	
	Interest received	(4,11,72,026)		(4,87,79,208)	
	Provision of Employees' retirement & current benefits	36,77,894	(2,99,12,026)	35,66,535	**(3,72,43,704)**
	Operating profit before working capital changes		**5,55,73,066**		**(2,02,41,218)**
	(Increase) / Decrease in inventories	(4,74,98,340)		(77,60,002)	
	(Increase) / Decrease in trade and other receivables	(9,13,08,133)		(3,75,49,705)	
	Increase / (Decrease) in trade payables & other payables	7,73,51,400	**(6,14,55,073)**	1,81,76,948	**(2,71,32,759)**
	Cash generated from operations		**(58,82,007)**		**(4,73,73,977)**
	Less: Direct taxes (paid) / refunds including interest (net)		(53,72,977)		(53,85,304)
	Net cash generated/(used) from operating activities		**(1,12,54,984)**		**(5,27,59,281)**
B.	**Cash flow from investing activities :**				
	Investment in Equity Shares of Subsidiary				
	Increase/(decrease) in Fixed Assets & CWIP	(3,23,16,137)		74,51,424	
	(Deposit) / Refund in Fixed Deposits	46,72,780		(2,75,962)	
	Interest received	4,11,72,026		4,87,79,208	
	Net cash from investing activities		**1,35,28,669**		**5,59,54,670**
C.	**Cash flow from financing activities :**				
	Proceeds from issue of shares	6,05,95,500			
	Proceeds / (repayment) of long term borrowings	(2,38,630)		(2,07,150)	
	Proceeds / (repayment) of short term borrowings	(1,27,021)		25,79,332	
	Interest paid	(25,27,381)		(28,06,525)	
	Net cash generated/(used) in financing activities		**5,77,02,468**		**(4,34,343)**
	Net increase/(decrease) in cash and cash equivalents (A+B+C)		5,99,76,153		27,61,046
	Cash and cash equivalents -Opening balance		44,85,192		17,24,146
	Cash and cash equivalents -Closing balance		**6,44,61,345**		**44,85,192**
	CASH AND CASH EQUIVALENTS COMPRISE:				
	Balances with bank		6,44,58,959		43,69,615
	Cash on hand		2,386		1,15,577
			6,44,61,345		**44,85,192**

As per our report of even date attached

For VKR & ASSOCIATES
Chartered Accountants
Firm registration No. 320323E

For and on behalf of the Board

Priyawart Dipakbhai Jariwala
Managing Director

Niraj Sinha
Director

Santosh Kumar Agrawal
Partner
Membership No. 067092

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

Place : Kolkata.
Date : 29.06.2021

NOTES TO ACCOUNTS

1. Significant Accounting Policies

Statement of Compliance
These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The Company has adopted Ind AS from 1st April, 2017

Accounting policies have been applied consistently to all periods presented in these financial statements, except for new accounting standards adopted by the Company.

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.

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:

Plant, Property & Equipment	Useful life
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.

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.

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 Goods & Service 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.

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.

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 judgments

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 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, 2020	Additions	Withdrawls and adjustments	As at 31st March, 2021	Upto 31st March, 2020	For the Year	On withdrawls and adjustments	Upto 31st March, 2021	As at 31st March, 2021	As at 31st March, 2020
3 A. Property, Plant and Equipment										
Land	1,03,07,783			1,03,07,783	-				1,03,07,783	1,03,07,783
Factory Buildings	3,93,02,635			3,93,02,635	3,42,62,694	5,87,650		3,48,50,344	44,52,291	50,39,941
Other Building	5,50,000			5,50,000	80,785	17,417		98,202	4,51,798	4,69,215
Plant and Equipments	11,80,53,718	33,50,500		12,14,04,218	8,69,07,240	41,26,238		9,10,33,478	3,03,70,740	3,11,46,478
Furniture and Fixtures	3,07,431			3,07,431	2,80,080	4,325		2,84,405	23,026	27,351
Office Equipment	11,33,096	3,05,085		14,38,181	9,35,812	67,757		10,03,569	4,34,612	1,97,284
Computer	18,41,915	17,797		18,59,712	17,13,855	1,17,292		18,31,146	28,566	1,28,060
Vehicles	11,10,614			11,10,614	3,52,223	1,29,773		4,81,996	6,28,624	7,58,397
TOTAL	**17,26,07,192**	**36,73,382**	**-**	**17,62,80,574**	**12,45,32,690**	**50,50,451**		**12,95,83,141**	**4,66,97,439**	**4,80,74,508**
3 B. Capital work-in-progress										
Plant & Machinery	-	2,85,42,755	-	**2,85,42,755**	-	-		-	**2,85,42,755**	-
3 C. Intangible Assets										
PAYROLL SOFTWARE	-	1,00,000	-	**1,00,000**	-	4,274.00		4,274	**95,726**	-

Particulars	As at 31st March 2021 (Amount in Rs)	As at 31st March 2020 (Amount in Rs)
4. Non-current Investment (Contd.)		
Investment in Equity , Trade Investments		
Quoted (at Fair Market Value, fully paid)		
RDB Realty & Infrastructure Ltd.	2,14,20,000	2,37,51,000
12,60,000 shares of Rs 10 each)		
Unquoted: Wholly owned Subsidiary (w.e.f 27th August, 2014)		
(at cost, fully paid)		
NTCIL Real Estate Private Limited (10000 shares of Rs 10 each)	1,00,000	1,00,000
NTCIL Infrastructure Private Limited (10000 shares of Rs 10 each)	1,00,000	1,00,000
NTCIL Realty Private Limited (10000 shares of Rs 10 each)	1,00,000	1,00,000
NTCIL Siliguri Estate Private Limited (10000 shares of Rs 10 each)	1,00,000	1,00,000
Total	**2,18,20,000**	**2,41,51,000**
5. Deferred tax assets (net)		
Deferred tax assets	92,86,768	96,43,710
Less : Deferred tax liabilties	(25,70,252)	(3,56,942)
TOTAL	**67,16,516**	**92,86,768**
6. Other assets		
Advances other then Capital Advances		
Deposit with Excise Authority	2,99,04,617	2,99,04,617
TOTAL	**2,99,04,617**	**2,99,04,617**
7. Inventories		
(at lower of cost and net realisable value)		
Raw materials (including packling materials)	3,09,93,969	1,81,20,938
Finished goods (manufactured)	4,01,35,020	52,20,904
Stock-in-trade (goods purchased for resale)	1,89,677	5,63,084
Stores and Spares	77,60,418	76,75,818
TOTAL	**7,90,79,084**	**3,15,80,747**
8. Trade receivables (Current)		
Secured, considered good	5,94,08,343	2,68,88,363
TOTAL	**5,94,08,343**	**2,68,88,363**
9A. Cash and cash equivalents		
Balance with Banks	6,44,58,959	43,69,615
Cash in hand	2,386	1,15,577
TOTAL	**6,44,61,345**	**44,85,192**
9B. Bank balance other than (11A) above		
Fixed Deposits (For lien against guarantees and letter of credit)	-	46,72,780
TOTAL	**-**	**46,72,780**
10. Loans		
Loans to Others then related parties		
Loan to Body Corporate (other than related)	35,10,18,701	30,40,61,159
TOTAL	**35,10,18,701**	**30,40,61,159**
11. Current Tax assets		
Advance Income Tax & TDS	-	1,97,21,579
Less : Provision for Income Tax	-	1,43,04,510
TOTAL	**-**	**54,17,069**
12. Other assets		
Advances other then Capital Advances		
Advance to directors & officers of the company	7,07,516	8,68,516
Deposits	60,14,063	59,84,817
Advance to Suppliers	23,14,202	78,35,862
Prepaid Expenses	5,92,998	3,83,839
Advance to Subsidiary	1,11,63,345	25,35,690
Other advances	3,88,59,013	3,92,54,952
Others		
Balance with revenue authorities	1,49,01,815	3,57,022
Insurance Claim Refund Receivable	-	7,13,324
Interest Receivable	2,95,779	2,99,178
Deferred Revenue Expenditure	-	47,84,920
TOTAL	**7,48,48,731**	**6,30,18,120**

Particulars	As at 31st March 2021 (Amount in Rs)	As at 31st March 2020 (Amount in Rs)
13. A. Equity Share Capital		
Authorised		
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
TOTAL	**20,00,00,000**	**20,00,00,000**
Issued, subscribed and paid-up share capital		
11,944,000 Equity Shares shares of Rs.10 each	11,94,40,000	10,75,00,000
TOTAL	**11,94,40,000**	**10,75,00,000**
B. Reconciliation of number of equity shares outstanding :		
As at the beginning of the year	1,07,50,000	1,07,50,000
Add: issued during the year	11,94,000	-
As at the end of the year	**1,19,44,000**	**1,07,50,000**
C. Shareholders holding more than 5% shares	*% Holding*	*% Holding*
	Shares held (No.)	*Shares held (No.)*
1. Vinod Dugar	17.34%	19.27%
	20,71,523	20,71,523
2. Sheetal Dugar	16.19%	17.99%
	19,33,424	19,33,424
3. YMS Finance Private Limited	15.99%	6.66%
(Formerly Pyramid Sales Private Limited)	19,10,122	7,16,122
4. Loka PropertiesPrivate Limited	10.38%	11.53%
	12,39,404	12,39,404
5. Khatod Investments & Finance Company Limited	7.71%	8.57%
	9,21,225	9,21,225

D. Rights, preferences & restrictions to shares & restrictions on distribution of dividend and repayment of capital:
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.

E. Share Reserved for issue:-
No Equity Shares have been reserved for issue under option & contracts/commitments for sale of shares/ disinvestment as at Balance Sheet date.

14. Borrowings		
Loan from other than related parties		
HDFC Car Loan (Secured by Hypothication of Car)	-	2,38,630
From other parties (Unsecured) (refer note no:36)	2,00,00,000	2,00,00,000
TOTAL	**2,00,00,000**	**2,02,38,630**
15. Provisions		
Provision for employee benefits		
Retirement benefits	2,68,52,179	3,30,93,025
TOTAL	**2,68,52,179**	**3,30,93,025**
16. Borrowings		
Loan from other than related parties		
HDFC Car Loan (Secured by hypothication of Car)	2,36,926	2,07,149
Working capital loan from bank (Secured, repayable on demand)	2,45,94,276	2,47,51,074
For General Business Purpose. Secured by corporate guarantee of group companies & by personal guarantee of promoter. The applicable Interest rate is Repo rate plus 5%.		
TOTAL	**2,48,31,202**	**2,49,58,223**
17. Trade Payables		
To Micro, Small & Medium Enterprises	29,68,714	13,57,147
To others	6,26,65,741	2,33,67,150
[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.]		
TOTAL	**6,56,34,455**	**2,47,24,297**

Particulars	As at 31st March 2021 (Amount in Rs)	As at 31st March 2020 (Amount in Rs)
18. Other current Liabilities		
Revenue received in advance		
Advances from customers	6,08,84,601	1,80,26,198
Other Advances		
Advance from other than related party	3,19,284	3,32,772
Others		
Statutory liabilities	41,92,503	97,93,384
Other Payables	1,90,65,877	1,98,68,669
TOTAL	**8,44,62,265**	**4,80,21,023**
19. Provisions		
Provision for employee benfits		
Retirement benefits	87,06,982	35,86,609
TOTAL	**87,06,982**	**35,86,609**
20. Current Tax Liabilities (net)		
Provision for Income Tax	3,74,00,000	-
Less : Advance Income Tax & TDS	2,53,87,151	-
TOTAL	**1,20,12,849**	**-**
21A. Revenue from operations		
Gross Revenue from sale of Products and services*	19,07,90,105	11,08,89,136
Sale of Services	4,62,78,113	3,97,10,198
Other operating Revenue		
Sale of Manufacturing Waste	5,69,419	2,34,100
TOTAL	**23,76,37,637**	**15,08,33,434**

*** Net of sales returns and damaged stocks.**

21B. Gross Revenue from sale of Products and services*		
Sale of Goods		
- Sale of manufactured goods (Cigarettes & Tobacco) :		
- Domestic	5,25,68,398	5,42,31,860
- Export	13,58,69,780	4,93,49,785
- Sale of stock in trade (Agarbatti & Match Box)	23,51,927	73,07,491
TOTAL	**19,07,90,105**	**11,08,89,136**
22. Other Income		
Interest income	4,11,72,026	4,87,79,208
Interest on Income Tax Refund	7,79,199	-
Sundry balances / liabilities written back (net)	6,36,931	48,23,821
Foreign currency fluctuation gain	11,28,785	2,12,544
Other receipts	2,02,460	2,52,249
TOTAL	**4,39,19,401**	**5,40,67,822**
23. Cost of Material Consumed during the year		
Opening Stock of Raw Material	1,81,20,938	1,43,10,352
Add: Purchase of Raw Material	12,30,08,962	5,46,50,132
Less: Damage of Raw Material	-	3,44,612
Less: Closing Stock of Raw Material	3,09,93,969	1,81,20,938
Consumption	**11,01,35,931**	**5,04,94,934**
24. Purchase of stock in trade		
Match Boxes,Agarbati	17,00,825	40,75,673
TOTAL	**17,00,825**	**40,75,673**
25. Change in inventories of finished goods and stock-in-trade		
Opening Stock of		
- Finished goods	52,20,704	5,77,510
- Stock - in - trade	5,63,084	26,54,674
Total (a)	57,83,788	32,32,184
Closing Stock of		
- Finished goods	4,01,34,819	52,20,704
- Stock - in - trade	1,89,677	5,63,084
Total (b)	4,03,24,496	57,83,788
(Increase) / Decrease in inventories (a-b)	**(3,45,40,708)**	**(25,51,604)**

Particulars	As at 31st March 2021 (Amount in Rs)	As at 31st March 2020 (Amount in Rs)
26. Employee benefits expense		
Salaries , wages, bonus, allowances, etc	2,48,06,683	2,74,97,481
Contribution to provident and other fund	24,96,038	27,83,958
Staff welfare expenses	3,39,350	2,03,637
Provision for Gratuity	36,77,894	35,66,535
TOTAL	**3,13,19,965**	**3,40,51,611**
27. Finance costs		
Interest paid	23,51,819	28,06,525
Interest paid against Security Deposits	1,75,562	-
Finance Charges	1,75,197	2,84,741
TOTAL	**27,02,578**	**30,91,266**
28. Other Expenses		
a. Manufacturing expenses :		
Stores and spares consumed	79,28,731	64,50,114
Power and fuel consumed	65,49,550	61,07,595
Machine repairs	13,55,500	11,81,141
Inward freight, coolie, cartage and other expenses	46,93,012	30,03,581
Other manufacturing expenses	-	1,54,070
Total (a)	**2,05,26,793**	**1,68,96,501**
b. Administration expenses :		
Loss on sale of Fixed Assests	-	15,244
Loss on Transit	2,57,225	-
Rates and Taxes	5,80,640	9,56,722
Building Repairs	45,24,016	25,85,616
Other Maintenance-Office	1,38,922	2,75,631
Vehicle maintenance expenses	2,83,972	2,78,030
Insurance Premium	4,58,436	2,17,503
Sundry balances / liabilities written off (net)	7,44,885	11,17,043
Travelling and conveyance	1,05,029	2,26,033
Postage, telegraph and telephones	3,88,210	4,14,932
Printing and stationery	36,440	3,11,267
Legal & Professional Charges	33,54,207	35,75,135
Electricity charges	8,41,069	2,88,048
Miscellaneous expenses	26,44,497	23,94,668
Auditors' remuneration :		
- Audit fee	1,19,704	1,12,813
- Tax audit fee	25,000	25,000
Total (b)	**1,45,02,252**	**1,27,93,685**
c.Selling and distribution expenses :		
Advertisement and publicity expenses	2,19,140	47,22,890
Distribution Expenses & Sales Promotion Expenses	48,89,770	4,08,60,348
Outward freight and forwarding charges	1,91,46,902	84,70,006
Brokerage, commission and discounts	15,71,260	5,50,000
Total (c)	**2,58,27,072**	**5,46,03,244**
Total (a+b+c)	**6,08,56,117**	**8,42,93,430**
29. Income tax Expenses		
A. Amount recognised in profit or loss		
Current tax		
Income tax for the Year	2,05,00,000	73,00,000
Adjustment/(credit) related to previous year - Net	-	-
Total current tax	**2,05,00,000**	**73,00,000**
Deffered tax		
Deffered tax for the Year	(25,70,252)	(3,56,942)
Adjustment/(credit) related to previous year - Net	-	-
Total deffered tax	**(25,70,252)**	**(3,56,942)**

Particulars	As at 31st March 2021 (Amount in Rs)	As at 31st March 2020 (Amount in Rs)
30. Additional Notes to the Financial Statements		
Components of Defined Benefit Cost		
Current Service Cost	11,10,320	12,12,705
Past Service Cost	-	-
(Gain)/Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	**11,10,320**	**12,12,705**
Interest Expense on DBO	25,67,574	23,53,831
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	**25,67,574**	**23,53,831**
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	**36,77,894**	**35,66,536**
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	1,34,012	11,54,559
Remeasurements - Due to Experience Adjusments	(21,52,912)	3,98,640
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liabilty	-	-
Total Remeasurements in OCI	**(20,18,900)**	**15,53,199**
Total Defined Benefit Cost recognized in P&L and OCI	**16,58,994**	**51,19,735**

31. 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.

32. 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.

33. **Earnings Per Share: -**

Earnings per share is computed as under:-		**2020-21**	**2019-20**
Profit /(Loss)after tax available for equity shareholders	(`) (A)	6,28,91,417	2,79,89,143
Weighted average number of equity shares outstanding	(B)	1,07,56,542	1,07,50,000
Face value per equity share	(`)	10/-	10/-
Earnings per share - Basic & Diluted (A/B)	(`)	5.85	2.60

34. **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, 2021 and as recognised in the financial statements in respect of employee benefit schemes:

(Rs. In Lacs)

A. Change in Defined Benefit Obligation		
Particulars	**Financial Year Ending 31/03/2020**	**Financial Year Ending 31/03/2021**
Defined Benefit Obligation at beginning of year	35,692,406	36,679,634
Current Service Cost	1 ,212,705	1 ,110,320
Past Service Cost	-	-
(Gain) / Loss on settlements	-	-
Interest Expense	2 ,353,831	2 ,567,574
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(4,132,507)	(2,779,467)
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	1,154,559	1 34,012
Remeasurements - Due to Experience Adjustments	398,640	(2,152,912)
Defined Benefit Obligation at end of year	**36,679,634**	**35,559,161**

Discount Rate	**7.00%**	**6.90%**
Salary Escalation Rate	**6.00% p.a.**	**6.00% p.a.**

B. Change in Fair Value of Plan Assets		
Particulars	**Financial Year Ending 31/03/2020**	**Financial Year Ending 31/03/2021**
Fair Value of Plan Assets at beginning of year	-	-
Interest Income	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	4,132,507	2,779,467
Employer Direct Settlement Payments	-	-
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(4,132,507)	(2,779,467)
Settlement Payments from Plan Assets	-	-
Settlement Payments from Employer	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-
Increase / (Decrease) due to effect of any business	-	-
Increase / (Decrease) due to Plan combination	-	-
Remeasurements - Return on Assets	-	-
(Excluding Interest Income)		
Fair Value of Plan Assets at end of year	**-**	**-**
Weighted Average Asset Allocations at the year end		
Equities	-	-
Bonds	-	-
Gilts	-	-
Insurance Policies	-	-
Total	-	-
We understand that Liability is not funded		

C. Components of Defined Benefit Cost		
Particulars	**Financial Year Ending 31/03/2020**	**Financial Year Ending 31/03/2021**
Current Service Cost	1,212,705	1,110,320
Past Service Cost	-	-
(Gain) / Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	**1,212,705**	**1,110,320**
Interest Expense on DBO	2,353,831	2,567,574
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	**2,353,831**	**2,567,574**
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	**3,566,536**	**3,677,894**
Remeasurements - Due to Demographic Assumptions	-	-

Remeasurements - Due to Financial Assumptions	1,154,559	134,012
Remeasurements - Due to Experience Adjustments	398,640	(2,152,912)
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
Total Remeasurements in OCI	**1,553,199**	**(2,018,900)**
Total Defined Benefit Cost recognized in P&L and OCI	**5,119,753**	**1,658,994**
Discount Rate	7.00%	6.90%
Salary Escalation Rate	6.00%	6.00%

D. Amounts recognized in the Statement of Financial Position

Particulars	Financial Year Ending 31/03/2020	Financial Year Ending 31/03/2021
Defined Benefit Obligation	36,679,634	35,559,161
Fair Value of Plan Assets	-	-
Funded Status	**36,679,634**	**35,559,161**
Effect of Asset Ceiling / Onerous Liability	-	-
Net Defined Benefit Liability / (Asset)	**36,679,634**	**35,559,161**

E. Net Defined Benefit Liability / (Asset) reconciliation

Particulars	Financial Year Ending 31/03/2020	Financial Year Ending 31/03/2021
Net Defined Benefit Liability/(Asset) at beginning of year	**35,692,406**	**36,679,634**
Defined Benefit Cost included in P & L	3,566,536	3,677,894
Total Remeasurements included in OCI	1,553,199	(2,018,900)
Net Transfer In / (Out) (Including the effect of any business combination / divesture)	-	-
Amount recognized due to Plan Combinations	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	(4,132,507)	(2,779,467)
Employer Direct Settlement Payments	-	-
Credit to Reimbursements	-	-
Net Defined Benefit Liability / (Asset) at end of year	**36,679,634**	**35,559,161**

Summary of Financial & Demographic Assumptions

Particulars	Valuation Date	
	31-03-2020	31-03-2021
Discount Rate	7.00%	6.90%
Salary Escalation - First 5 Years	6.00%	6.00%
Salary Escalation - After 5 Years	6.00%	6.00%
Expected Rate of Return on Plan Assets	N/A	N/A
Mortality Table	IALM (2012-14) Table Ultimate	
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	8.47	7.56

35. **Related party disclosures:-**

(A) Key Management Personnel and their relatives:-

Sl.No.	Name	Designation /Relationship
1.	Upmanyu Pathak	Managing Director

(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	--- (---)	7,38,767 (7,90,431)
Remuneration Paid	8.48.548 (8,27,868)	- -
Advance given	- -	2,64,93,609 (3,74,09,557)
Advance given refund	- -	1,78,65,954 (3,57,47,168)
Advance given against Salary	- (5,05,000)	- -
Advance given against Salary adjusted	90,000 (15,000)	- -
Balances outstanding:		
Advance given against Salary	4,00,000 (4,90,000)	- -
Advance given	--- (---)	1,11,63,345 (25,35,690)

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.

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. In the Year 2018-19, 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 no. 55/COMMR/CGST &CX KOL/NORTH/2018-19 dated 15.03.2019 was 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 subjudice 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:**

(Rs. in Lacs)

Particulars	As at 31.03.2021	As at 31.03.2020
a) Claims against the company not acknowledged as debt	144.54	144.54
b) Disputed Liabilities relating to Central Excise Demand	3267.62	3267.62

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

a) Earnings in foreign exchange:

(Rs. in Lacs)

Description	Year Ended 31.03.2021	Year Ended 31.03.2020
F.O.B Value of Export	1211.42	448.79

b) Outgo in foreign exchange:

(Rs. in Lacs)

Description	Year Ended 31.03.2021	Year Ended 31.03.2020
-Machines & Raw materials	415.16	95.28
Total	**415.16**	**95.28**

41. The vigorous spread of COVID - 19 pandemic including the more lethal second wave continues to affect the businesses across India and the operations of the Company. Despite intermittent disruptions during the year in regular operations of the Company due to COVID - 19 pandemic, requiring lockdown, restrictive measures & other emergency measures, resulting in frequent interruption of working, the Company has been able to perform reasonably during the year ended 31st March, 2021. Besides above, the 'Amphan' cyclone in the month of May, in the state of West Bengal affected the operations of the plants of the Company, which also impacted the performance during the year. The actual impact of COVID-19's impact would be recognized prospectively at a later date through monitoring the prevalent future economic conditions its impact. In view of the situation still being uncertain, with increased number of cases reported everyday, we are unable to assess the extent and duration of COVID-19's overall impact on the Company's business operations at this stage.

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 and on behalf of the Board

For VKR & ASSOCIATES
Chartered Accountants
Firm Registration No. 320323E

Priyawart Dipakbhai Jariwala
Managing Director

Niraj Sinha
Director

Santosh Kumar Agrawal
Partner
Membership No. 067092
Place: Kolkata
Date: The 29th day of June, 2021

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATEDFINANCIAL 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, 2021, 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, 2021, the consolidated profit, consolidated total comprehensive loss, 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	***Litigations and claims - provisions and contingent liabilities*** Refer note 37 to 40 to the consolidated financial statements. The Group is involved in indirect tax and other litigations ('litigations') that are pending with different statutory authorities. 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	***Our key procedures included, but not limited to, the following:*** a) Assessed the appropriateness of the Group's accounting policies relating to provisions and contingent liability by comparing with the applicable accounting standards; 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; 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

	rules, regulations, practices and considering precedents in the various jurisdictions. 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. The Group has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.	proceeding and the reliability of estimates of related amounts; d) Performed substantive procedures on the underlying calculations supporting the provisions recorded; e) Assessed the management's conclusions through understanding relevant judicial precedents in similar cases and the applicable rules and regulations; 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 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.

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 Rs. 26.80 crores as at 31st March, 2021, total revenues of Rs. 6.91 crores and net cash outflow amounting to Rs. 0.04 crores 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, 2021 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, 2021 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, 29th day of June, 2021
UDIN: 21067092AAAACC3807

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, 2021, 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 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
ICAI Firm Registration No.: 320323E

Santosh Kumar Agrawal, FCA
(Partner)
Membership No.: 067092
Kolkata, 29th day of June, 2021
UDIN: 21067092AAAACC3807

BALANCE SHEET
as at 31st March 2021

Sl. No.	Particulars	Note No.	As at 31 March 2021 (Amount in Rs)	As at 31 March 2020 (Amount in Rs)
A	**ASSETS**			
	1. **Non-current assets**			
	(a) Property, Plant and equipment	3A	28,05,88,205	29,74,58,702
	(b) Capital work-in-progress	3B	4,49,72,611	1,64,29,856
	(c) Intangible Assets	3C	95,726	-
	(d) Financial assets			
	(i) Investment	4	2,14,20,000	2,37,51,000
	(e) Deferred tax assets (net)	5	67,16,517	92,86,769
	(f) Other non-current assets	6	2,99,04,617	2,99,04,617
	Total non-current assets		**38,36,97,676**	**37,68,30,944**
	2. **Current assets**			
	(a) Inventories	7	7,90,79,084	3,15,80,744
	(b) Financial Assets			
	(i) Other investment		-	-
	(ii) Trade receivable	8	7,51,89,618	3,71,67,500
	(iii) Cash and cash equivalents	9A	6,65,63,522	69,89,557
	(iv) Bank balance other than (iii) above	9B	-	46,72,780
	(v) Loans	10	35,10,18,701	30,40,61,159
	(c) Current tax assets (net)	11	-	84,31,927
	(d) Other current assets	12	7,50,36,132	7,13,18,117
	Assets classified as held for sale			
	Total current assets		**64,68,87,057**	**46,42,21,784**
	Total assets		**1,03,05,84,734**	**84,10,52,729**
B	**EQUITY AND LIABILITIES**			
	1. **Equity**			
	(a) Equity share capital	13A	11,94,40,000	10,75,00,000
	(b) Other equity	13B	58,94,62,828	46,07,51,936
	Total equity		**70,89,02,828**	**56,82,51,936**
	2. **Non-current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowing	14	2,00,00,000	4,50,85,072
	(b) Povisions	15	2,68,52,179	3,30,93,025
	Total non-current liabilities		**75,57,55,007**	**64,64,30,033**
	3. **Current liabilities**			
	(a) Financial liabilities			
	(i) Borrowing	16	2,48,31,202	2,49,58,223
	(ii) Trade payables			
	(a) Total Outstanding dues of Micro, Small & Medium Enterprises	17	29,68,714	13,57,147
	(b) Total Outstanding dues of Creditors Others Than Micro, Small & Medium Enterprises	17	7,17,34,032	2,84,82,247
	(b) Other current liabilities	18	14,94,35,579	13,62,38,469
	(c) Provisions	19	87,06,982	35,86,609
	(d) Current Tax Liabilities (Net)	20	1,71,53,217	-
	Total current liabilities		**27,48,29,726**	**19,46,22,696**
	Total equity and liabilities		**1,03,05,84,733**	**84,10,52,728**

The accompanying notes 1 to 44 are an integral part of the Financial Statements

As per our report of even date attached

For VKR & ASSOCIATES
Chartered Accountants
Firm registration No. 320323E

For and on behalf of the Board

Priyawart Dipakbhai Jariwala
Managing Director

Niraj Sinha
Director

Santosh Kumar Agrawal
Partner
Membership No. 067092

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

Place : Kolkata.
Date : 29.06.2021

STATEMENT OF
PROFIT AND LOSS
for the year ended 31st March 2021

Sl. No.	Particulars	Note No.	As at 31 March 2021 (Amount in Rs)	As at 31 March 2020 (Amount in Rs)
	INCOME			
I	Sales of Product and Services	21	30,66,62,897	22,20,18,616
II	Other income	22	4,39,94,816	5,59,33,049
III	**Total Income (I+II)**		**35,06,57,713**	**27,79,51,665**
IV	**EXPENSES**			
	Cost of materials consumed	23	11,01,35,931	5,04,94,934
	Purchases of stock-in-Trade	24	17,00,825	40,75,673
	Changes in inventories of finised goods, stock-in-Trade, WIP and Intermediates	25	(3,45,40,708)	(25,51,604)
	Excise Duty		1,88,42,513	92,96,260
	Employee benefits expense	26	3,46,00,436	3,71,13,868
	Finance costs	27	73,11,308	1,29,64,297
	Depreciation		1,90,66,331	1,91,58,510
	Other expenses	28	7,31,42,400	11,00,65,671
	Total Expenses		**23,02,59,036**	**24,06,17,609**
V	**Profit/(Loss) before exceptional items and taxes (III-IV)**		**12,03,98,677**	**3,73,34,056**
VI	Add / (Less) : Exceptional items		-	1,86,43,599
VII	**Profit/(Loss) before Tax (V-VI)**		**12,03,98,677**	**5,59,77,655**
VIII	**Tax expenses :**			
	(a) Current tax	29	3,05,13,114	1,15,00,000
	(b) Deferred tax	29	25,70,252	3,56,942
	(c) Tax adjustments for earlier years		69,47,815	-
IX	**Profit/ (loss) for the period after Tax (PAT)**		**8,03,67,496**	**4,41,20,713**
X	**Other Comprehensive Income**			
	a. Item that will not be reclassified to profit or loss :			
	(i) Remeasurements of post-employment benefit obligations	30	20,18,900	(15,53,199)
	(ii) Changes in fair value of equity Instruments through other Comprehensive Income		(23,31,000)	(1,37,97,000)
	b. Income tax relating to items that will be reclassified to profit or loss		-	-
	Total other comprehensive income (a+b)		**(3,12,100)**	**(1,53,50,199)**
XI	**Total comprehensive income for the year (IX-X)**		**8,00,55,396**	**2,87,70,514**
XII	**Earnings per share:** (FV - Rs.10/- Note No. 33)			
	Basic/Diluted (of Rs. 10 each)		7.47	4.10

The accompanying notes 1 to 44 are an integral part of the Financial Statements

As per our report of even date attached

For VKR & ASSOCIATES
Chartered Accountants
Firm registration No. 320323E

For and on behalf of the Board

Priyawart Dipakbhai Jariwala
Managing Director

Niraj Sinha
Director

Santosh Kumar Agrawal
Partner
Membership No. 067092

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

Place : Kolkata.
Date : 29.06.2021

13. STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31st MARCH 2021

A. Equity Share Capital (Amount in Rs.)

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, 2020	10,75,00,000	-	10,75,00,000
For the year ended 31st March, 2021	10,75,00,000	1,19,40,000	11,94,40,000

B. Other Equity (Amount in Rs)

Particulars	Reserve and Surplus					Items of other comrehensive income		Total
	Capital Reserve	Securities premium	Share Options Outstanding Account	Capital Redemption reserve	Retained Earings	Transfer from Other comprehensive income	Equity instruments through other comrehensive income	
Balance at 31st March 2020	**1,52,50,000**	**-**	**-**	**2,64,40,000**	**40,27,80,627**	**(14,54,693)**	**1,77,36,002**	**46,07,51,936**
Profit for the year					8,03,67,496			8,03,67,496
Addition During the Year								-
other Comrehensive income/(loss)		**4,86,55,500**				20,18,900	(23,31,000)	4,83,43,400
Total comrehensive income/(loss)	**-**		**-**	**-**	**8,03,67,496**	**20,18,900**	**(23,31,000)**	
Transfer to General Reserve								-
Balance at 31st March 2021	**1,52,50,000**	**4,86,55,500**	**-**	**2,64,40,000**	**48,31,48,123**	**5,64,203**	**1,54,05,002**	**58,94,62,828**

CASH FLOW
for the year ended 31st March 2021

(Amount in ₹)

Sl.No	Particulars	For the year ended 31st March, 2021		For the year ended 31st March, 2020	
A.	**Cash flow from operating activities :**				
	Net profit before tax as per Statement of Profit & Loss		**12,03,98,677**		**5,59,77,655**
	Adjustments for :				
	Depreciation	1,90,66,331		1,91,58,510	
	Interest paid	69,55,330		1,26,66,037	
	(Profit) /Loss on sale of fixed assets	-		15,244	
	Interest received	(4,12,16,562)		(5,12,81,230)	
	Provision of Employees' retirement & current benefits	36,77,894	**(1,15,17,007)**	35,66,535	**(1,58,74,904)**
	Operating profit before working capital changes		**10,88,81,670**		**4,01,02,751**
	(Increase) / Decrease in inventories	(4,74,98,340)		(77,59,999)	
	(Increase) / Decrease in trade and other receivables	(8,86,97,675)		(1,91,05,834)	
	Increase / (Decrease) in trade payables	5,80,60,462	**(7,81,35,553)**	2,23,52,765	**(45,13,068)**
	Cash generated from operations		**3,07,46,117**		**3,55,89,683**
	Less: Direct taxes (paid) / refunds including interest (net)		(1,37,53,434)		(2,26,20,866)
	Net cash generated/(used) from operating activities		**1,69,92,683**		**1,29,68,817**
B.	**Cash flow from investing activities :**				
	Increase/(decrease) in Fixed Assets & CWIP	(3,17,36,137)		15,69,514	
	(Deposit) / Refund in Fixed Deposits	46,72,780		(2,75,962)	
	Interest received	4,12,16,562		5,12,81,230	
	Net cash from investing activities		**1,41,53,205**		**5,25,74,782**
C.	**Cash flow from financing activities :**				
	Proceeds from issuing shares	6,05,95,500		-	
	Proceeds / (repayment) of long term borrowings	(2,50,85,072)		(5,00,82,113)	
	Proceeds / (repayment) of short term borrowings	(1,27,021)		11,66,188	
	Interest paid	(69,55,330)		(1,26,66,037)	
	Net cash generated/(used) in financing activities		**2,84,28,077**		**(6,15,81,962)**
	Net increase/(decrease) in cash and cash equivalents (A+B+C)		5,95,73,965		39,61,637
	Cash and cash equivalents -Opening balance		69,89,557		30,27,920
	Cash and cash equivalents -Closing balance		**6,65,63,522**		**69,89,557**
	CASH AND CASH EQUIVALENTS COMPRISE:				
	Balances with bank		6,65,01,647		68,39,693
	Cash on hand		61,875		1,49,864
			6,65,63,522		**69,89,557**

As per our report of even date attached

For VKR & ASSOCIATES
Chartered Accountants
Firm registration No. 320323E

For and on behalf of the Board

Priyawart Dipakbhai Jariwala
Managing Director

Niraj Sinha
Director

Santosh Kumar Agrawal
Partner
Membership No. 067092

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

Place : Kolkata.
Date : 29.06.2021

NOTES TO ACCOUNTS

1. Significant Accounting Policies

Statement of Compliance
These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Companies Act, 2013 read with Rule3 of the Companies (Indian Accounting Standards) Rules, 2015and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The Company has adopted Ind AS from 1st April, 2017

Accounting policies have been applied consistently to all periods presented in these financial statements, except for new accounting standards adopted by the Company.

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.

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.

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:

Plant, Property & Equipment	Useful life
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.

Inventories

e) Raw Materials: At lower of weighted average cost or net realisable value.
f) Work in progress: At lower of cost or net realisable value.
g) Finished Goods and Stock in trade: At lower of cost or net realisable value.
h) 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:

(d) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/ or interest.

(e) 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.

(f) 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.

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 Goods & Service 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.

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.

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 judgments

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 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, 2020	Additions	Withdrawls and adjustments	As at 31st March, 2021	Upto 31st March, 2020	For the Year	On withdrawls and adjustments	Upto 31st March, 2021	As at 31st March, 2021	As at 31st March, 2020
3 A. Property, Plant and Equipment										
Land	6,09,67,849			6,09,67,849	-				6,09,67,849	6,09,67,849
Factory Buildings	3,93,02,635			3,93,02,635	3,42,62,694	5,87,650		3,48,50,344	44,52,291	50,39,941
Other Building	27,03,05,959		18,42,735	26,84,63,224	7,11,96,800	1,40,05,535	3,60,909	8,48,41,426	18,36,21,798	19,91,09,159
Plant and Equipments	11,80,53,718	33,50,500		12,14,04,218	8,69,07,240	41,26,238		9,10,33,478	3,03,70,740	3,11,46,478
Furniture and Fixtures	3,07,431			3,07,431	2,80,080	4,324		2,84,404	23,027	27,351
Office Equipment	12,56,222	3,05,085		15,61,307	9,74,756	91,245		10,66,001	4,95,306	2,81,466
Computer	18,41,915	17,797		18,59,712	17,13,855	1,17,292		18,31,147	28,565	1,28,060
Vehicles	11,10,614			11,10,614	3,52,223	1,29,773		4,81,996	6,28,628	7,58,391
TOTAL	**49,31,46,343**	**36,73,382**	**18,42,735**	**49,49,76,990**	**19,56,87,649**	**1,90,62,057**	**3,60,909**	**21,43,88,797**	**28,05,88,205**	**29,74,58,702**
3 B. Capital work-in-progress										
Plant & Machinery		2,85,42,755		2,85,42,755	-	-	-	-	2,85,42,755	-
WIP-OLD PL	58,81,910	-		58,81,910		-	-		58,81,910	58,81,910
R-Centre	1,05,47,946	-	-	1,05,47,946	-	-	-	-	1,05,47,946	1,05,47,946
TOTAL	**1,64,29,856**	**2,85,42,755**	-	**4,49,72,611**	-	-	-	-	**4,49,72,611**	**1,64,29,856**
3 C. Intangible Assets										
PAYROLL SOFTWARE	-	1,00,000	-	**1,00,000**	-	4,274.00		4,274	**95,726**	-

Particulars	As at 31st March 2021 *(Amount in Rs)*	As at 31st March 2020 *(Amount in Rs)*
4. Non-current Investment (Contd.)		
Investment in Equity, Trade Investments		
Quoted (at Fair Market Value, fully paid)		
RDB Realty & Infrastructure Ltd. 12,60,000 shares of Rs 10 each)	2,14,20,000	2,37,51,000
Total	**2,14,20,000**	**2,37,51,000**
5. Deferred tax assets (net)		
Deferred tax assets	92,86,769	96,43,711
Less : Deferred tax liabilties	(25,70,252)	(3,56,942)
TOTAL	**67,16,517**	**92,86,769**
Advances other then Capital Advances		
Deposit with Excise Authority	2,99,04,617	2,99,04,617
TOTAL	**2,99,04,617**	**2,99,04,617**
7. Inventories		
(at lower of cost and net realisable value)		
Raw materials (including packing materials)	3,09,93,969	1,81,20,938
Finished goods (manufactured)	4,01,35,020	52,20,904
Stock-in-trade (goods purchased for resale)	1,89,677	5,63,084
Stores and Spares	77,60,418	76,75,818
TOTAL	**7,90,79,084**	**3,15,80,744**
8. Trade receivables (Current)		
Secured, considered good	7,51,89,618	3,71,67,500
TOTAL	**7,51,89,618**	**3,71,67,500**
9A. Cash and cash equivalents		
Balance with Banks	6,65,01,647	68,39,693
Cash in hand	61,875	1,49,864
TOTAL	**6,65,63,522**	**69,89,557**
9B. Bank balance other than (11A) above		
Fixed Deposits (For lien against guarantees and letter of credit)	-	46,72,780
TOTAL	**-**	**46,72,780**
10. Loans		
Loans to Others then related parties		
Loan to Body Corporate (other than related)	35,10,18,701	30,40,61,159
TOTAL	**35,10,18,701**	**30,40,61,159**
11. Current Tax assets		
Advance Income Tax & TDS	-	4,66,11,931
Less : Provision for Income Tax	-	3,81,80,004
TOTAL	**-**	**84,31,927**
12. Other assets		
Advances other then Capital Advances		
Advance to directors & officers of the company	7,07,516	8,68,516
Deposits	60,14,063	59,84,817
Advance to Suppliers	23,14,202	78,35,862
Prepaid Expenses	8,83,848	3,83,839
Other advances	4,99,18,909	5,00,90,639

Particulars	As at 31st March 2021 (Amount in Rs)	As at 31st March 2020 (Amount in Rs)
Others		
Balance with revenue authorities	1,49,01,815	3,57,022
Insurance Claim Refund Receivable	-	7,13,324
Interest accrued but not due	2,95,779	2,99,178
Deferred Revenue Expenditure	-	47,84,920
TOTAL	**7,50,36,132**	**7,13,18,117**
13. A. Equity Share Capital		
Authorised		
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
TOTAL	**20,00,00,000**	**20,00,00,000**
Issued, subscribed and paid-up share capital		
11,944,000 Equity Shares shares of Rs.10 each	11,94,40,000	10,75,00,000
TOTAL	**11,94,40,000**	**10,75,00,000**
B. Reconciliation of number of equity shares outstanding :		
As at the beginning of the year	1,07,50,000	1,07,50,000
Add: issued during the year	11,94,000	-
As at the end of the year	**1,19,44,000**	1,07,50,000
C. Shareholders holding more than 5% shares	*% Holding*	*% Holding*
	Shares held (No.)	*Shares held (No.)*
1. Vinod Dugar	17.34%	19.27%
	20,71,523	20,71,523
2. Sheetal Dugar	16.19%	17.99%
	19,33,424	19,33,424
3. YMS Finance Private Limited	15.99%	6.66%
(Formerly Pyramid Sales Private Limited)	19,10,122	7,16,122
4. Loka PropertiesPrivate Limited	10.38%	11.53%
	12,39,404	12,39,404
5. Khatod Investments & Finance Company Limited	7.71%	8.57%
	9,21,225	9,21,225

D. Rights, preferences & restrictions to shares & restrictions on distribution of dividend and repayment of capital:

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.

E. Share Reserved for issue:-

No Equity Shares have been reserved for issue under option & contracts/commitments for sale of shares/ disinvestment as at Balance Sheet date.

14. Borrowings		
From Banks (Secured)		
Term Loan from Kotak Mahindra Bank	-	2,48,46,442
Loan from other than related parties		
HDFC Car Loan (Secured by Hypothication of Car)	-	2,38,630
From other parties (Unsecured) (refer note no:37)	2,00,00,000	2,00,00,000
TOTAL	**2,00,00,000**	**4,50,85,072**

Particulars	As at 31st March 2021 (Amount in Rs)	As at 31st March 2020 (Amount in Rs)
15. Provisions		
Provision for employee benfits		
Retirement benefits	2,68,52,179	3,30,93,025
TOTAL	**2,68,52,179**	**3,30,93,025**
16. Borrowings		
Loan from other then related parties		
HDFC Car Loan (Secured by hypothication of Car)	2,36,926	2,07,149
	-	
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 Repo rate plus 5%.	2,45,94,276	2,47,51,074
From other parties (Unsecured)	-	-
TOTAL	**2,48,31,202**	**2,49,58,223**
17. Trade Payables		
To Micro, Small & Medium Enterprises	29,68,714	13,57,147
To others	7,17,34,032	2,84,82,247
[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.]		
TOTAL	**7,47,02,746**	**2,98,39,394**
18. Other current Liabilities		
Revenue received in advance		
Advances from customers	6,10,88,705	1,80,26,198
Other Advances		
Advance from other than related party	3,19,284	3,32,772
Others		
Statutory liabilities	51,95,878	1,03,87,296
Other Payables	8,28,31,712	11,00,27,893
TOTAL	**14,94,35,579**	**13,87,74,159**
19. Provisions		
Provision for employee benfits		
Retirement benefits	87,06,982	35,86,609
TOTAL	**87,06,982**	**35,86,609**
20. Current Tax Liabilities (net)		
Provision for Income Tax	4,74,13,114	-
Less : Advance Income Tax & TDS	3,02,59,897	-
TOTAL	**1,71,53,217**	**-**

Particulars	For the year ended 31st (Amount in Rs)	For the year ended 31st (Amount in Rs)
21A. Revenue from operations		
Gross Revenue from sale of Products and services*	19,07,90,105	11,08,89,136
Sale of Services	11,53,03,373	11,08,95,380
Other operating Revenue		
Sale of Manufacturing Waste	5,69,419	2,34,100
TOTAL	**30,66,62,897**	**22,20,18,616**
*** Net of sales returns and damaged stocks.**		
21B. Gross Revenue from sale of Products and services*		
Sale of Goods (Cigrettes)		
- Sale of manufactured goods :		
- Domestic	5,25,68,398	5,42,31,860
- Export	13,58,69,780	4,93,49,785
- Sale of stock in trade (Agarbatti & Machies)	23,51,927	73,07,491
TOTAL	**19,07,90,105**	**11,08,89,136**
22. Other Income		
Interest income	4,12,16,562	5,12,81,230
Interest on Income Tax Refund	7,79,199	-
Sundry balances / liabilities written back (net)	6,36,931	48,23,821
Foreign currency fluctuation gain	11,28,785	2,12,544
Other receipts	2,33,339	2,75,310
TOTAL	**4,39,94,816**	**5,65,92,905**
23. Cost of Material Consumed during the year		
Opening Stock of Raw Material	1,81,20,938	1,43,10,352
Add: Purchase of Raw Material	12,30,08,962	5,46,50,132
Less: Damage of Raw Material	-	3,44,612
Less: Closing Stock of Raw Material	3,09,93,969	1,81,20,938
Consumption	**11,01,35,931**	**5,04,94,934**
24. Purchase of stock in trade		
Match Boxes,Agarbati	17,00,825	40,75,673
TOTAL	**17,00,825**	**40,75,673**
25. Change in inventories of finished goods and stock-in-trade		
Opening Stock of		
- Finished goods	52,20,704	5,77,510
- Stock - in - trade	5,63,084	26,54,674
Total (a)	57,83,788	32,32,184
Closing Stock of		
- Finished goods	4,01,34,819	52,20,704
- Stock - in - trade	1,89,677	5,63,084
Total (b)	4,03,24,496	57,83,788
(Increase) / Decrease in inventories (a-b)	**(3,45,40,708)**	**(25,51,604)**
26. Employee benefits expense		
Salaries , wages, bonus, allowances, etc	2,78,28,906	3,03,08,671
Contribution to provident and other fund	25,81,032	28,66,888
Staff welfare expenses	5,12,604	3,71,774
Provision for Gratuity	36,77,894	35,66,535
TOTAL	**3,46,00,436**	**3,71,13,868**

Particulars	For the year ended 31st (Amount in Rs)	For the year ended 31st (Amount in Rs)
27. Finance costs		
Interest paid	69,55,330	1,26,66,037
Interest paid against Security Deposits	1,75,562	-
Finance Charges	1,80,416	2,98,260
TOTAL	**73,11,308**	**1,29,64,297**
28. Other Expenses		
a. Manufacturing expenses :		
Stores and spares consumed	79,28,731	64,50,114
Power and fuel consumed	65,49,550	61,07,595
Machine repairs	13,55,500	11,81,141
Inward freight, coolie, cartage and other expenses	46,93,012	30,03,581
Other manufacturing expenses	-	1,54,070
Total (a)	**2,05,26,793**	**1,68,96,501**
b. Administration expenses :		
Loss on sale of Fixed Assests	-	15,244
Loss on Transit	2,57,225	
Bank Charges	-	
Rates and Taxes	8,13,976	10,23,572
Building Repairs	45,24,016	2,63,10,309
Other Maintenance-Office	1,38,922	2,75,631
Vehicle maintenance expenses	2,83,972	2,78,030
Insurance Premium	8,82,168	3,68,599
Loss of material due to Flood	7,14,827	
Sundry balances / liabilities written off (net)	7,44,885	11,17,043
Travelling and conveyance	1,06,801	2,27,872
Postage, telegraph and telephones	4,04,648	4,35,084
Printing and stationery	36,545	3,12,649
Legal & Professional Charges	38,53,607	45,72,359
Electricity charges	8,41,069	2,88,048
Land revenue and municipal taxes (net)	1,48,017	1,12,082
Miscellaneous expenses	1,28,69,153	37,27,447
Auditors' remuneration :	-	
- Audit fee	1,43,704	1,36,813
- Tax audit fee	25,000	25,000
Total (b)	**2,67,88,535**	**3,92,25,782**
c.Selling and distribution expenses :		
Advertisement and publicity expenses	2,19,140	47,22,890
Distribution Expenses & Sales Promotion Expenses	48,89,770	4,08,60,348
VAT	-	-
Outward freight and forwarding charges	1,91,46,902	84,70,006
Brokerage, commission and discounts	15,71,260	5,50,000
Total (c)	**2,58,27,072**	**5,46,03,244**
Total (a+b+c)	**7,31,42,400**	**11,07,25,527**

Particulars	For the year ended 31st *(Amount in Rs)*	For the year ended 31st *(Amount in Rs)*
29. Income tax Expenses		
A. Amount recognised in profit or loss		
Current tax		
Income tax for the Year	2,05,00,000	73,00,000
Adjustment/(credit) related to previous year - Net		
Total current tax	**2,05,00,000**	**73,00,000**
Deffered tax		
Deffered tax for the Year	(25,70,252)	(3,56,942)
Adjustment/(credit) related to previous year - Net		
Total deffered tax	**(25,70,252)**	**(3,56,942)**
30. Additional Notes to the Financial Statements		
Components of Defined Benefit Cost		
Current Service Cost	11,10,320	12,12,705
Past Service Cost	-	-
(Gain)/Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	**11,10,320**	**12,12,705**
Interest Expense on DBO	25,67,574	23,53,831
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	**25,67,574**	**23,53,831**
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	**36,77,894**	**35,66,536**
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	1,34,012	11,54,559
Remeasurements - Due to Experience Adjusments	(21,52,912)	3,98,640
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liabilty	-	-
Total Remeasurements in OCI	**(20,18,900)**	**15,53,199**
Total Defined Benefit Cost recognized in P&L and OCI	**16,58,994**	**51,19,735**

31. 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.

32. 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, 2013for 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.

33. **Earnings Per Share: -**

Earnings per share is computed as under:-	**2020-21**	**2019-20**
Profit /(Loss)after tax available for equity shareholders (`) (A)	8,03,67,496/-	4,41,20,713/-
Weighted average number of equity shares outstanding (B)	10,756,542	10,750,000
Face value per equity share (`)	10/-	10/-
Earnings per share - Basic & Diluted (A/B) (`)	7.47/-	4.10/-

34. **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, 2021 and as recognised in the financial statements in respect of employee benefit schemes:

(Rs. in Lacs)

A. Change in Defined Benefit Obligation		
Particulars	**Financial Year Ending 31/03/2020**	**Financial Year Ending 31/03/2021**
Defined Benefit Obligation at beginning of year	35,692,406	36,679,634
Current Service Cost	1,212,705	1,110,320
Past Service Cost	-	-
(Gain) / Loss on settlements	-	-
Interest Expense	2,353,831	2,567,574
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(4,132,507)	(2,779,467)
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	1,154,559	1 34,012
Remeasurements - Due to Experience Adjustments	398,640	(2,152,912)
Defined Benefit Obligation at end of year	**36,679,634**	**35,559,161**
Discount Rate	**7.00%**	**6.90%**
Salary Escalation Rate	**6.00% p.a.**	**6.00% p.a.**

B. Change in Fair Value of Plan Assets		
Particulars	**Financial Year Ending 31/03/2020**	**Financial Year Ending 31/03/2021**
Fair Value of Plan Assets at beginning of year	-	-
Interest Income	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	4,132,507	2,779,467
Employer Direct Settlement Payments	-	-
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(4,132,507)	(2,779,467)
Settlement Payments from Plan Assets	-	-
Settlement Payments from Employer	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-
Increase / (Decrease) due to effect of any business	-	-
Increase / (Decrease) due to Plan combination	-	-
Remeasurements - Return on Assets	-	-
(Excluding Interest Income)		
Fair Value of Plan Assets at end of year	**-**	**-**
Weighted Average Asset Allocations at the year end		
Equities	-	-
Bonds	-	-
Gilts	-	-
Insurance Policies	-	-
Total	-	-
We understand that Liability is not funded		

C. Components of Defined Benefit Cost		
Particulars	**Financial Year Ending 31/03/2020**	**Financial Year Ending 31/03/2021**
Current Service Cost	1,212,705	1,110,320
Past Service Cost	-	-
(Gain) / Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	**1,212,705**	**1,110,320**
Interest Expense on DBO	2,353,831	2,567,574
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	**2,353,831**	**2,567,574**
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	**3,566,536**	**3,677,894**
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	1,154,559	134,012
Remeasurements - Due to Experience Adjustments	398,640	(2,152,912)
(Return) on Plan Assets (Excluding Interest Income)	-	-

(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
Total Remeasurements in OCI	**1,553,199**	**(2,018,900)**
Total Defined Benefit Cost recognized in P&L and OCI	**5,119,753**	**1,658,994**
Discount Rate	7.00%	6.90%
Salary Escalation Rate	6.00%	6.00%

D. Amounts recognized in the Statement of Financial Position

Particulars	Financial Year Ending 31/03/2020	Financial Year Ending 31/03/2021
Defined Benefit Obligation	36,679,634	35,559,161
Fair Value of Plan Assets	-	-
Funded Status	**36,679,634**	**35,559,161**
Effect of Asset Ceiling / Onerous Liability	-	-
Net Defined Benefit Liability / (Asset)	**36,679,634**	**35,559,161**

E. Net Defined Benefit Liability / (Asset) reconciliation

Particulars	Financial Year Ending 31/03/2020	Financial Year Ending 31/03/2021
Net Defined Benefit Liability/(Asset) at beginning of year	**35,692,406**	**36,679,634**
Defined Benefit Cost included in P & L	3,566,536	3,677,894
Total Remeasurements included in OCI	1,553,199	(2,018,900)
Net Transfer In / (Out) (Including the effect of any business combination / divesture)	-	-
Amount recognized due to Plan Combinations	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	(4,132,507)	(2,779,467)
Employer Direct Settlement Payments	-	-
Credit to Reimbursements	-	-
Net Defined Benefit Liability / (Asset) at end of year	**36,679,634**	**35,559,161**

Summary of Financial & Demographic Assumptions

Particulars	Valuation Date	
	31-03-2020	**31-03-2021**
Discount Rate	7.00%	6.90%
Salary Escalation - First 5 Years	6.00%	6.00%
Salary Escalation - After 5 Years	6.00%	6.00%
Expected Rate of Return on Plan Assets	N/A	N/A
Mortality Table	IALM (2012-14) Table Ultimate	
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	8.47	7.56

35. **Related party disclosures: -**

(A) Key Management Personnel and their relatives: -

Sl.No.	Name	Designation /Relationship
1.	Upmanyu Pathak	Managing Director

(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	--- (---)	7,38,767 (7,90,431)
Remuneration Paid	8,48,548 (8,27,868)	- -
Advance given	- -	2,64,93,609 (3,74,09,557)
Advance given refund	- -	1,78,65,954 (3,57,47,168)
Advance given against Salary	- (5,05,000)	- -
Advance given against Salary adjusted	90,000 (15,000)	- -
Balances outstanding:		
Advance given against Salary	4,00,000 (4,90,000)	- -
Advance given	--- (---)	1,11,63,345 (25,35,690)

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.

36. **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)
Parent:				
ntc industries limited	73.31%	5,196.94	78.25%	628.91
Subsidiaries:				
Indian:				
NTCIL Real Estate Private Limited	20.59%	1459.94	11.92%	95.82

NTCIL Infrastructure Private Limited	6.10%	432.56	9.87%	79.35
NTCIL Realty Private Limited	0.01%	0.11	-0.01%	-0.14
NTCIL Siliguri Private Limited	-0.01%	-0.52	-0.03%	-0.27
Foreign				
Minority Interests in all subsidiaries				
Indian:	-	-	-	-
Foreign:	-	-	-	-
Associates (Investments as per the equity method)				
Indian:	-	-	-	-
Foreign:	-	-	-	-
Joint Venture				
Indian:	-	-	-	-
Foreign:	-	-	-	-

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. In the Year 2018-19, 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 no. 55/COMMR/CGST &CX KOL/NORTH/2018-19 dated 15.03.2019 was 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 subjudice in the court, any disclosures given at this moment would be prejudicial to the interest of the company and that of the stakeholders.

40. Company's subsidiaries NTCIL Real Estate Private Limited and NTCIL Infrastructure Private Limited had given a Corporate Guarantee of Rs. 200 crores each by creating security interest in favour of IFCI Ltd (the lender) inter alia, by way of equitable mortgage of immovable properties and guarantee against Corporate Loan sanctioned to EMC Ltd. Both the companies have received notices U/s 13(2) of SARFAESI Act, 2002 from IFCI Ltd stating the EMC Ltd. has failed and neglected to make payment of the instalments of principal, interest and other monies amounting to Rs. 150.09 crores. IFCI Ltd. has demanded the companies to pay the said amount within 60 days which was not accepted by the Companies and had filed an Appeal to Debt Recovery Tribunal, Kolkata for relief.

41. **Contingent liabilities & Guarantee given:**

(Rs in Lacs)

Particulars	As at 31.03.21	As at 31.03.20
a) Claims against the company not acknowledged as debt	144.54	144.54
b) Disputed Liabilities relating to Central Excise Demand	3267.62	3267.62
c) Corporate Guarantee	40000.00	40000.00

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

a) Earnings in foreign exchange:

(Rs in Lacs)

Description	Year Ended 31.03.2021	Year Ended 31.03.2020
F.O.B Value of Export	1211.42	448.79

b) Outgo in foreign exchange:

(Rs in Lacs)

Description	Year Ended 31.03.2021	Year Ended 31.03.2020
-Machines & Raw materials	415.16	95.28
Total	**415.16**	**95.28**

43. The vigorous spread of COVID - 19 pandemic including the more lethal second wave continues to affect the businesses across India and the operations of the Company. Despite intermittent disruptions during the year in regular operations of the Company due to COVID - 19 pandemic, requiring lockdown, restrictive measures & other emergency measures, resulting in frequent interruption of working, the Company has been able to perform reasonably during the year ended 31st March, 2021. Besides above, the 'Amphan' cyclone in the month of May, in the state of West Bengal affected the operations of the plants of the Company, which also impacted the performance during the year. The actual impact of COVID-19's impact would be recognized prospectively at a later date through monitoring the prevalent future economic conditions its impact. In view of the situation still being uncertain, with increased number of cases reported everyday, we are unable to assess the extent and duration of COVID-19's overall impact on the Company's business operations at this stage.

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

---

The accompanying notes 1 to 44 are an integral part of the Financial Statements

For and on behalf of the Board

For VKR & ASSOCIATES
Chartered Accountants
Firm Registration No. 320323E

Priyawart Dipakbhai Jariwala
Managing Director

Niraj Sinha
Director

Santosh Kumar Agrawal
Partner
Membership No. 067092
Place: Kolkata
Date: The 29th day of June, 2021

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

NTC

ntc industries limited

149 B. T. Road, Kamarhati, Kolkata - 700 058.

+91 75950 46813

info@ntcind.com

www.ntcind.com