



ntc industries limited
(An ISO 9001-2008 Company)

ANNUAL REPORT 2021-22

FORWARD LOOKING STATEMENT

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

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

CORPORATE INFORMATION

Board of Directors

Mr. Priyawart 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 Chakraborty

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 R.Rampuria & Co. (Firm
Registration No.: 325211E)
Chartered Accountants
Martin Burn House,
1, R.N. Mukherjee Road
3rd Floor, Suit No. 318A
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

HDFC 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

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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**.

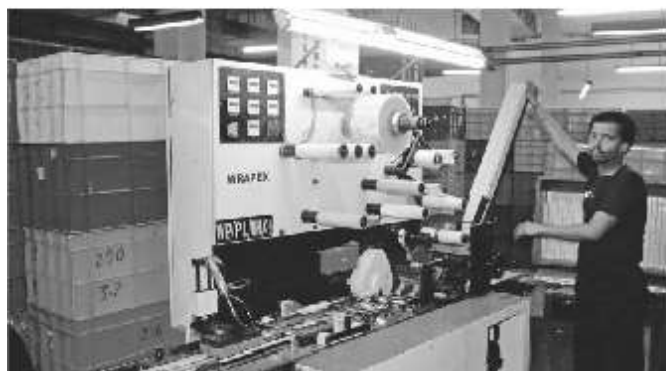
ntc is one of the few companies in India having license to manufacture cigarettes.

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 31st Annual General Meeting of the Members of ntc industries limited will be held on Saturday, 24th September, 2022 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, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Priyawart Jariwala (DIN: 09148113) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution

“RESOLVED THAT pursuant to the provision of Section 139, Section 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under as amended from time to time, and pursuant to the recommendations of the Audit Committee and the Board of directors of the Company, M/s R. Rampuria & Co., Chartered Accountants (Firm Reg. No. 325211E) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of 31st Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company, at such remuneration as may be recommended by the Audit Committee in consultation with auditors and approved by the Board of Directors plus applicable taxes and reimbursement of out of pocket expenses incurred by them for the purpose of audit.”

Place: Kolkata
Date: 30th May, 2022

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

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and Secretarial Standard- 2 on General Meeting, setting out the material facts concerning each item of Special Business to be transacted at the meeting is not annexed to this Notice as there is no special business.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2022 dated 5th May 2022 read with General Circular No. 02/2021 dated 13th January 2021, General Circular No. 20/ 2020 dated 5th May, 2020, General Circular No. 17/ 2020 dated 13th April, 2020 and General Circular No. 14/ 2020 dated 8th April, 2020 (collectively referred to as “said Circulars”) and the Securities and Exchange Board of India vide its circulars dated May 13, 2022 read with 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. 22. 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 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.

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.

10. 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.
11. 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.
12. 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.

13. 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.
14. 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.
15. 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.
16. Members holding shares in electronic form are requested to intimate immediately any change in their email ID or address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members are also requested to notify any change in their email ID or bank mandates or address to the company/RTA and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the company/RTA.
17. 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.
18. 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.
19. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at www.ntcind.com. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
20. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Subdivision/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at www.ntcind.com and on the website of the Company's RTA at <https://nichetechpl.com/downloads/>. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
21. In compliance with the MCA Circulars dated May 05, 2022 and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report 2021-22 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>. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

22. **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 31st 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 Wednesday, the 21st September, 2022, (9:00 a.m. IST) and will end on Friday, the 23rd September, 2022 (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 17th September, 2022 (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 17th September, 2022 (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 17th September, 2022. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- III. 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.
- IV. 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 joining virtual meeting for Individual shareholders holding securities in demat mode

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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

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

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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- II. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 17th September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 4430 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 17th September, 2022 may follow steps mentioned in the Notice of the AGM under **Step 1 : “Access to NSDL e-Voting system”(Above).**
- III. 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.
- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.
- V. 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).

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 personally 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.
5. Members are requested to follow the instructions, if any, provided during the currency of the AGM for remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at investors@ntcind.com latest by 5.00.p.m. (IST) on between Tuesday, 20th day of September, 2022 to Friday, 23rd September, 2022.
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@ntcind.com latest by 5.00.p.m. (IST) on Wednesday, 21st day of September, 2022. The same will be replied by the company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
10. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

11. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.
12. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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 2(two) working days 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 19th August, 2022.
5. The resolutions shall be deemed to be passed on the AGM date i.e, 24th September, 2022, subject to receipt of the requisite number of votes in favour of the resolutions.

Details of Director Seeking Appointment/Re-Appointment at 31st Annual General Meeting pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015 and Secretarial Standard 2:

Name of Director	Mr. Priyawart Jariwala
DIN	09148113
Date of Birth and Age	22 nd April, 1986 and 36 Years
Nationality	Indian
Qualification	Graduation
Relationship with other director/ KMP inter se	None
Date of first appointment on Board	22 nd May, 2021
Nature of expertise in specific functional area	Production and distribution of the products manufactured by the Company
Brief profile	Mr. Priyawart 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 dynamic visionary skills will be of immense help for the company.
No. of equity shares held in the Company	Nil
List of other companies in which directorships are held	1. NTCIL INFRASTRUCTURE PRIVATE LIMITED 2. NTCIL REAL ESTATE PRIVATE LIMITED 3. NTCIL REALTY PRIVATE LIMITED 4. NTCIL SILIGURI ESTATE PRIVATE LIMITED
Committee Position held in ntc industries ltd.	Nil
Committee Positions in other Public Companies	Nil
No. of Board meetings attended during FY 2021-22	9 (NINE)

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors have pleasures in presenting the 31st Annual Report together with the Audited Statements of Accounts for the financial year ended 31st March 2022.

Financial Highlights

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

(₹ in Lacs)

Particulars	Standalone		Consolidated	
	Financial Year 2021-22	Financial Year 2020-21	Financial Year 2021-22	Financial Year 2020-21
1.a) Income from operations	2485.64	2376.38	3312.46	3066.63
b) Other income	530.24	439.19	584.07	439.95
2. Expenses	2377.43	1883.15	2505.79	2038.81
Profit/(Loss) before interest and depreciation	638.45	932.43	1390.74	1467.76
Less: a) Finance Cost	24.12	27.03	28.51	73.11
b) Depreciation	64.83	50.55	203.82	190.66
Profit/ (Loss) before Exceptional Items	549.50	854.85	1158.41	1203.99
Add: Exceptional Items	--	--	-	-
Profit/ (Loss) before taxation	549.50	854.85	1158.41	1203.99
Less:- Provisions for current tax, deferred tax and tax adjustments for earlier years	105.22	225.94	257.22	400.31
Profit/ (Loss) After Tax	444.28	628.91	901.19	803.67
Add: Balance brought forward from last year	2943.38	2314.47	4831.48	4027.82
Less: Amount transferred to Reserves	--	--	--	--
Balance carried to the Balance Sheet	3387.66	2943.38	5732.67	4831.48

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 2021-22.

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 ₹. 2025.00 Lakhs as compared to ₹. 1907.90 Lakhs in the previous year reflecting growth of 6.14%. The export sales increased to ₹. 1402.33 Lakhs from ₹. 1358.70 Lakhs reflecting growth of 3.21%. Your company has PBT of ₹. 549.50 Lacs as compared to Profit of ₹. 854.85 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, 2022 stood at ₹ 1194.40 Lacs. There has been no change in the authorized and paid up capital of the Company during the year under purview. Further, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity shares. As on March 31, 2022, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

Subsidiaries, Joint Ventures & Associate Companies

As on 31st March, 2022, 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: <https://www.ntcind.com/wp-content/uploads/2022/08/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 <https://www.ntcind.com/annual-report/>.

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, Mr. Priyawart Jariwala (09148113) is due to retire by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

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

Executive Directors

Mr. Priyawart Jariwala (DIN: 09148113) was appointed as the Managing Director of the Company for a period of 3 years w.e.f. 22nd May, 2021. His appointment was approved by the shareholders in the 30th Annual General Meeting held on 29th September, 2021.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014

- **Non-Executive Directors**

Mr. Tapan Kumar Chakraborty (DIN: 09175798) was appointed as the Non-executive Director of the Company w.e.f. 22nd May, 2021. His appointment was approved by the shareholders in the 30th Annual General Meeting held on 29th September, 2021.

- **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 and Mr. Niraj Sinha (DIN: 06979287) has been inducted as the new Independent Director to hold office till 24th April, 2026.

- **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").

- **Women Director**

Ms. Vembi Krishnamurthy Radha (DIN: 07141131) continues as the Woman Director on the Company's Board in conformity with the requirements of Section 149(1) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015).

- **Whole time Key Managerial Personnel (KMP):**

Due to 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 Committee ('N & RC') appointed Mr. Priyawart Jariwala as Managing Director, liable to retire by rotation, with effect from 22nd May, 2021 and the said appointment was approved by the shareholders in the 30th annual general meeting of the Company. The present KMP of the Company are as follows:

Sl. No.	Name	Designation
1.	Mr. Priyawart 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.

- D.** During the year under review, 1 (one) meeting of independent Directors held on 30.03.2022, 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.

E. FAMILIARISATION PROGRAMME:

In compliance with Regulation 25(7) of the Listing Regulations, the Independent Directors are familiarized with the Company, their roles, rights, responsibilities therein, nature of the industry in which the Company

operates, business model of the Company, etc. The familiarization programme imparted to the Independent Directors during the year with details required as per Regulation 46 of the Listing Regulations is available on the Company's website at the link: <https://www.ntcind.com/wp-content/uploads/2022/08/NTC-FAMILIARISATION-PROGRAMME.pdf>.

Committees

- **Audit Committee**
- **Nomination and Remuneration Committee**
- **Share Transfer cum Stakeholders Relationship Committee**
- **Corporate Social Responsibility Committee**

The details of all the above committees along with composition, terms of reference, number and dates of meeting held, attendance at meetings are provided in the report on Corporate Governance forming part of the Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

Auditors and Explanation to Auditor's Remarks

Statutory Audit

M/s. R. Rampuria & Co., Chartered Accountants (Firm Registration No. 325211E), the Statutory Auditor of your Company have conducted the Statutory audit of the Company for the financial year 2021-22. The Independent Auditors Report for the financial year ended 31st March, 2022 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

M/s VKR & Associates, Chartered Accountants (Firm registration No 320323E), have tendered their resignation as the statutory auditors of the Company w.e.f 3rd November, 2021.

Further, M/s. R. Rampuria & Co., Chartered Accountants (Firm Registration No. 325211E) of Martin Burn House, 1, R.N. Mukherjee Road, 3rd Floor, Suit no. 318A, Kolkata – 700001, who have submitted their written consent to the effect that their appointment as Statutory Auditors of the Company, if made, will be as per the requirements as laid down under Section 139 and 141 of the Companies Act, 2013 read with rule 4 of Companies (Audit and Auditors) Rules, 2014 and that they are not disqualified for appointment, were appointed as Statutory Auditors of the Company w.e.f 3rd November, 2021 to fill the casual vacancy caused by M/s VKR & Associates. Their appointment was subject to the approval of shareholders of the Company which was obtained on 1st February, 2022.

The tenure of M/s R. Rampuria & Co. shall expire at the ensuing annual general meeting of the Company and in this regard, M/s R. Rampuria & Co., Chartered Accountants have submitted their written consent to the effect that their appointment as Statutory Auditors of the Company, if made, will be as per the requirements as laid down under Section 139 and 141 of the Companies Act, 2013 read with rule 4 of Companies (Audit and Auditors) Rules, 2014 and that they are not disqualified for appointment.

M/s R. Rampuria & Co., Chartered Accountants, has subjected themselves to peer review process of Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of ICAI.

Further M/s R. Rampuria & Co., Chartered Accountants will hold office of the Statutory Auditors for a period of 5 years beginning from the conclusion of 31st Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company.

The Board propose aforesaid appointment for approval of shareholders at the ensuing annual general meeting.

Secretarial Auditors

The Board has appointed Miss Prachi Todi, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2021-22. 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 2021-22 is annexed herewith marked as annexure "A" to this Report.

Further, the Company has filed the Annual Secretarial Compliance Report for the year ended 31st March, 2022 issued by the secretarial auditor with BSE Limited on 30th May, 2022.

Further, pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, NTCIL Real Estate Private Limited is a material subsidiary of the Company in terms of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Secretarial Audit Report submitted by the Secretarial Auditor of NTCIL Real Estate Private Limited has been given in annexure "B" which is annexed hereto and forms part of Directors' 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.

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.

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 2021-22 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://www.ntcind.com/others/>.

Number of meetings of the Board of Directors

During the financial year 2021-22, 11 (Eleven) 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, 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and the statement of profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (d) the directors have prepared the annual accounts on a going concern basis.
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Particulars of Loan, Guarantees and Investments under Section 186

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

Particulars of Contracts or Arrangements with Related Parties

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

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

Further, there are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other Designated Persons which may have a potential conflict with the interest of the Company at large. The details of related party transactions are disclosed and set out in Note 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/2022/08/NTC-POLICY-ON-RELATED-PARTY-TRANSACTIONS-2022.pdf>.

Management Discussion and Analysis

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

Corporate Governance

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

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

Material Changes and Commitments Affecting the Financial Position of the Company

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

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

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

Particulars of Employees

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

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

Corporate Social Responsibility

Pursuant to the requirement under section 135 of the Companies Act, 2013 and Rules made thereunder a Report on CSR activities and initiatives taken during the year in the prescribed format is given in Annexure “E”, which is annexed hereto and forms part of the Directors’ Report. The policy is available on the website of the Company at the weblink: <https://www.ntcind.com/wp-content/uploads/2022/08/NTC-CSR-POLICY-2022.pdf>.

Risk Management Policy

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

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

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

Adequacy of Internal Financial Controls

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

Policy On Prevention of Insider Trading

Your Company has adopted a “Code of Practice & Procedure for Fair Disclosure” as envisaged under SEBI (Prohibition of Insider Trading) Regulations, 2015 with a view to Regulate trading in equity shares of the Company by the Directors and Designated Employees of the Company. The said Code is available on the website of the Company at the link: <https://www.ntcind.com/wp-content/uploads/2022/08/NTC-CODE-OF-PRACTICES-AND-PROCEDURES-FOR-FAIR-DISCLOSURE-OF-UNPUBLISHED-PRICE-SENSITIVE-INFORMATION.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 have 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.

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

During the year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations. Further, during the year under review, no applications were made, or no proceedings were pending as at the end of the year under the Insolvency and Bankruptcy Code, 2016.

Details of difference between amount of valuation done at time of one-time settlement and valuation done while taking loan from Banks/FI (s) along with reasons

The Company has not made any one-time settlement with the Banks.

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 Jariwala
Managing Director**

**Niraj Sinha
Director**

Place: Kolkata
Date: 30th May, 2022

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, 2022

[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, 2022, 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, 2022, 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;

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.
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

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 2022, 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 (COPPA).

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 BSE 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.

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) had ceased to act as the Managing Director of the Company w.e.f. 22nd May, 2021. Further, Mr. Priyawart Jariwala (DIN: 09148113) was appointed as an Additional Director in the Executive Category (Managing Director) of the Company for a period of three (3) years w.e.f. 22nd May, 2021, and Mr. Tapan Kumar Chakraborty (DIN: 09175798) was appointed as an Additional Director in the Non-Executive Category w.e.f. 22nd May, 2021. Further, Mr. Niraj Sinha (DIN: 06979287) was also appointed as an Additional Director in the Non-Executive Independent Category w.e.f. 25th April, 2021. Apart from this, there were no other 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 during the audit period, the Company had obtained approval of shareholders by way of Ordinary Resolution passed at its Annual General Meeting held on 29th September, 2021, for the following purposes: -

- i. Appointment of Mr. Priyawart Jariwala (DIN: 09148113) as Director in the Executive Category;
- ii. Appointment of Mr. Priyawart Jariwala (DIN: 09148113) as Managing Director of the Company, to hold office for a period of three (3) years w.e.f. 22nd May, 2021;
- iii. Appointment of Mr. Niraj Sinha (DIN: 06979287) as Director in the Non-Executive Independent Category, to hold office for a period of five (5) years w.e.f. 25th April, 2021;

- iv. Appointment of Mr. Tapan Kumar Chakraborty (DIN: 09175798) as Director in the Non-Executive Category;

I further report that:

- i. 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.

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
Peer Review Certificate No.: 1445/2021
UDIN: A053022D000430399

Date: 30th May, 2022
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, 2022)

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
Peer Review Certificate No.: 1445/2021
UDIN: A053022D000430399

Date: 30th May, 2022
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.

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, 2022

[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,
NTCIL Real Estate Private 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 NTCIL REAL ESTATE PRIVATE 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of the following laws and as shown to me, during my audit:

- i) The Companies Act, 2013 (“**the Act**”), amendments 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.

I further report that during the year under review, there were no actions/events in pursuance of Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder were not applicable to the Company.

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 further report that, the Company has complied with the following laws specifically applicable to the Company:

- (a) The Transfer of Property Act, 1882 as applicable;
- (b) Building and Other Construction Workers’ (Regulation of Employment and Conditions of Services) Act, 1996;
- (c) Indian Contract Act, 1872;
- (d) Indian Registration Act, 1908;
- (e) The provisions relating to material subsidiary as specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations/ guidelines/ circulars as may be issued by SEBI from time to time to the extent applicable.

I have also examined compliance with Secretarial Standards issued and mandated by the Institute of Company Secretaries of India.

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.

I further report that:

The Board of Directors of the Company is duly constituted in accordance with the provisions of the Act. During the year under review, Mr. Priyawart Jariwala was appointed as an Additional Director in the Non-Executive Category with effect from 25th April, 2021.

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 were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that during the audit period, the Company had obtained approval of shareholders by way of Ordinary Resolution passed at its Annual General Meeting held on 30th October, 2021 for change in designation of Mr. Priyawart Jariwala from Additional Director in the Non-Executive Category to a Director.

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
Peer Review Certificate No.: 1445/2021
UDIN: A053022D000433776

Date: 30/05/2022
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, 2022)

To
The Members,
NTCIL Real Estate Private 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
Peer Review Certificate No.: 1445/2021
UDIN: A053022D000433776

Date: 30/05/2022
Place: Kolkata

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, 2022:

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:

(₹ in Lacs)

Total Foreign Exchange earned and used	2021-22	2020-21
Foreign Exchange earned	1162.16	1211.42
Foreign Exchange used	62.36	415.16

For & on behalf of the Board

Place: Kolkata

Date: 30th May, 2022

Priyawart Jariwala
Managing Director

Niraj Sinha
Director

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 2021-22, ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2021-22.			
Name	Remuneration of directors/KMPs for the financial year 2021-22 (₹)	Ratio of the remuneration of each director to the median remuneration of the employees	% increase in Remuneration in the financial year 2021-22
Mr. Upmanyu Pathak, Managing Director (upto 22.05.2021)	1,07,973.00	0.44	(87.28)
Mr. Priyawart Jariwala, Managing Director (w.e.f 22.05.2021)	7,39,677.00	2.99	-
Mr. Prem Chand Khator, Chief Financial Officer	11,06,034.00	4.47	5.10
Mr. Sunil Kumar Varma, Company Secretary Cum Compliance Officer	5,40,112.00	2.18	13.32

Percentage increase in the median remuneration of employees in the financial year:	Median Remuneration during the year was ₹ 2,40,830.92. The median remuneration was decreased by (0.54)%.		
Number of permanent employees on the rolls of company:	68*		
Explanation on the relationship between average increase in remuneration and company performance:	The Profit before Tax for the financial year ended March 31, 2022 decreased by (35.72%) whereas the decrease in median remuneration was (0.54)%.		
Comparison of the remuneration of the key managerial personnel against the performance of the Company:			
Name	Remuneration (₹ in lacs)	PBT (₹ in lacs)	As a % of PBT
Mr. Upmanyu Pathak	1.08	549.50	0.20
Mr. Priyawart Jariwala	7.39	549.50	1.35
Mr. Prem Chand Khator	11.06	549.50	2.01
Mr. Sunil Kumar Varma	5.40	549.50	0.98
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	2020-21	2021-22
	Market Capitalization (₹)	668,266,800.00	1,101,834,000.00
	PE Ratio	21.52	24.80
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:	<p>a) Average increase/(Decrease) in remuneration of employees other than the Managerial Personnel -: (4.86)%.</p> <p>b) Average increase/(Decrease) in remuneration of Managerial Personnel -: 4.89%</p>
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 2020-21 & 2021-22 respectively.*

For & on behalf of the Board

Place: Kolkata
Date: 30th May, 2022

Priyawart Jariwala
Managing Director

Niraj Sinha
Director

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

1. A Brief outline on CSR Policy of the Company:

The Company has framed Corporate Social Responsibility (CSR) Policy in accordance with the provisions of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 & Schedules thereof. The Policy comprises of the Composition of the Committee together with their responsibilities. It enumerates the list of activities for channelizing the amount of expenditure towards Corporate Social Responsibility. CSR Committee has proposed to contribute 2% of Company's average net profits made during the three immediately preceding financial years in Sri S.L. Dugar Charitable Trust, which has an established track record of three years in undertaking educational activities. The Trust owns “**The Aryan School**” and is eligible to channelize the entailed expenditure for CSR activities. These goals contribute to and are covered by activities listed in the Schedule VII of Section 135 of the Companies Act, 2013.

The CSR Policy of the Company as approved by the Board of Directors is available on the Company's website at the link: <https://www.ntcind.com/wp-content/uploads/2022/08/NTC-CSR-POLICY-2022.pdf>.

2. Composition of CSR Committee is as under:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Niraj Sinha	Chairman	2	2
2	Gaurav Somani	Member	2	2
3	Priyawart Jariwala	Member	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://www.ntcind.com/wp-content/uploads/2022/08/NTC-CSR-POLICY-2022.pdf>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : Not applicable

6. Average net profit of the company as per section 135(5) : ₹ 3,95,92,966.00

7. (a) Two percent of average net profit of the company as per section 135(5) : ₹ 7,91,859.32

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

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

(d) Total CSR obligation for the financial year (7a+7b-7c) : ₹ 7,91,859.32

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

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
8,00,000	Not applicable				

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

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/ No)	(5) Location of the project		(6) Project duration	(7) Amount allocated for the project (in ₹)	(8) Amount spent in the current financial Year (in ₹)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	(10) Mode of Implementation - Direct (Yes/No)	(11) Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
Not Applicable												

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

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act	(4) Local area (Yes/ No)	(5) Location of the project		(6) Amount spent for the project (in ₹)	(7) Mode of implementation - Direct (Yes/No)	(8) Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Promotion of Education and Health care service	Promoting Education	Yes	West Bengal		8,00,000/-	No	Sri. S.L. Dugar Charitable Trust	CSR00012491

(d) Amount spent in Administrative Overheads : Nil

(e) Amount spent on Impact Assessment, if applicable : Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : ₹ 8,00,000/-

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

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	7,91,859.32
(ii)	Total amount spent for the Financial Year	8,00,000.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	8,140.68
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	8,140.68

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer.	
Not Applicable							

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed /Ongoing.
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset wise details): Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For & on behalf of the Board

Priyawart Jariwala
Managing Director

Niraj Sinha
Chairman of CSR Committee

Place: Kolkata
Date: 30th May, 2022

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

(₹ in hundreds)

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-22	31-Mar-22	31-Mar-22	31-Mar-22
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	1,000	1,000	1,000	1,000
Reserves & surplus	566,354	1,781,414	-998	-1760
Total assets	710,767	2,219,262	298	3,079
Total Liabilities	710,767	2,219,262	298	3,079
Investments	-	-	-	-
Turnover	287,133	600,417	-	-
Profit before taxation	186,792	422,473	-112	-238
Provision for taxation	52,000	100,000	-	-
Profit after taxation	134,792	322,473	-112	-238
Proposed Dividend	-	-	-	-
% of shareholding	100%	100%	100%	100%

Notes:

- Names of subsidiaries which are yet to commence operations –NTCIL Realty Pvt. Ltd. and NTCIL Siliguri Estate Pvt. Ltd. are yet to commence operations.

Names of subsidiaries which have been liquidated or sold during the year- None

Part "B": Associates and Joint Ventures

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	NOT APPLICABLE			
Extend of Holding %				
Description of how there is significant influence				
Reason why the associate/joint venture is not consolidated				
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				

For and on behalf of the Board

Priyawart Jariwala
Managing Director

Niraj Sinha
Director

Sunil Kumar Varma
Company Secretary

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

The year 2021-22 started off with COVID 2nd wave impacting business in the first two months. Restricted mobility and restrictions led to significant drop in consumption. As the 2nd wave receded, industry volumes picked up and improved quarter-on-quarter. COVID 3rd wave during the end of third and beginning of fourth quarters had minimal impact on volume recovery.

Industry volumes in 2021-22 were 3% lower than pre-pandemic level though 14% higher than 2020-21. This recovery was led by a combination of consumer trends broadly centered around affordable (convenient price point) aspiration, variety in the form of indigenous flavors and milder smoker experience.

Though the market conditions were not favorable and the same was challenging for the company as 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.

After the Union Budget 2020, 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 above 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 tobacco, gutkha and smuggled cigarettes constitute for about 89% of total tobacco consumption in India, according to TII.

The discriminatory taxation policy, harsh pictorial warning almost covering both front and back side of packets 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. 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 customers while upgrading and developing new brands. Your company will launch new brands in the 64 mm, 69 mm and 84 mm segments in the near-term in new designs across various places in India.

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:

SI. NO.	Particulars	For the year ended March 31st, 2022	For the year ended March 31st, 2021	Reasons for significant change (if any)
1.	Debtors Turnover	4.72	5.51	-
2.	Inventory Turnover	4.04	4.29	-
3.	Interest Coverage Ratio	23.78	32.64	Due to decrease in profit due to increase in raw material cost
4.	Current Ratio	5.29	3.18	Decrease in trade payable due to less procurement at year end
5.	Debt Equity Ratio	0.03	0.04	-
6.	Operating Profit Margin (%)	19.02%	31.32%	Due to increase in raw material cost
7.	Net Profit Margin (%)	14.73%	22.34%	Due to increase in raw material cost

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 preceding financial year.

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

SI. NO.	Particulars	For the year ended March 31st, 2022	For the year ended March 31st, 2021	Reasons for significant change (if any)
1.	Return on Net Worth	9.29%	16.44%	Due to decrease in profit due to increase in raw material cost

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.

Place: Kolkata
Date: 30.05.2022

For and on behalf of the Board

**Priyawart 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 endeavors 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 endeavoring 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, 2022, your Company's Board has a strength of 6 (Six) Directors comprising 1 (one) Executive, 3 (Three) Non Executive Independent and 2 (Two) Non-Executive Non-Independent. 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, 2022:

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. Priyawart Jariwala	Managing Director	Executive Director	-	-	-
Mr. Gaurav Somani	Director	Non-Executive & Independent Director	-	-	-
Mr. Amar Chand Baid	Director	Non-Executive & Independent Director	-	-	-
Mr. Niraj Sinha	Director	Non-Executive & Independent Director	-	-	-
Mr. Tapan Kumar Chakraborty	Director	Non-Executive 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 31.03.2022.
4. All independent directors have confirmed their independence to the Company.

Mr. Priyawart Jariwala, retires by rotation and being eligible, seeks re-appointment at the ensuing 31st Annual General Meeting (AGM). A brief resume of the director retiring by rotation seeking re-appointment, along with the nature of his expertise and the details of other directorships and the committee positions held by him and his shareholding 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, 2022, Eleven (11) meetings of the Board were held, i.e., on 25/04/2021, 22/05/2021, 29/06/2021, 10/08/2021, 28/10/2021, 03/11/2021, 12/11/2021, 17/12/2021, 01/02/2022, 14/02/2022 & 30/03/2022. 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 (29 th September, 2021)
	Held during directorship	Attended	
Mr. Upmanyu Pathak*	2	2	No
Mr. Priyawart Jariwala**	9	9	Yes
Mr. Gaurav Somani	11	11	Yes
Mr. Amar Chand Baid	11	11	No
Mr. Niraj Sinha***	10	10	Yes
Mr. Tapan Kumar Chakraborty****	9	9	No
Ms. Vembi Krishnamurthy Radha	11	11	Yes

* Resigned w.e.f 22.05.2021

** appointed w.e.f 22.05.2021

*** appointed w.e.f 25.04.2021

****appointed w.e.f 22.05.2021

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 30/03/2022. 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

In terms of Regulation 25(7) of the Listing Regulations, the Company organizes familiarization programmes for its Independent Directors to provide insights into the Company's operations. The Company periodically conducts presentations/programs to familiarize the Independent Directors with its strategy, operations and functions inclusive of important developments in various business divisions, and new initiatives undertaken by it. The details of programmes for familiarization of Independent Directors with the Company, including their duties and related matters are available on the website of the Company at: <https://www.ntcind.com/wp-content/uploads/2022/08/NTC-FAMILIARISATION-PROGRAMME.pdf>.

LIST OF CORE SKILL/EXPERTISE/COMPETENCIES

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

Director	Area of Expertise						
	Industry Experience	Technical Skill	Board Service & Governance	Finance & Accounting Experience	Strategic Planning	Sales & Marketing	Leadership
Mr. Upmanyu Pathak*	✓	✓	✓	✓	✓	✓	✓
Mr. Priyawart Jariwala**	✓	✓	✓	✓	✓	✓	✓
Mr. Gaurav Somani	✓	✓	✓	✓	✓	✓	✓
Mr. Amar Chand Baid	✓	✓	✓	✓	✓	✓	✓
Mr. Niraj Sinha***	✓	✓	✓	✓	✓	✓	✓
Mr. Tapan Kumar Chakraborty****	✓	✓	✓	-	✓	✓	✓
Ms. Vembi Krishnamurthy Radha	✓	✓	✓	✓	✓	-	✓

* Resigned w.e.f 22.05.2021

** appointed w.e.f 22.05.2021

*** appointed w.e.f 25.04.2021

****appointed w.e.f 22.05.2021

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 5 (Five) times during the financial year ended 31st March, 2022 on 29/06/2021, 10/08/2021, 03/11/2021, 12/11/2021 & 14/02/2022.

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	5	5
2	Ms. Vembi Krishnamurthy Radha	Member	5	5
3	Mr. Amar Chand Baid	Member	5	5

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, 2022, 2 (Two) meeting of the Remuneration Committee was held on 15th May, 2021 & 30th March, 2022.

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/2022/08/NTC-NOMINATION-REMUNERATION-POLICY.pdf]

Details of Remuneration of the Directors for the financial year ended 31st March, 2022 *Figures in (₹)*

Director	Consolidated Salary	Perquisites and other Benefits	Performance bonus/ Commission	Sitting Fees	Total
Mr. Upmanyu Pathak	1,07,973/-	9,232/-	-	-	1,17,205/-
Mr. Priyawart Jariwala	7,39,677/-	-	-	-	7,39,677/-

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 2021-22.

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 6 (Six) times on 29/06/2021, 10/08/2021, 31/08/2021, 11/10/2021, 02/12/2021 and 14/02/2021 during the period from 01/04/2021 to 31/03/2022.

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	6	6
2	Ms. Vembi Krishnamurthy Radha	Member	6	6
3	Mr. Amar Chand Baid	Member	6	6

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)

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee of the Board in terms of the requirements of Section 135 of the Companies Act, 2013 and Rules framed thereunder.

COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee comprises of Mr. Niraj Sinha, Mr. Gaurav Somani, and Mr. Priyawart Jariwala. Mr. Niraj Sinha, Non Executive-Independent Director acts as a Chairman of the Committee. Mr. Sunil Kumar Varma, Company Secretary and Compliance Officer of the Company acts as the Secretary of the Committee.

TERMS OF REFERENCE

1. To formulate and recommend to the Board, a Policy on Corporate Social Responsibility which shall include the activities to be undertaken by the Company to discharge its Corporate Social Responsibility.
2. Recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company to discharge its Corporate Social Responsibility.
3. Monitor the Corporate Social Responsibility Policy of the Company from time to time.
4. Any other matter/thing as may be considered expedient by the Members in furtherance of, and to comply with the Corporate Social Responsibility Policy of the Company.

During the financial year ended 31st March, 2022, 2 (Two) meeting of the Remuneration Committee was held on 1st February, 2022 & 14th February, 2022.

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

Sl. No.	Name	Position	No. of Committee Meetings	
			Held	Attended
1	Mr. Niraj Sinha	Chairman	2	2
2	Mr. Gaurav Somani	Member	2	2
3	Mr. Priyawart Jariwala	Member	2	2

CORPORATE SOCIAL RESPONSIBILITY CONTRIBUTION

In terms of Section 135 of the Act, read with the rules made thereunder, at least 2% of average net profits of last three financial years should be expended on CSR activities. The Company has contributed an amount of ₹ 8,00,000/- which exceeds 2% of its average net profits, to Sri S.L. Dugar Charitable Trust for activities related to promotion and improvement of education and animal welfare.

CORPORATE SOCIAL RESPONSIBILITY REPORT

The Corporate Social Responsibility Report for the year ended 31st March, 2022 is attached as Annexure –D to the Board's Report.

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/2022/08/NTC-POLICY-ON-MATERIAL-SUBSIDIARY.pdf>. As on 31.03.2022, no other subsidiary other than NTCIL Real Estate Private Limited qualifies to be a material subsidiary of the Company. The Company has complied with the corporate governance requirements with respect to its subsidiaries as required under Regulation 24 of the Listing Regulations.

5. CODE OF CONDUCT

The Company is consistently endeavoring 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 at 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 2021-22."

Priyawart Jariwala
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 at 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
2020-21	30 th A.G.M	Wednesday, 29 th September, 2021	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)	-
2019-20	29 th A.G.M	Tuesday, 29 th 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	28 th A.G.M	Saturday, 31 st August, 2019	03.00 p.m	The Aryans School, 149 B.T. Road, Kolkata- 700058	-

(b) During the year under review, 1 (One) extra-ordinary general meeting of the shareholders held as follows:

Sl. No.	Date of Meeting	Venue	No. of Resolutions
1	01.02.2022	Meeting held through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)	1. Appointment of M/s R. Rampuria & Co.as Statutory Auditors to fill the Casual Vacancy(Ordinary Resolution)

The voting pattern of the same was as follows:

Date of Meeting: 01.02.2022

ITEM NO.1: TO APPOINT M/S R. RAMPURIA & CO. AS THE STATUTORY AUDITOR TO FILL THE CASUAL VACANCY-SPECIAL RESOLUTION

Particular	No. Of Votes caste through remote e voting	No. of Votes cast through e voting the meeting	Total (1)+(2)= (3)	% of total no. of valid votes cast
(1).Voted in favor of the resolution	8208740	-	8208740	99.98
(2).Voted against the resolution	1844	-	1844	0.02
Total	8210584	-	8210584	100.00
Invalid Votes	-	-	-	-

(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.

The Company has formulated a policy to govern its Related Party Transactions and the same has been uploaded on the website at the link: https://www.ntcind.com/wp-content/uploads/2019/09/Policy-on-Determination-of-Materiality_ntc.pdf

- 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, 2022.

- 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:
- Minutes of the Board Meetings of the Subsidiary Companies are placed before the Board Meeting of the Company.
 - The Audit Committee of the Company reviews the Financial Statements, in particular the investments made by the Subsidiary Companies.
 - 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/2022/08/NTC-POLICY-ON-MATERIAL-SUBSIDIARY.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 29(b) to the Consolidated Financial Statements.
- j) The company has complied with the Corporate Governance Requirements specified in Regulations 17 to 27 and Regulation 46(2) (b) to (i) of the LODR Regulations, 2015.
- k) **Certificate from Company Secretary in Practice:** Ms. 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.

- 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.
- The quarterly financial results and annual audited financial results of the Company are sent to The Calcutta Stock Exchange Limited and BSE Limited.
- The Company's financial results are also displayed on its website, www.ntcind.com.
- In compliance of listing obligations requirements your company has designated an e-mail id as investors@ntcind.com especially for its investors.
- No presentation was made to the institutional investors or to the analysts during the year under review.
- The Company's website does not display any official news releases.
- 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. 2021-22

Date	:	Saturday, 24 th September, 2022
Venue	:	To be held through Video Conference ("VC") or Other Audio Visual Means ("OAVM")

Time	:	12.30 P.M.
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Financial Calendar

Financial year: 1st April, 2021 to 31st March, 2022

For the year ended 31st March, 2022, results were adopted on:

- 10th August, 2021: First quarter (Un-audited)
- 12th November, 2021: Half yearly (Un-audited)
- 14th February, 2022: Third quarter (Un-audited)
- 30th May, 2022: Annual (Audited)

For the year ending 31st March, 2023, the results are likely to be adopted:

- on or before 14th August, 2022: First quarter (Un-audited)
- on or before 14th November, 2022: Half yearly (Un-audited)
- on or before 14th February, 2022: Third quarter (Un-audited)
- on or before 30th May, 2023: 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 2022-23 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, 17 th Floor, Dalal Street, Fort, Mumbai – 400 001	www.cdslindia.com

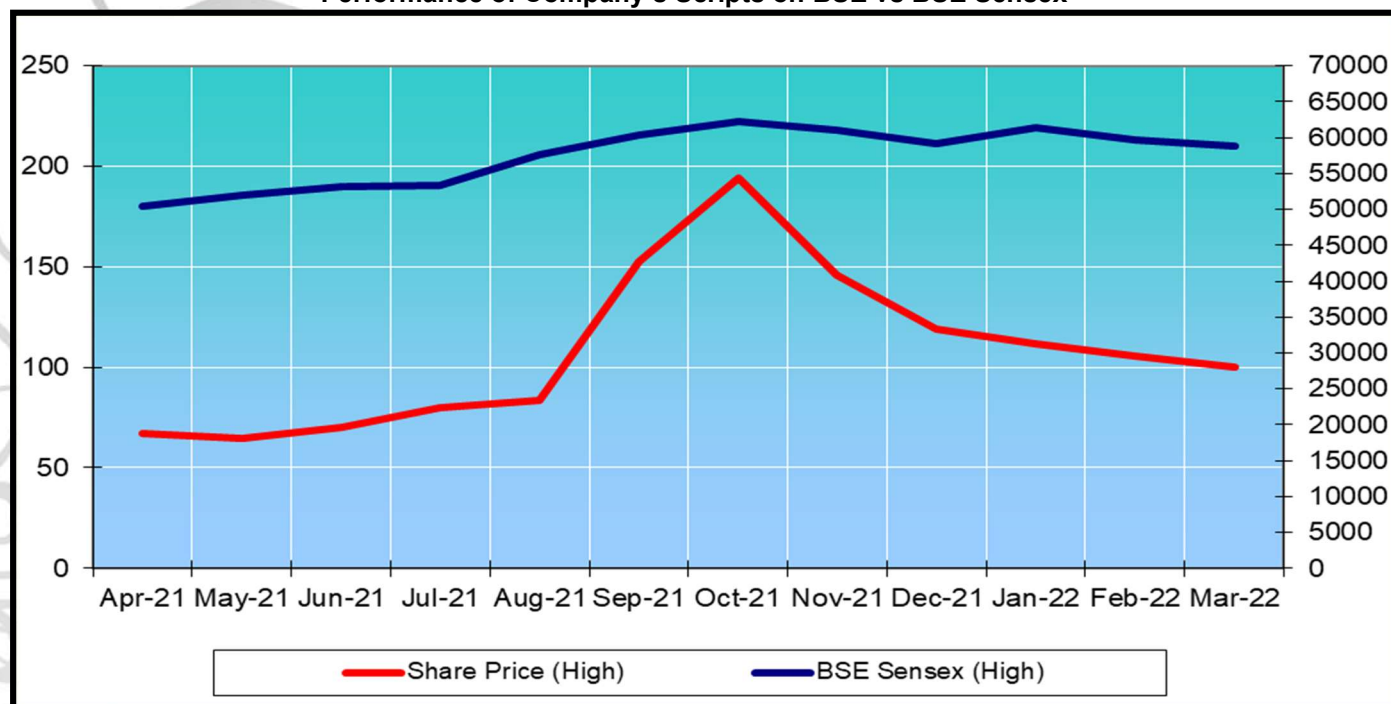
The International Securities Identification Number (ISIN) allotted to Company's securities under the Depository system is INE920C01017.

Market price data

The monthly high and low share price data at the BSE Limited for the financial year 2021-22:

Month	Share Price (High)	Share Price (Low)	BSE Sensex (High)	BSE Sensex (Low)
Apr-21	67.00	54.50	50,375.77	47,204.50
May-21	64.80	56.20	52,013.22	48,028.07
Jun-21	69.85	57.60	53,126.73	51,450.58
Jul-21	79.80	60.00	53,290.81	51,802.73
Aug-21	83.80	66.25	57,625.26	52,804.08
Sep-21	152.65	72.50	60,412.32	57,263.90
Oct-21	194.00	110.20	62,245.43	58,551.14
Nov-21	145.95	108.00	61,036.56	56,382.93
Dec-21	119.00	101.80	59,203.37	55,132.68
Jan-22	111.60	97.05	61,475.15	56,409.63
Feb-22	105.75	83.05	59,618.51	54,383.20
Mar-22	100.00	80.60	58,890.92	52,260.82

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@nicetechpl.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 2021-22.

Pursuant to the provisions of regulation 40(9) of SEBI (LODR) Regulations, 2015, a certificate on a 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.

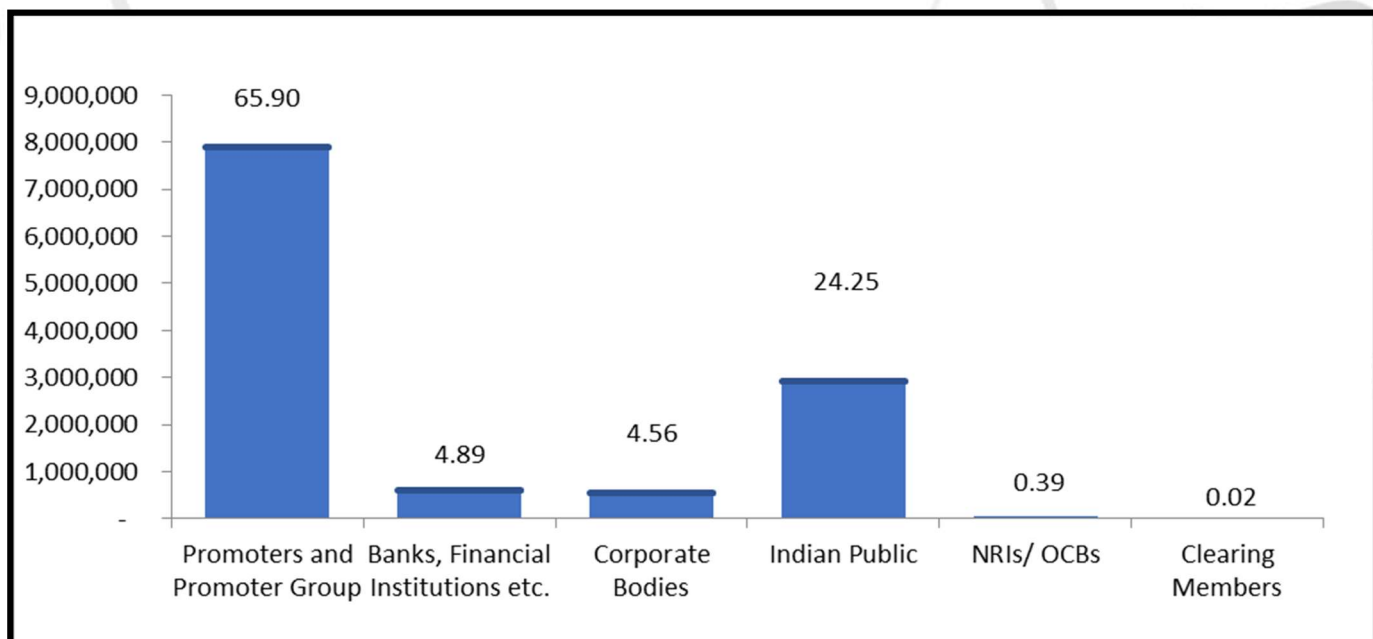
Distribution of Shareholding

Distribution of shareholding by size as on 31st March 2022

Range of Shares	Number of Shareholders	% Of Shareholders	No. of Shares	% Of Shares
Up to 500	6916	92.84	608,793	5.10
501 – 1000	291	3.91	233,428	1.95
1001 – 5000	171	2.3	400,600	3.35
5001 – 10000	18	0.24	139,579	1.17
10001 – 50000	32	0.43	605,182	5.07
50001 – 100000	9	0.12	616,202	5.16
100001 and above	12	0.16	9,340,216	78.20
Total	7449	100.00	1,19,44,000	100.00

Distribution of shareholding by category as on 31st March 2022

Category	Number of Shares	% to Total
Promoters and Promoter Group	7,870,699	65.90
Banks, Financial Institutions etc.	583,900	4.89
Corporate Bodies	544,366	4.56
Indian Public	2,896,370	24.25
NRIs/ OCBs	46,797	0.39
Clearing Members	1,868	0.02
Total	11,944,000	100.00



List of Top Ten Shareholders as on 31st March, 2022

Sl. No.	Name of the Shareholder	No. of Shares held	% of Shareholding
1	Sheetal Dugar	1933424	16.19
2	YMS Finance Private Limited	1910122	15.99
3	Vinod Dugar	1491523	12.49
4	Loka Properties Private Limited	1239405	10.38
5	Khatod Investments & Finance Company Limited	921225	7.71
6	Nexpact Ltd	582000	4.87
7	Ankur Constructions Private Limited	375000	3.14
8	Maheswari Plaza Resorts Limited	280233	2.35
9	Manisha Pincha	203307	1.70
10	Bhanu Satishchandra Doshi	186448	1.56

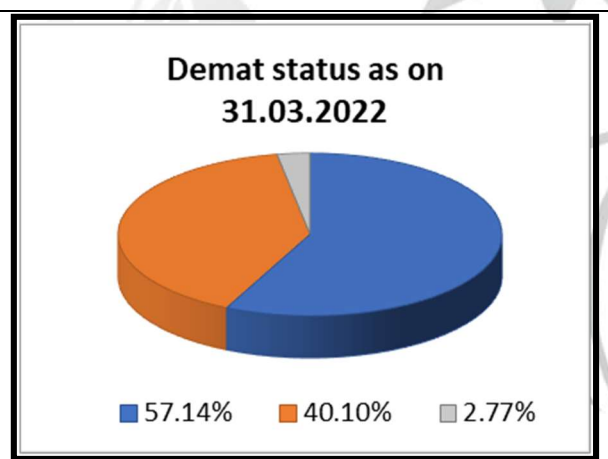
Details of shares held by Directors as on 31st March, 2022

Name of Director	No. of Equity Shares	% of Total holding
Mr. Priyawart Jariwala	Nil	Nil
Mr. Niraj Sinha	Nil	Nil
Mr. Amar Chand Baid	Nil	Nil
Mr. Gaurav Somani	Nil	Nil
Mr. Tapan Kumar Chakraborty	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 2022

Status of Dematerialisation	No. of Shares	% of Total Shares
Share held in NSDL	6,824,709	57.14%
Share held in CDSL	4,788,952	40.10%
Shares held in physical form	330,339	2.77%



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: 30th May, 2022

Priyawart 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, 2022, 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.	NIRAJ SINHA	06979287	Independent Director	25/04/2021
5.	PRIYAWART JARIWALA	09148113	Managing Director	22/05/2021
6.	TAPAN KUMAR CHAKRABORTY	09175798	Director	22/05/2021
7.	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
Peer Review Certificate No.: 1445/2021
UDIN: A053022D000433567

Date: 30th May, 2022
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 2022 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.
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
Peer Review Certificate No.: 1445/2021
UDIN: A053022D000433567

Date: 30th May, 2022
Place: Kolkata

CEO / CFO CERTIFICATION

To,
The Board of Directors,
ntc industries limited

We, Priyawart 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, 2022 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, 2022 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: 30th May, 2022

Priyawart 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, 2022, 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, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No.	Key Audit Matter	Auditor's Response
1	<p>Litigations and claims - provisions and contingent liabilities</p> <p>Refer note 38 to 41 to the standalone financial statements.</p> <p>The Company is involved in indirect tax and other litigations ('litigations') that are pending with different statutory authorities.</p> <p>The level of management judgement associated with determining the need for, and the quantum of, provisions for any liabilities arising from these litigations is considered to be high. This judgement is dependent on a number of significant assumptions and assessments which involves interpreting the various applicable</p>	<p>Our key procedures included, but not limited to, the following:</p> <ul style="list-style-type: none">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 the probability of an unfavourable outcome of a given proceeding

<p>rules, regulations, practices and considering precedents in the various jurisdictions.</p> <p>This matter is considered as a key audit matter, in view of the uncertainty regarding the outcome of these litigations, the significance of the amounts involved and the subjectivity involved in management's judgement as to whether the amount should be recognized as a provision or only disclosed as contingent liability in the standalone financial statements.</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p>	<p>and the reliability of estimates of related amounts;</p> <p>d) Performed substantive procedures on the underlying calculations supporting the provisions recorded;</p> <p>e) Assessed the management's conclusions through understanding relevant judicial precedents in similar cases and the applicable rules and regulations;</p> <p>f) Engaged subject matter specialists to gain an understanding of the current status of litigations and monitored changes in the disputes, if any, through discussions with the management and by reading external advice received by the Company, where relevant, to validate management's conclusions; and</p> <p>g) Assessed the appropriateness of the Company's description of the accounting policy, disclosures related to litigations and whether these are adequately presented in the standalone financial statements.</p>
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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, 2020 ("the Order") issued by the Central Government in terms of sub-section (11) 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, 2015.
 - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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. Refer note 38 to 41 to the 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.
 - IV. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
(c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement; and
 - V. The company has not declared or paid any dividend during the year.

For **R RAMPURIA & COMPANY,**
Chartered Accountants
FRN: 325211E

(CA Rajendra Rampuria)
(Partner)
Membership Number: 108771

Date: 30/05/2022
Place: Kolkata
UDIN: 22108771AJXREB5661

ANNEXURE A

(REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF NTC INDUSTRIES LIMITED FOR THE YEAR ENDED MARCH 31, 2022)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i.
 - (a) (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) Property, Plant and Equipment have been physically verified by the management at reasonable intervals during the year and no material discrepancies were identified on such verification.
 - (c) According to the information and explanations given by the management, the title deeds of all immovable properties disclosed in the financial statements are held in the name of the Company.
 - (d) The Company has not revalued its Property, Plant and Equipment and its intangible assets during the year and accordingly, reporting under clause (i)(d) of paragraph 3 of the Order is not applicable.
 - (e) According to the information and explanations given by the management, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder and accordingly, reporting under clause (i)(e) of paragraph 3 of the Order is not applicable.
- ii.
 - (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification, coverage & procedure of such verification is reasonable and appropriate. No material discrepancies were noticed on such verification.
 - (b) The company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii.
 - (a) During the year the Company has provided loans or provided advances in the nature of loans, or given guarantee, or provided security to any other entity.
 - (A) The details of such loans or advances and guarantees or security to subsidiaries, Joint Ventures and Associates are as follows:

	Guarantees (₹ In Lakhs)	Security (₹ In Lakhs)	Loans (₹ In Lakhs)	Advances (₹ In Lakhs)
Aggregate amount granted/provided during the year				
- Subsidiaries	-	-	-	216.04
- Joint Ventures				
- Associates				
Balance Outstanding as at balance sheet date in respect of above cases				
- Subsidiaries				
- Joint Ventures				
- Associates	-	-	-	3.99

AND

- (B) The details of such loans or advances and guarantees or security to parties other than subsidiary, joint ventures and associates are as follows:

	Guarantees (₹ In Lakhs)	Security (₹ In Lakhs)	Loans (₹ In Lakhs)	Advances (₹ In Lakhs)

Aggregate amount granted/provided during the year				
- Others	-	-	2838.00	-
Balance Outstanding as at balance sheet date in respect of above cases				
- Others	-	-	2791.15	-

- (b) During the year the investments made, or guarantees provided, or securities given by the Company and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the interest of the Company.
- (c) In case of the loans and advances in the nature of loan, schedule of repayment of principal and payment of interest have not been stipulated. In the absence of stipulation of repayment terms, we are unable to comment on the regularity of repayment of principal and payment of interest.
- (d) In case of the loans and advances in the nature of loan, schedule of repayment of principal and payment of interest have not been stipulated. Hence, the requirement under paragraph 3(iii)(d) of the Order are not applicable to the company.
- (e) According to the information explanation provided to us, the loan or advance in the nature of loan granted has not fallen due during the year. Hence, the requirements under paragraph 3(iii)(e) of the Order are not applicable to the Company.
- (f) According to the information explanation provided to us, the Company has granted loans and/or advances in the nature of loans which are repayable on demand without specifying any terms or period of repayment.

	All Parties(₹)	Promoter(₹)	Related Parties(₹)
Aggregate amount of loans/ advances in nature of loans			
-Repayable on demand (A)	-	-	2838.00
-Agreement does not specify any terms or period of repayment (B)			
Total (A+B)	-	-	2838.00
Percentage of loans/ advances in nature of loans to the total loans	-	-	67.06%

- iv. According to the information and explanations given by the management, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted and investments made and guarantees and securities provided, as applicable.
- v. According to the information and explanations given by the management, the Company has not accepted any deposits from the public within the meaning of section 73 to 76 of the Companies Act, 2013 and the rules framed there under. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this respect.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 for the business activities carried out by the Company and accordingly, reporting under clause (iii)(f) of paragraph 3 of the Order is not applicable.
- vii.
- (a) According to the information and explanations given by the management and the records of the Company examined by us, in our opinion, undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess have been regularly deposited by the company with appropriate authorities in all cases during the year.

No undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess

and any other statutory dues were in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given by the management and examination of records of the Company, the outstanding dues of income-tax, goods and service tax, customs duty, cess and any other statutory dues on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ In Lacs)	Period to which the amount relates	Forum where dispute is 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. According to the information and explanations given by the management, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year and accordingly, reporting under clause (viii) of paragraph 3 of the Order is not applicable.

- ix.
- (a) In our opinion and according to the information and explanations given by the management, the company has not defaulted in repayments of loans or borrowings or in repayment of interest thereon to any lender.
- (b) The company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the order is not applicable to the Company.
- (d) According to the information and explanations given to us and the procedures performed by us and on an overall examination of the financial statements of the company, we report that no funds raised on short term basis have been used for long term purposed by the company.
- (e) According to the information explanation given by the management, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures and accordingly, reporting under clause (ix)(e) of paragraph 3 of the Order is not applicable.
- (f) According to the information explanation given by the management, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures and accordingly, reporting under clause (ix)(f) of paragraph 3 of the Order is not applicable.

- x.
- (a) According to the information and explanations given by the management, the Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments) and accordingly, reporting under clause (x)(a) of paragraph 3 of the Order is not applicable.
- (b) According to the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year and accordingly, reporting under clause (x)(b) of paragraph 3 of the Order is not applicable.

- xi.
- (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year (and upto the date of this report) and accordingly, reporting under clause (xi)(c) of paragraph 3 of the Order is not applicable.

- xii. In our opinion and according to the information and explanations given by the management, the Company is not a Nidhi Company and accordingly, reporting under clause (xii) of paragraph 3 of the Order is not applicable.

- xiii. According to the information and explanations given by the management and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv.
- (a) In our opinion, the company has adequate internal audit system commensurate with size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given by the management, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company and accordingly, reporting under clause (xv) of paragraph 3 of the Order is not applicable.
- xvi.
- (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, reporting under clause (xvi)(a) of paragraph 3 of the Order is not applicable.
- (b) The Company has not conducted any Non-Banking Financial activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Further, the Company has not conducted any Housing Finance activities during the year.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India.
- (d) The Group does not have more than one CIC and accordingly, reporting under clause (xvi)(d) of paragraph 3 of the Order is not applicable.
- xvii. The Company has not incurred cash losses in the current financial year in the immediately preceding financial year and accordingly, reporting under clause (xvii) of paragraph 3 of the Order is not applicable.
- xviii. There has been resignation of the statutory auditor during the year and, there were no issues, objections or concerns raised by the outgoing auditor.
- xix. According to the information and explanations given by the management and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. According to the information and explanations given by the management, the provisions of section 135 of the Act are applicable to the Company. The Company has made the required contributions during the year and there are no unspent amounts which are required to be transferred either to a Fund or to a Special Account as per the provisions of section 135 of the act read with schedule VII and accordingly, reporting under clause (xx) of paragraph 3 of the Order is not applicable.

For **R RAMPURIA & COMPANY**,
Chartered Accountants
FRN: 325211E

(CA Rajendra Rampuria)
(Partner)
Membership Number: 108771

Date: 30/05/2022
Place: Kolkata
UDIN: 22108771AJXREB5661

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, 2022 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March

31, 2022, 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 **R RAMPURIA & COMPANY,**
Chartered Accountants
FRN: 325211E

(CA Rajendra Rampuria)
(Partner)
Membership Number: 108771

Date: 30/05/2022
Place: Kolkata
UDIN: 22108771AJXREB5661

BALANCE SHEET

as at 31st March 2022

Sl. No.	Particulars	Note No.	As at 31 March 2022 (₹ in Lacs)	As at 31 March 2021 (₹ in Lacs)
A	ASSETS			
	1. Non-current assets			
	(a) Property, Plant and Equipment	4A	691.10	466.97
	(b) Capital work-in-progress	4B	22.19	285.43
	(c) Other Intangible Assets	4C	0.76	0.96
	(d) Financial assets			
	(i) Investments	5	437.44	218.20
	(e) Deferred tax assets (net)	6	44.57	67.16
	(f) Other non-current assets	7	356.69	359.19
	Total non-current assets		1,552.75	1,397.91
	2. Current assets			
	(a) Inventories	8	440.57	790.79
	(b) Financial Assets			
	(i) Trade Receivables	9	460.06	594.08
	(ii) Cash and cash equivalents	10	117.87	644.61
	(iii) Loans	11	4,232.28	3,510.19
	(c) Other current assets	12	743.34	688.35
	Total current assets		5,994.12	6,228.02
	Total assets		7,546.87	7,625.93
B	EQUITY AND LIABILITIES			
	1. Equity			
	(a) Equity share capital	13A	1,194.40	1,194.40
	(b) Other equity	13B	4,718.23	4,006.53
	Total equity		5,912.63	5,200.93
	2. Non-current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	14	200.00	200.00
	(b) Provisions	15	300.91	268.52
	Total non-current liabilities		6,413.54	5,669.45
	3. Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	16	357.72	248.31
	(ii) Trade Payables	17		
	(a) Total Outstanding dues of Micro, Small & Medium Enterprises		17.18	29.69
	(b) Total Outstanding dues of Creditors Others Than Micro, Small & Medium Enterprises		73.01	626.66
	(b) Other current liabilities	18	657.29	844.62
	(c) Provisions	19	-	87.07
	(d) Current Tax Liabilities (Net)	20	28.13	120.13
	Total current liabilities		1,133.33	1,956.48
	Total equity and liabilities		7,546.87	7,625.93

The accompanying notes 1 to 43 are an integral part of the Financial Statements

As per our report of even date attached

For R. RAMPURIA & COMPANY

Chartered Accountants

Firm registration No. 325211E

For and on behalf of the Board

Priyawart Jariwala
Managing Director

Niraj Sinha
Director

CA RAJENDRA RAMPURIA

Partner

Membership No. 108771

Place : Kolkata.

Date : 30.05.2022

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

STATEMENT OF PROFIT AND LOSS

for the year ended 31st March 2022

Sl. No.	Particulars	Note No.	Year ended March 31, 2022 (₹ in Lacs)	Year ended March 31, 2021 (₹ in Lacs)
I	Revenue From Operations	21A	2,485.64	2,376.38
II	Other income	22	530.24	439.19
III	Total Income (I+II)		3,015.88	2,815.57
IV	EXPENSES			
	Cost of materials consumed	23	703.87	1,101.36
	Purchases of stock-in-Trade	24	114.39	17.01
	Changes in inventories of finished goods, Stock-in-Trade & work-in-progress	25	298.15	(345.41)
	Excise Duty		192.51	188.43
	Employee benefits expense	26	292.01	313.20
	Finance costs	27	24.12	27.02
	Depreciation		64.83	50.55
	Other expenses	28	776.50	608.56
	Total Expenses		2,466.38	1,960.72
V	Profit/(Loss) before exceptional items and taxes (III-IV)		549.50	854.85
VI	Add / (Less) : Exceptional items			
VII	Profit/(Loss) before Tax (V-VI)		549.50	854.85
VIII	Tax expenses :			
	(a) Current tax	29	98.93	205.00
	(b) Deferred tax	29	22.59	25.70
	(c) Tax adjustments for earlier years		(16.30)	(4.77)
IX	Profit/ (loss) for the period after Tax (PAT)		444.28	628.92
X	Other Comprehensive Income			
	a. Item that will not be reclassified to profit or loss :			
	(i) Remeasurements of post-employment benefit obligations	30	48.18	20.19
	(ii) Changes in fair value of equity Instruments through other Comprehensive Income		219.24	(23.31)
	b. Income tax relating to items that will be reclassified to profit or loss			
	Total other comprehensive income (a+b)		267.42	(3.12)
XI	Total comprehensive income for the year (IX+X)		711.70	625.80
XII	Earnings per share: - Basic/Diluted (in ₹)		3.72	5.85

The accompanying notes 1 to 43 are an integral part of the Financial Statements

As per our report of even date attached

For R. RAMPURIA & COMPANY

Chartered Accountants

Firm registration No. 325211E

For and on behalf of the Board

Priyawart Jariwala
Managing Director

Niraj Sinha
Director

CA RAJENDRA RAMPURIA

Partner

Membership No. 108771

Place : Kolkata.

Date : 30.05.2022

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

CASH FLOW

for the year ended 31st March 2022

Sl.No.	Particulars	For the Year ended March 31, 2022 (₹ in Lacs)		For the Year ended March 31, 2021 (₹ in Lacs)	
A.	Cash flow from operating activities :				
	Net profit before tax as per Statement of Profit & Loss		549.50		854.85
	Adjustments for :				
	Depreciation	64.83		50.55	
	Unrealised Forex Gain	2.98			
	Interest paid	16.53		25.27	
	Interest received	(477.63)		(411.72)	
	Provision of Employee's retirement & current benefits	34.15	(359.14)	36.78	(299.12)
	Operating profit before working capital changes		190.36		555.73
	(Increase) / Decrease in inventories	350.22		(474.98)	
	(Increase) / Decrease in trade and other receivables	79.03		(913.08)	
	Increase / (Decrease) in trade payables & other payables	(753.50)	(324.25)	773.51	(614.55)
	Cash generated from operations		(133.90)		(58.82)
	Less: Direct taxes (paid) / refunds including interest (net)		(85.30)		(53.73)
	Net cash generated/(used) from operating activities		(219.20)		(112.55)
B.	Cash flow from investing activities :				
	Loan Repaid by Body Corporate	2,069.06			
	Increase/(decrease) in Fixed Assets & CWIP	(25.51)		(323.16)	
	Loan Given to Body Corporate	(2,771.00)		46.73	
	Interest received	327.03		411.72	
	Net cash from investing activities		(400.43)		135.29
C.	Cash flow from financing activities :				
	Proceeds from issue of shares			605.96	
	Proceeds / (repayment) of long term borrowings			(2.39)	
	Proceeds / (repayment) of short term borrowings	109.42		(1.27)	
	Interest paid	(16.53)		(25.27)	
	Net cash generated/(used) in financing activities		92.89		577.02
	Net increase/(decrease) in cash and cash equivalents (A+B+C)		(526.74)		599.76
	Cash and cash equivalents -Opening balance		644.61		44.85
	Cash and cash equivalents -Closing balance		117.87		644.61
	CASH AND CASH EQUIVALENTS COMPRISE:				
	Balances with bank		117.46		644.59
	Cash on hand		0.41		0.02
			117.87		644.61

As per our report of even date attached

For R. RAMPURIA & COMPANY

Chartered Accountants
Firm registration No. 325211E

For and on behalf of the Board

Priyawart Jariwala
Managing Director

Niraj Sinha
Director

CA RAJENDRA RAMPURIA

Partner

Membership No. 108771

Place : Kolkata.
Date : 30.05.2022

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31st MARCH 2022

A. Equity Share Capital (Refer Note No. 13A)

(₹ in Lacs)

(1) Current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period I,e 01/04/2021	Changes in equity share capital during the current year	Balance at the end of the current reporting period I,e 31/03/2022
Balance at the beginning of the current reporting period I,e 01/04/2021	1,194.40	-	1,194.40	1,194.40
(2) Previous reporting period				
Balance at the beginning of the previous reporting period I,e 01/04/2020	1,075.00	-	1,075.00	1,194.40
			119.40	1,194.40

(₹ in Lacs)

B. Other Equity (Refer Note No. 13B)

(1) Current reporting period	Reserves and Surplus				Items of other comprehensive income		Total
	Capital Reserve	Securities premium	Capital Redemption reserve	Retained Earnings	Transfer from Other comprehensive income	Equity instruments through other comprehensive income	
Balance at the April 1, 2021	152.50	486.56	264.40	2,943.38	5.64	154.05	4,006.53
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at April 1, 2021	152.50	486.56	264.40	2,943.38	5.64	154.05	4,006.53
Profit for the year	-	-	-	444.28	-	-	444.28
Other Comprehensive income/(loss)	-	-	-	-	48.18	219.24	267.42
Transferred to securities premium on allotment against preferential issue	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Balance at March 31, 2022	152.50	486.56	264.40	3,387.66	53.82	373.29	4,718.23

(2) Previous reporting period	Reserves and Surplus				Items of other comprehensive income		Total
	Capital Reserve	Securities premium	Capital Redemption reserve	Retained Earnings	Transfer from Other comprehensive income	Equity instruments through other comprehensive income	
Balance at the April 1, 2020	152.50	-	264.40	2,314.47	(14.55)	177.36	2,894.18
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at April 1, 2020	152.50	-	264.40	2,314.47	(14.55)	177.36	2,894.18
Profit for the year	-	-	-	628.91	-	-	628.91
Other Comprehensive income/(loss)	-	-	-	-	20.19	(23.31)	(3.12)
Transferred to securities premium on allotment against preferential issue	-	486.56	-	-	-	-	486.56
Transfer to retained earnings	-	-	-	-	-	-	-
Balance at March 31, 2021	152.50	486.56	264.40	2,943.38	5.64	154.05	4,006.53

NOTES TO FINANCIAL STATEMENTS

1. Corporate Information

The Standalone Financial Statements of “NTC Industries Limited” (“the Company”) are for the year ended 31st March 2022.

The Company is a domestic public limited company incorporated and domiciled in India and has its registered office at 149, B.T. Road, Kamarhati, Kolkata - 700058. The Company's shares are listed and traded on the Bombay Stock Exchange Ltd. (BSE) and The Calcutta Stock Exchange Limited (CSE). The company is engaged in business of manufacturing of Cigarette and Smoking Mixture.

2. 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.

New Standards/ amendments and other changes effective April 1, 2022

Ministry of Corporate Affairs notified amendments to the existing standards vide notification G.S.R 255(E) Dated: 23rd March, 2022. The effect of those amendments is not material.

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.

Fair Value Measurement

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 recognized in the period in which the estimate is revised if the revision affects only that period; they are recognized 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 realization 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 recognized 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 capitalized 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 derecognized 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 recognized 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 and Equipment	15 years
Factory Building	30 years

Intangible Assets

Intangible Assets that the Company controls and from which it expects future economic benefits are capitalized 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 recognized 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.

Plant, Property & Equipment	Useful life
Payroll Software	5 years

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 recognized in prior years are reversed when there is an indication that the impairment losses recognized no longer exist or have decreased. Such reversals are recognized 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 recognized in previous years.

Inventories

- Raw Materials: At lower of weighted average cost or net realizable value.
- Work in progress: At lower of cost or net realizable value.
- Finished Goods and Stock in trade: At lower of cost or net realizable value.
- Stores and Spares, Packing: At lower of Weighted average cost or net realizable 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 recognized 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 recognized 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) amortized 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 unrealized gains and losses arising from changes in the fair value being recognized 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 unrealized gains and losses arising from changes in the fair value being recognized 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 amortized 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 amortized 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 recognized 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 recognized at the value of the respective contractual obligations. They are subsequently measured at amortized cost. Financial liabilities are derecognized when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

Revenue

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

Revenue from the sale of goods includes excise and other duties which the Company pays as a principal, but excludes amounts collected on behalf of third parties, such as sales tax and value added tax. Revenue from the sale of goods is recognized 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 recognized in the periods in which the services are rendered to the customer except otherwise stated.

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

Interest income is recognized 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 recognized 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 recognized 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 recognized 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 utilized. 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 recognized 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 recognized 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.

3. Use of estimates and judgements

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

Key sources of estimation uncertainty

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

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

2. Fair value measurements and valuation processes:

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

3. Actuarial Valuation:

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

Notes to and forming part of Financial Statements

Note 4A - Fixed assets

(₹ in Lacs)

Particulars	Gross Block			Depreciation and Amortization				Net Book Value		
	As at 31st March, 2021	Additions	Withdrawals and adjustments	As at 31st March 2022	Upto 31st March, 2021	For the Year	On withdrawals and adjustments	Upto 31st March 2022	As at 31st March 2022	As at 31st March, 2021
Land	103.08	-	-	103.08	-	-	-	-	103.08	103.08
Factory Buildings	393.03	-	-	393.03	348.50	5.88	-	354.38	38.65	44.52
Other Building	5.50	-	-	5.50	0.98	0.18	-	1.16	4.34	4.52
Plant and Equipments	1,214.04	286.36	-	1,500.40	910.33	56.15	-	966.48	533.92	303.71
Furniture and Fixtures	3.07	-	-	3.07	2.84	0.04	-	2.89	0.18	0.23
Office Equipment	14.38	0.93	-	15.31	10.04	0.94	-	10.97	4.34	4.35
Computer	18.60	1.46	-	20.06	18.31	0.12	-	18.43	1.63	0.29
Vehicles	11.11	-	-	11.11	4.82	1.32	-	6.14	4.97	6.29
TOTAL	1,762.81	288.75	-	2,051.56	1,295.83	64.63	-	1,360.46	691.10	466.97
4B. Capital work-in-progress										
Plant & Machinery	285.43	22.19	285.43	22.19	-	-	-	-	22.19	285.43
4C. Intangible Assets										
Payroll Software	1.00	-	-	1.00	0.04	0.20	-	0.24	0.76	0.96

Particulars	As at 31st March 2022 (₹ in Lacs)	As at 31st March 2021 (₹ in Lacs)
5. Non-current Investment		
Investment in Equity, Trade Investments		
Quoted (at Fair Market Value, fully paid)		
RDB Realty & Infrastructure Ltd. (12,60,000 shares of Rs 10 each)	433.44	214.20
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	1.00
NTCIL Infrastructure Private Limited (10000 shares of Rs 10 each)	1.00	1.00
NTCIL Realty Private Limited (10000 shares of Rs 10 each)	1.00	1.00
NTCIL Siliguri Estate Private Limited (10000 shares of Rs 10 each)	1.00	1.00
TOTAL	437.44	218.20
6. Deferred tax assets (net)		
Deferred tax assets	67.16	92.86
Less : Deferred tax liabilities	(22.59)	(25.70)
TOTAL	44.57	67.16
7. Other assets		
Advances other than Capital Advances		
Deposit with Excise Authority	299.05	299.05
Security Deposits	57.64	60.14
TOTAL	356.69	359.19
8. Inventories		
(at lower of cost and net realisable value)		
Raw materials (including packing materials)	255.76	309.94
Work-in-progress	-	-
Finished goods (manufactured)	67.49	401.35
Stock-in-trade (goods purchased for resale)	37.61	1.90
Stores and Spares	79.71	77.60
TOTAL	440.57	790.79
9. Trade receivables (Current)		
(Unsecured, considered good)	460.06	594.08
TOTAL	460.06	594.08
Trade Receivables:-		
Ageing for trade receivables - current outstanding as at March 31, 2022 is as follows:		
Particulars	Ageing	Amt (₹ in Lacs)
(i) Undisputed Trade receivables – considered good	Less than 6 months	300.97
	6 months -1 year	22.23
	1-2 years	135.61
	2-3 years	1.25
	More than 3 years	-
TOTAL		460.06
Ageing for trade receivables - current outstanding as at March 31, 2021 is as follows:		
Particulars	Ageing	Amt (₹ in Lacs)
(i) Undisputed Trade receivables – considered good	Less than 6 months	377.01
	6 months -1 year	170.58
	1-2 years	46.49
	2-3 years	-
	More than 3 years	-
TOTAL		594.08
10. Cash and cash equivalents		
- Balances with bank	85.46	644.59
- Fixed Deposits (For lien against guarantees and letter of credit with maturity period less than 90 days)	32.00	-
- Cash on hand (As certified by the management)	0.41	0.02
TOTAL	117.87	644.61
11. Loans		
Loans to Related parties - Considered good,Unseured		
Loan to Body Corporate	2,791.15	-
Loans to Others than related parties - Considered good,Unseured		
Loan to Body Corporate (other than related)	1,441.13	3,510.19
TOTAL	4,232.28	3,510.19

Particulars	As at 31st March 2022 (₹ in Lacs)	As at 31st March 2021 (₹ in Lacs)	
12. Other assets			
Advances other than Capital Advances			
Advance to directors & officers of the company	2.58	7.08	
Advance to Suppliers	248.92	23.14	
Prepaid Expenses	4.20	5.93	
Advance to Subsidiary	5.58	111.63	
Other advances	404.35	388.55	
Others			
Balance with revenue authorities	77.72	149.02	
Interest Receivable	-	2.96	
TOTAL	743.34	688.35	
13A. Share Capital			
a. Authorised			
16,500,000 Equity Shares shares of ₹10 each	1,650.00	1,650.00	
3,500,000 Preference Shares of ₹10 each	350.00	350.00	
TOTAL	2,000.00	2,000.00	
b. Issued, subscribed and paid-up share capital			
11,944,000 Equity Shares shares of ₹10 each	1,194.40	1,194.40	
TOTAL	1,194.40	1,194.40	
c. Reconciliation of number of equity shares outstanding :			
Number of shares outstanding as at the beginning of the year	119.44	107.50	
Add : Number of shares issued during the year	-	11.94	
Less : Number of shares bought back during the year	-	-	
Number of shares outstanding as at the end of the year	119.44	119.44	
d. The rights, preferences and restrictions attaching to shares and restrictions on distribution of dividend and repayment of capital			
The Company has only class of equity shares having par value of ₹ 10/- per share. 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. Shareholders holding more than 5% shares	% Holding	% Holding	
	Shares held (No.)	Shares held (No.)	
1. Vinod Dugar	12.49%	17.34%	
	14,91,523	20,71,523	
2. Sheetal Dugar	16.19%	16.19%	
	19,33,424	19,33,424	
3. YMS Finance Private Limited (Formerly Pyramid Sales Private Limited)	15.99%	15.99%	
	19,10,122	19,10,122	
4. Loka Properties Private Limited	10.38%	10.38%	
	12,39,405	12,39,405	
5. Khatod Investments & Finance Company Limited	7.71%	7.71%	
	9,21,225	9,21,225	
f. Disclosure of Shareholding of Promoters :			
Disclosure of shareholding of promoters as at March 31, 2022 is as follows:			
Name of the promoter	Shares held (No.)	% of total shares	% Change during the year
Sheetal Dugar	19,33,424	16.19	0.00%
YMS Finance Private Ltd	19,10,122	15.99	0.00%
Vinod Dugar	14,91,523	12.49	4.86%
Loka Properties Private Ltd	12,39,405	10.38	0.00%
Khatod Investments & Finance Company Limited	9,21,225	7.71	0.00%
Ankur Construction Private Ltd	3,75,000	3.14	0.00%

Disclosure of shareholding of promoters as at March 31, 2021 is as follows:

Name of the promoter	Shares held (No.)	% of total shares	% Change during the year
Sheetal Dugar	19,33,424	16.19	0.00%
YMS Finance Private Ltd	19,10,122	15.99	9.33%
Vinod Dugar	20,71,523	17.34	0.00%
Loka Properties Private Ltd	12,39,405	10.38	0.00%
Khatod Investments & Finance Company Limited	9,21,225	7.71	0.00%
Ankur Construction Private Ltd	3,75,000	3.14	0.00%

g. 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.

Particulars	As at 31st March 2022 (₹ in Lacs)	As at 31st March 2021 (₹ in Lacs)
13B. Other equity		
Other equity consist of the following:		
(a) Capital Reserve	152.50	152.50
(b) Securities Premium	486.56	486.56
(c) Capital Redemption Reserve	264.40	264.40
(d) Retained Earnings	3,387.66	2,943.38
(e) Transfer from Other comprehensive income	53.83	5.64
(f) Equity instruments through other comprehensive income	373.29	154.05
TOTAL	4,718.24	4,006.53
*Refer statement of changes in equity for movement during the year.		
14. Borrowings		
Loan from other than related parties		
From other parties (Unsecured) (refer note no:38)	200.00	200.00
TOTAL	200.00	200.00
15. Provisions		
Provision for employee benefits		
Retirement benefits	300.91	268.52
TOTAL	300.91	268.52
16. Borrowings		
Loan from other than related parties		
HDFC Car Loan (Secured by hypothecation of Car)	1.05	2.37
Working Capital Loan from bank (Secured, repayable on demand) [For Working Capital Purpose. Secured by personal guarantee of directors and mortgaged by deposit of title deeds and hypothecation on stocks & debtors. The applicable Interest rate is Repo Rate plus 3.00%.]	356.67	245.94
TOTAL	357.72	248.31
17. Trade Payables		
(Unsecured, considered good)		
To Micro, Small & Medium Enterprises	17.18	29.69
To others	73.01	626.66
TOTAL	90.19	656.35

Trade Payables:-**Ageing for trade payables outstanding as at March 31, 2022 is as follows:**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade Payables					
MSME*	17.18	-	-	-	17.18
Others	73.01	-	-	-	73.01
Disputed Dues-MSME	-	-	-	-	-
Disputed Dues-Others	-	-	-	-	-

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Ageing for trade payables outstanding as at March 31, 2021 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade Payables					
MSME*	29.69	-	-	-	29.69
Others	624.15	2.51	-	-	626.66
Disputed Dues-MSME	-	-	-	-	-
Disputed Dues-Others	-	-	-	-	-

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	As at 31st March 2022 (₹ in Lacs)	As at 31st March 2021 (₹ in Lacs)
18. Other current Liabilities		
Revenue received in advance		
Advances from customers	380.37	608.85
Other Advances		
Advance from other than related party	2.22	3.19
Others		
Statutory liabilities	106.12	41.93
Advance from Subsidiary	-	-
Other Payables	168.58	190.66
TOTAL	657.29	844.62
19. Provisions		
Provision for employee benefits		
Retirement benefits	-	87.07
TOTAL	-	87.07
20. Current Tax Liabilities (net)		
Provision for Income Tax	303.93	374.00
Less : Advance Income Tax & TDS	275.80	253.87
TOTAL	28.13	120.13
21A. Revenue from operations		
Gross Revenue from sale of Products and services*	2,025.00	1,907.90
Sale of Services	459.40	462.78
Other operating Revenue		
Sale of Manufacturing Waste	1.24	5.69
TOTAL	2,485.64	2,376.38
* Net of sales returns and damaged stocks.		
21B. Gross Revenue from sale of Products and services*		
Sale of Goods (Cigarettes)		
- Sale of manufactured goods :		
- Domestic	582.11	525.68
- Export	1,402.33	1,358.70
- Sale of stock in trade (Agarbatti & Match Box)	40.56	23.52
TOTAL	2,025.00	1,907.90
22. Other Income		
Interest income	477.63	411.72
Interest on Income Tax Refund	3.15	7.79
Sundry balances / liabilities written back (net)	34.76	6.37
Foreign currency fluctuation gain	11.15	11.29
Other receipts	3.55	2.02
TOTAL	530.24	439.19
23. Cost of Material Consumed during the year		
Opening Stock of Raw Material	309.94	181.21
Add: Purchase of Raw Material	649.69	1,230.09
Less: Closing Stock of Raw Material	255.76	309.94
Consumption	703.87	1,101.36
24. Purchase of stock in trade		
Match Boxes,Agarbati	114.39	17.01
TOTAL	114.39	17.01
25. Change in inventories of finished goods and stock-in-trade		
Opening Stock of		
- Finished goods	401.35	52.21
- Stock - in - trade	1.90	5.63
Total (a)	403.25	57.84
Closing Stock of		
- Finished goods	67.49	401.35
- WIP	-	-
- Stock - in - trade	37.61	1.90
Total (b)	105.10	403.24
(Increase) / Decrease in inventories (a-b)	298.15	(345.41)

Particulars	As at 31st March 2022 (₹ in Lacs)	As at 31st March 2021 (₹ in Lacs)
26. Employee benefits expense		
Salaries , wages, bonus, allowances, etc	233.72	248.07
Contribution to provident and other fund	22.25	24.96
Staff welfare expenses	1.89	3.39
Provision for Gratuity	34.15	36.78
TOTAL	292.01	313.20
27. Finance costs		
Interest paid	15.33	23.52
Interest paid against Security Deposits	1.20	1.75
Processing Fees	6.55	-
Commission on LC	0.21	-
Finance Charges	0.83	1.75
TOTAL	24.12	27.02
28. Other Expenses		
a. Manufacturing expenses :		
Stores and spares consumed	88.81	79.29
Power and fuel consumed	57.85	65.50
Machine repairs	21.73	13.56
Inward freight, coolie, cartage and other expenses	50.64	46.93
Total (a)	219.03	205.28
b. Administration expenses :		
Loss on Transit	-	2.57
Rates and Taxes	1.63	5.81
Building Repairs	70.19	45.24
Other Maintenance-Office	1.36	1.39
Vehicle maintenance expenses	5.22	2.84
Insurance Premium	4.87	4.58
Sundry balances / liabilities written off (net)	4.80	7.45
Travelling and conveyance	12.55	1.05
Postage, telegraph and telephones	2.70	3.88
Printing and stationery	0.47	0.36
Legal & Professional Charges	31.14	33.54
Electricity charges	8.22	8.41
Land revenue and municipal taxes (net)	0.26	-
Contribution to CSR Activities	8.00	-
Miscellaneous expenses	56.34	26.44
Auditors' remuneration :		
- Audit fee	1.50	1.20
- Reimbursement of Audit exp	0.01	-
- Tax audit fee	0.50	0.25
Total (b)	209.76	145.01
c. Selling and distribution expenses :		
Advertisement and publicity expenses	2.09	2.19
Distribution Expenses & Sales Promotion Expenses	74.64	48.90
Outward freight and forwarding charges	251.93	191.47
Brokerage, commission and discounts	19.05	15.71
Total (c)	347.71	258.27
Total (a+b+c)	776.50	608.56
29. Income tax Expenses		
A. Amount recognised in profit or loss		
Current tax		
Income tax for the Year	-	-
Current tax	98.93	205.00
Total current tax	98.93	205.00
Deferred tax		
Deferred tax for the Year	(22.59)	(25.70)
Adjustment/(credit) related to previous year - Net	-	-
Total deferred tax	(22.59)	(25.70)

Particulars	As at 31st March 2022 (₹ in Lacs)	As at 31st March 2021 (₹ in Lacs)
30. Additional Notes to the Financial Statements		
Components of Defined Benefit Cost		
Current Service Cost	9.62	11.10
Past Service Cost	-	-
(Gain)/Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	9.62	11.10
Interest Expense on DBO	24.53	25.68
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	24.53	25.68
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	34.15	36.78
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	(1.99)	1.34
Remeasurements - Due to Experience Adjustments	(46.19)	(21.53)
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
Total Remeasurements in OCI	(48.18)	(20.19)
Total Defined Benefit Cost recognized in P&L and OCI	(14.03)	16.59

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: -**

(₹ in Lacs)

Earnings per share is computed as under:-	2021-22	2020-21
Profit /(Loss) after tax available for equity shareholders (A)	444.28	628.91
Weighted average number of equity shares outstanding (Nos.)(B)	1,19,44,000	1,07,56,542
Face value per equity share (₹)	10/-	10/-
Earnings per share - Basic & Diluted (A/B) (₹)	3.72	5.85

34. **CSR Expenditure**

Total expenditure incurred on Corporate Social Responsibility (CSR) activities during the year ended March 31, 2022 is ₹ 8,00,000/- (during the year ended March 31, 2021 is ₹ Nil). The Company's CSR activities primarily focuses on programs that promote education.

(₹ in Lacs)

Particulars		For the year ended	
		March 31, 2022	March 31, 2021
a)	Amount required to be spent by the Company during the year	7.92	-
b)	Amount of expenditure incurred on purpose other than construction/ acquisition of any asset	8.00	-
c)	Excess spend of prior years set off during the year	-	-
d)	Shortfall at the end of the year [(d)=(a)-(b)-(c)]	-	-
e)	Total of previous years shortfall	-	-
f)	Reason for shortfall	NA	NA

35. **Disclosure on Financial Ratios:**

Ratio / Measure	Methodology	2021-22	2020-21	% Change	Reason for variance
a) Current ratio	Current assets over current liabilities	5.29	3.18	66.15%	Decrease in trade payables due to less procurement at year end

b) Debt equity ratio	Debt over total shareholders' equity	0.03	0.04	-12.04%	-
c) Debt service coverage ratio	EBIT over current debt	2.87	4.41	-34.95%	Reduction in EBIT due to increase in Raw Material Cost
d) Return on equity %	PAT over total average equity	8.00%	13.72%	-41.71%	Due to decrease in Profit & increase in average equity
e) Trade receivables turnover ratio	Revenue from operations over average trade receivables	4.72	5.51	-14.37%	-
f) Trade payables turnover ratio	Adjusted expenses over average trade payables	5.85	3.75	56.05%	Due to increase in adjusted expenses and decrease in average trade payables
g) Net capital turnover ratio	Revenue from operations over working capital	0.51	0.56	-8.08%	-
h) Net profit %	Net profit over revenue	14.73%	22.34%	-34.05%	Due to increase in raw material cost
i) EBITDA %	EBITDA over revenue	19.02%	31.32%	-39.28%	Due to increase in raw material cost
j) EBIT %	EBIT over revenue	19.02%	31.32%	-39.28%	Due to increase in raw material cost
k) Return on capital employed %	PBIT over average capital employed	9.96%	18.43%	-45.92%	Due to increase in raw material cost
l) Stock Turnover Ratio	Revenue from operations over average inventory	4.04	4.29	-6.00%	-

36. 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, 2022 and as recognized in the financial statements in respect of employee benefit schemes:

(Amt. in ₹)

A. Change in Defined Benefit Obligation		
Particulars	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022
Defined Benefit Obligation at beginning of year	36,679,634	35,559,161
Current Service Cost	1,110,320	961,874
Past Service Cost	-	-
(Gain) / Loss on settlements	-	-
Interest Expense	2,567,574	2,453,582
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(2,779,467)	(3,983,552)
Settlement Payments from Plan Assets	-	-
Settlement Payments from Employer	-	-
Other (Employee Contribution, Taxes, Expenses)	-	-
Increase / (Decrease) due to effect of any business combination / divestiture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	1 34,012	(199,245)
Remeasurements - Due to Experience Adjustments	(2,152,912)	(4,618,832)
Defined Benefit Obligation at end of year	35,559,161	30,172,988
Discount Rate	6.90%	7.10%
Salary Escalation Rate	6.00% p.a.	6.00% p.a.

B. Change in Fair Value of Plan Assets		
Particulars	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022
Fair Value of Plan Assets at beginning of year	-	-
Interest Income	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	2,779,467	3,983,552
Employer Direct Settlement Payments	-	-
Benefit Payments from Plan Assets	-	-
Benefit Payments from Employer	(2,779,467)	(3,983,552)
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	-	-

<i>Bonds</i>	-	-
<i>Gilts</i>	-	-
<i>Insurance Policies</i>	-	-
Total	-	-
We understand that Liability is not funded		

C. Components of Defined Benefit Cost		
Particulars	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022
Current Service Cost	1,110,320	961,874
Past Service Cost	-	-
(Gain) / Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	1,110,320	961,874
Interest Expense on DBO	2,567,574	2,453,582
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	2,567,574	2,453,582
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	3,677,894	3,415,456
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	134,012	(199,245)
Remeasurements - Due to Experience Adjustments	(2,152,912)	(4,618,832)
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
Total Remeasurements in OCI	(2,018,900)	(4,818,077)
Total Defined Benefit Cost recognized in P&L and OCI	1,658,994	(1,402,621)
Discount Rate	6.90%	7.10%
Salary Escalation Rate	6.00%	6.00%

D. Amounts recognized in the Statement of Financial Position		
Particulars	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022
<i>Defined Benefit Obligation</i>	35,559,161	30,172,988
<i>Fair Value of Plan Assets</i>	-	-
Funded Status	35,559,161	30,172,988
<i>Effect of Asset Ceiling / Onerous Liability</i>	-	-
Net Defined Benefit Liability / (Asset)	35,559,161	30,172,988

E. Net Defined Benefit Liability/(Asset)reconciliation		
Particulars	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022

Net Defined Benefit Liability/(Asset) at beginning of year	36,679,634	35,559,161
Defined Benefit Cost included in P & L	3,677,894	3,415,456
Total Remeasurements included in OCI	(2,018,900)	(4,818,077)
Net Transfer In / (Out) (Including the effect of any business combination / divestiture)	-	-
Amount recognized due to Plan Combinations	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	(2,779,467)	(3,983,552)
Employer Direct Settlement Payments	-	-
Credit to Reimbursements	-	-
Net Defined Benefit Liability / (Asset) at end of year	35,559,161	30,172,988

Summary of Financial & Demographic Assumptions		
Particulars	Valuation Date	
	31/03/2021	31/03/2022
Discount Rate	6.90%	7.10%
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 & 60Years
Average Future Service	7.56	8.42

*Withdrawal rates, based on age (per annum)

Particulars	As on 31/03/2021	As on 31/03/2022
Upto 25 Years	8.00 %	8.00 %
26 to 30 Years	7.00 %	7.00 %
31 to 35 Years	6.00 %	6.00 %
36 to 40 Years	5.00 %	5.00 %
41 to 45 Years	4.00 %	4.00 %
46 to 50 Years	3.00 %	3.00 %
51 to 55 Years	2.00 %	2.00 %
Above 56 Years	1.00 %	1.00 %

35. Related party disclosures:-

(A) Enterprises where control exists (wholly owned subsidiaries): -

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

(B) Other related parties with whom the company had transactions:

(i). Key Management Personnel and their relatives: -

Sl.No.	Name	Designation /Relationship
1.	Upmanyu Pathak	Managing Director (upto 22.05.2021)
2.	Priyawart Jariwala	Managing Director (w.e.f 22.05.2021)

(ii). Enterprises over which Key Management Personnel/Major Shareholders/Their Relatives have Significant Influence: -

Sl.No.	Name
1.	RDB Realty & Infrastructure Limited

Disclosure of transactions with related parties and outstanding balances: -

(Amt. in ₹)

Particulars	KMP and their relatives	Enterprises over which KMP & their relatives have significant influence	Subsidiaries
Electricity Income	---	---	9,26,701
	(---)	(---)	(7,38,767)
Remuneration Paid	8,48,900	---	---
	(8,48,548)	(---)	(---)
Loan & Advance given	---	28,38,00,000	2,16,04,130
	(---)	(---)	(2,64,93,609)
Loan & Advance given refund	---	67,00,000	3,23,68,361
	(---)	(---)	(1,78,65,954)
Interest Income	---	22,39,089	---
	(---)	(---)	(---)
Advance given against Salary	---	---	---
	(---)	(---)	(---)
Advance given against Salary adjusted	4,00,000	---	---
	(90,000)	(---)	(---)
Balances outstanding:			
Advance given against Salary	---	---	---
	(4,00,000)	(---)	(---)
Advance given	---	---	3,99,114
	(---)	(---)	(1,11,63,345)
Trade Receivable	---	---	1,58,805
	(---)	(---)	(---)

- 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.

38. A suit has been filed against the company in the year 1999 for recovery of ₹ 2,00,00,000/- 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.
39. 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 ₹ 31,31,81,560/- and Penalty of ₹ 1,35,80,804/-. Your Company's appeal before CESTAT, Kolkata is pending and is of view that its defense in grounds of appeal are factually correct and strong enough to get favorable order from appeal authority.
40. 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.

41. Contingent liabilities & Guarantee given:

(₹ in Lacs)

Particulars	As at 31/03/2022	As at 31/03/2021
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
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42. Foreign exchange earnings and outgo:

a) Earnings in foreign exchange:

(₹ in Lacs)

Description	Year Ended 31/03/2022	Year Ended 31/03/2021
F.O.B Value of Export	1162.16	1211.42

b) Outgo in foreign exchange:

(₹ in Lacs)

Description	Year Ended 31/03/2022	Year Ended 31/03/2021
-Machines & Raw materials	62.36	415.16
Total	62.36	415.16

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

The accompanying notes 1 to 43 are an integral part of the Financial Statements

For and on behalf of the Board

For R. RAMPURIA & COMPANY

Chartered Accountants

Firm Registration No. 325211E

Priyawart Jariwala
Managing Director

Niraj Sinha
Director

CA Rajendra Rampuria

Partner

Membership No.108771

Place: Kolkata

Date: The 30th day of May, 2022

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To,
The Members of
NTC Industries Limited

Report on the Audit of the Consolidated Financial Statements

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, 2022, 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, 2022, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis of 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 Matters	Auditor's Response
1	<p>Litigations and claims - provisions and contingent liabilities</p> <p>Refer note 40 to 44 to the consolidated financial statements.</p> <p>The Group is involved in indirect tax and other litigations ("litigations") that are pending with different statutory authorities.</p> <p>The level of management judgement associated with determining the need for, and the quantum of, provisions for any liabilities arising from these litigations is considered to be high. This judgement is dependent on a number of significant assumptions and assessments which involves</p>	<p>Our key procedures included, but not limited to, the following:</p> <ul style="list-style-type: none"> 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

<p>interpreting the various applicable rules, regulations, practices and considering precedents in the various jurisdictions.</p> <p>This matter is considered as a key audit matter, in view of the uncertainty regarding the outcome of these litigations, the significance of the amounts involved and the subjectivity involved in management's judgement as to whether the amount should be recognized as a provision or only disclosed as contingent liability in the consolidated financial statements.</p> <p>The Group has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p>	<p>the liabilities or provisions recognized or contingent liabilities disclosed in the consolidated financial statements. This involved assessing the probability of an unfavourable outcome of a given proceeding and the reliability of estimates of related amounts;</p> <p>d) Performed substantive procedures on the underlying calculations supporting the provisions recorded;</p> <p>e) Assessed the management's conclusions through understanding relevant judicial precedents in similar cases and the applicable rules and regulations;</p> <p>f) Engaged subject matter specialists to gain an understanding of the current status of litigations and monitored changes in the disputes, if any, through discussions with the management and by reading external advice received by the Group, where relevant, to validate managements conclusions; and</p> <p>g) Assessed the appropriateness of the Group's description of the accounting policy, disclosures related to litigations and whether these are adequately presented in the consolidated financial statements.</p>
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Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding 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 auditor's 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 Ind AS 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 ₹ 2923.82 lacs as at 31st March, 2022, total revenues of ₹ 880.65 lacs and net cash outflow amounting to ₹ 6.18 lacs 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 the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure A" a statement on the matter specified in paragraph 3(xxi) 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 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 Companies (Accounts) Rules, 2015.
 - e) On the basis of the written representations received from the directors of the Company as on March 31, 2022 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, 2022 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 B" 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. Refer note 40 to 44 of the consolidated financial statement.
- 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.
- iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
(c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement; and
- v. The company has not declared or paid any dividend during the year.

For **R RAMPURIA & COMPANY,**
Chartered Accountants
FRN: 325211E

(CA Rajendra Rampuria)
(Partner)
Membership Number: 108771

Date: 30/05/2022
Place: Kolkata
UDIN: 22108771AJXRLZ6196

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

For Reporting on Consolidated Financial Statements:

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief and based on the consideration of report of respective auditors of the subsidiary companies incorporated in India, we state that:

- xxi. There are no qualifications or adverse remarks by the respective auditors in their report on Companies (Auditors Report) Order, 2020 of the companies included in the consolidated financial statements.

For **R RAMPURIA & COMPANY,**
Chartered Accountants
FRN: 325211E

(CA Rajendra Rampuria)
(Partner)
Membership Number: 108771

Date: 30/05/2022
Place: Kolkata
UDIN: 22108771AJXRLZ6196

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")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2022, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, 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 **R RAMPURIA & COMPANY,**
Chartered Accountants
FRN: 325211E

(CA Rajendra Rampuria)
(Partner)
Membership Number: 108771

Date: 30/05/2022
Place: Kolkata
UDIN: 22108771AJXRLZ6196

CONSOLIDATED BALANCE SHEET

as at 31st March 2022

Sl. No.	Particulars	Note No.	As at 31 March 2022 (₹ in Lacs)	As at 31 March 2021 (₹ in Lacs)
A	ASSETS			
1.	Non-current assets			
(a)	Property, Plant and Equipment	4A	2,891.01	2,805.88
(b)	Capital work-in-progress	4B	225.36	449.73
(c)	Other Intangible Assets	4C	0.76	0.96
(d)	Financial assets			
(i)	Investments	5	433.44	214.20
(e)	Deferred tax assets (net)	6	44.57	67.16
(f)	Other non-current assets	7	356.69	359.19
	Total non-current assets		3,951.83	3,897.12
2.	Current assets			
(a)	Inventories	8	440.57	790.79
(b)	Financial Assets			
(i)	Trade Receivables	9	626.53	751.90
(ii)	Cash and cash equivalents	10	132.72	665.64
(iii)	Loans	11	4,450.50	3,510.19
(iv)	Others	12	65.34	-
(c)	Other current assets	13	803.21	690.21
	Total current assets		6,518.86	6,408.73
	Total assets		10,470.69	10,305.85
B	EQUITY AND LIABILITIES			
1.	Equity			
(a)	Equity share capital	14A	1,194.40	1,194.40
(b)	Other equity	14B	7,063.24	5,894.63
	Total equity		8,257.64	7,089.03
2.	Non-current liabilities			
(a)	Financial Liabilities			
(i)	Borrowings	15	200.00	200.00
(b)	Provisions	16	300.91	268.52
	Total non-current liabilities		8,758.55	7,557.55
3.	Current liabilities			
(a)	Financial liabilities			
(i)	Borrowings	17	378.57	248.31
(ii)	Trade Payables	18		
(a)	Total Outstanding dues of Micro, Small & Medium Enterprises		17.18	29.69
(b)	Total Outstanding dues of Creditors Others Than Micro, Small & Medium Enterprises		154.05	717.34
(b)	Other current liabilities	19	1,071.79	1,494.36
(c)	Provisions	20	-	87.07
(d)	Current Tax Liabilities (Net)	21	90.55	171.53
	Total current liabilities		1,712.14	2,748.30
	Total equity and liabilities		10,470.69	10,305.85

The accompanying notes 1 to 46 are an integral part of the Financial Statements

As per our report of even date attached

For R. RAMPURIA & COMPANY
Chartered Accountants
Firm registration No. 325211E

For and on behalf of the Board

Priyawart Jariwala
Managing Director

Niraj Sinha
Director

CA RAJENDRA RAMPURIA
Partner
Membership No. 108771

Place : Kolkata.
Date : 30.05.2022

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS for the year ended 31st March 2022

Sl. No.	Particulars	Note No.	Year ended March 31, 2022 (₹ in Lacs)	Year ended March 31, 2021 (₹ in Lacs)
I	Revenue From Operations	22A	3,312.46	3,066.63
II	Other income	23	584.07	439.94
III	Total Income (I+II)		3,896.53	3,506.57
IV	EXPENSES			
	Cost of materials consumed	24	703.87	1,101.36
	Purchases of stock-in-Trade	25	114.39	17.01
	Changes in inventories of finished goods, Stock-in-Trade & work-in-progress	26	298.15	(345.41)
	Excise Duty		192.51	188.43
	Employee benefits expense	27	328.69	346.00
	Finance costs	28	28.51	73.11
	Depreciation		203.82	190.66
	Other expenses	29	868.19	731.42
	Total Expenses		2,738.12	2,302.59
V	Profit/(Loss) before exceptional items and taxes (III-IV)		1,158.41	1,203.98
VI	Add / (Less) : Exceptional items		-	-
VII	Profit/(Loss) before Tax (V-VI)		1,158.41	1,203.98
VIII	Tax expenses :			
	(a) Current tax	30	250.93	305.13
	(b) Deferred tax	30	22.59	25.70
	(c) Tax adjustments for earlier years		(16.30)	69.48
IX	Profit/ (loss) for the period after Tax (PAT)		901.19	803.67
X	Other Comprehensive Income			
	a. Item that will not be reclassified to profit or loss :			
	(i) Remeasurements of post-employment benefit obligations	31	48.18	20.19
	(ii) Changes in fair value of equity Instruments through other Comprehensive Income		219.24	(23.31)
	b. Income tax relating to items that will be reclassified to profit or loss		-	-
	Total other comprehensive income (a+b)		267.42	(3.12)
XI	Total comprehensive income for the year (IX+X)		1,168.61	800.55
XII	Earnings per share: - Basic/Diluted (in ₹)		7.55	7.47

The accompanying notes 1 to 46 are an integral part of the Financial Statements

As per our report of even date attached

For R. RAMPURIA & COMPANY

Chartered Accountants

Firm registration No. 325211E

For and on behalf of the Board

Priyawart Jariwala
Managing Director

Niraj Sinha
Director

CA RAJENDRA RAMPURIA

Partner

Membership No. 108771

Place : Kolkata.

Date : 30.05.2022

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

CONSOLIDATED CASH FLOW

for the year ended 31st March 2022

Sl.No.	Particulars	For the Year ended 31 March 2022 (₹ in Lacs)		For the Year ended 31 March 2021 (₹ in Lacs)	
A.	Cash flow from operating activities :				
	Net profit before tax as per Statement of Profit & Loss		1,158.41		1,203.99
	Adjustments for :				
	Depreciation	203.82		190.66	
	Unrealised Forex Gain	2.98		-	
	Interest paid	20.87		69.55	
	Interest received	(499.31)		(412.17)	
	Provision of Employee's retirement & current benefits	34.15	(237.49)	36.78	(115.17)
	Operating profit before working capital changes		920.92		1,088.82
	(Increase) / Decrease in inventories	350.22		(474.98)	
	(Increase) / Decrease in trade and other receivables	70.66		(886.98)	
	Increase / (Decrease) in trade payables & other payables	(880.25)	(459.37)	580.60	(781.36)
	Cash generated from operations		461.55		307.46
	Less: Direct taxes (paid) / refunds including interest (net)		(149.75)		(137.53)
	Net cash generated/(used) from operating activities		311.80		169.93
B.	Cash flow from investing activities :				
	Loan Repaid by Body Corporate	2,113.00		-	
	Increase/(decrease) in Fixed Assets & CWIP	(64.40)		(317.36)	
	Loan Given to Body Corporate	(2,988.00)		46.73	
	Interest received	348.40		412.17	
	Net cash from investing activities		(591.00)		141.53
C.	Cash flow from financing activities :				
	Proceeds from issue of shares	-		605.96	
	Proceeds / (repayment) of long term borrowings	-		(250.85)	
	Proceeds / (repayment) of short term borrowings	(232.86)		(1.27)	
	Interest paid	(20.87)		(69.55)	
	Net cash generated/(used) in financing activities		(253.72)		284.28
	Net increase/(decrease) in cash and cash equivalents (A+B+C)		(532.92)		595.74
	Cash and cash equivalents -Opening balance		665.64		69.90
	Cash and cash equivalents -Closing balance		132.72		665.64
	CASH AND CASH EQUIVALENTS COMPRISE:				
	Balances with bank		132.08		665.02
	Cash on hand		0.64		0.62
			132.72		665.64

As per our report of even date attached

For R. RAMPURIA & COMPANY

Chartered Accountants

Firm registration No. 325211E

For and on behalf of the Board

Priyawart Jariwala
Managing Director

Niraj Sinha
Director

CA RAJENDRA RAMPURIA

Partner

Membership No. 108771

Place : Kolkata.

Date : 30.05.2022

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary

13. CONSOLIDATED STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31st MARCH 2022

A. Equity Share Capital (Refer Note No. 14A)					(₹ in Lacs)		
(1) Current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period I,e 01/04/2021	Changes in equity share capital during the current year	Balance at the end of the current reporting period I,e 31/03/2022			
1,194.40	-	1,194.40	-	1,194.40			
(2) Previous reporting period							
Balance at the beginning of the previous reporting period I,e 01/04/2020	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of previous reporting period I,e 01/04/2020	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period I,e 31/03/2021			
1,075.00	-	1,075.00	119.40	1,194.40			
B. Other Equity (Refer Note No. 14B)					(₹ in Lacs)		
(1) Current reporting period	Reserves and Surplus			Retained Earnings	Items of other comprehensive income		Total
	Capital Reserve	Securities premium	Capital Redemption reserve		Transfer from Other comprehensive income	Equity instruments through other comprehensive income	
Balance at the April 1, 2021	152.50	486.56	264.40	4,831.48	5.64	154.05	5,894.63
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at April 1, 2021	152.50	486.56	264.40	4,831.48	5.64	154.05	5,894.63
Profit for the year	-	-	-	901.19	-	-	901.19
Other Comprehensive income/(loss)	-	-	-	-	48.18	219.24	267.42
Transferred to securities premium on allotment against preferential issue	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Balance at March 31, 2022	152.50	486.56	264.40	5,732.67	53.82	373.29	7,063.24
(2) Previous reporting period	Reserves and Surplus			Retained Earnings	Items of other comprehensive income		Total
	Capital Reserve	Securities premium	Capital Redemption reserve		Transfer from Other comprehensive income	Equity instruments through other comprehensive income	
Balance at the April 1, 2020	152.50	-	264.40	4,027.81	(14.55)	177.36	4,607.52
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at April 1, 2020	152.50	-	264.40	4,027.81	(14.55)	177.36	4,607.52
Profit for the year	-	-	-	803.67	-	-	803.67
Other Comprehensive income/(loss)	-	-	-	-	20.19	(23.31)	(3.12)
Transferred to securities premium on allotment against preferential issue	-	486.56	-	-	-	-	486.56
Transfer to retained earnings	-	-	-	-	-	-	-
Balance at March 31, 2021	152.50	486.56	264.40	4,831.48	5.64	154.05	5,894.63

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

The Consolidated Financial Statements of “NTC Industries Limited” (“the Company”) are for the year ended 31st March, 2022.

The Company is a domestic public limited company incorporated and domiciled in India and has its registered office at 149, B.T. Road, Kamarhati, Kolkata - 700058. The Company's shares are listed and traded on the Bombay Stock Exchange Ltd. (BSE) and The Calcutta Stock Exchange Limited (CSE). The company is engaged in business of manufacturing of Cigarette and Smoking Mixture.

2. 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.

New Standards/ amendments and other changes effective April 1, 2022

Ministry of Corporate Affairs notified amendments to the existing standards vide notification G.S.R 255(E) Dated: 23rd March, 2022. The effect of those amendments is not material.

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.

Fair Value Measurement

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 and Equipment	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.

Plant, Property & Equipment	Useful life
Payroll Software	5 years

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 sales tax and value added tax. Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the customer, which is mainly upon delivery, the amount of revenue can be measured reliably and recovery of the consideration is probable.

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

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

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

Employee Benefits

- c) **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.
- d) **Post-employment benefits**
 - (iii) **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.
 - (iv) **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.

3. Use of estimates and judgements

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

Key sources of estimation uncertainty

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

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

2. Fair value measurements and valuation processes:

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

3. Actuarial Valuation:

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

Notes to and forming part of Consolidated Financial Statements

Note 4A - Fixed assets

(₹ in Lacs)

Particulars	Gross Block			Depreciation and Amortization			Net Book Value			
	As at 31st March, 2021	Additions	Withdrawals and adjustments	As at 31st March 2022	Upto 31st March, 2021	For the Year	On withdrawals and adjustments	Upto 31st March 2022	As at 31st March 2022	As at 31st March, 2021
Land	609.68	-	-	609.68	-	-	-	-	609.68	609.68
Factory Buildings	393.03	-	-	393.03	348.50	5.88	-	354.38	38.65	44.52
Other Building	2,684.63	-	-	2,684.63	848.41	138.94	-	987.35	1,697.28	1,836.22
Plant and Equipments	1,214.04	286.36	-	1,500.40	910.33	56.15	-	966.48	533.92	303.71
Furniture and Fixtures	3.07	-	-	3.07	2.84	0.04	-	2.89	0.19	0.23
Office Equipment	14.38	0.93	-	15.31	10.04	0.94	-	10.97	4.34	4.34
Computer	18.60	1.46	-	20.06	18.31	0.12	-	18.43	1.62	0.29
CCTV	1.23	-	-	1.23	0.62	0.23	-	0.86	0.37	0.61
Vehicles	11.11	-	-	11.11	4.82	1.32	-	6.14	4.96	6.29
TOTAL	4,949.77	288.75	-	5,238.52	2,143.89	203.62	-	2,347.51	2,891.01	2,805.88
4B. Capital work-in-progress										
Plant & Machinery	285.43	22.19	285.43	22.19	-	-	-	-	22.19	285.43
WIP-OLD PL	58.82	38.87	-	97.69	-	-	-	-	97.69	58.82
R-Centre	105.48	-	-	105.48	-	-	-	-	105.48	105.48
TOTAL	449.73	61.06	285.43	225.36	-	-	-	-	225.36	449.73
4C. Intangible Assets										
Payroll Software	1.00	-	-	1.00	0.04	0.20	-	0.24	0.76	0.96

Particulars	As at 31st March 2022 (₹ in Lacs)	As at 31st March 2021 (₹ in Lacs)
5. Non-current Investment		
Investment in Equity, Trade Investments Quoted (at Fair Market Value, fully paid) RDB Realty & Infrastructure Ltd. (12,60,000 shares of Rs 10 each)	433.44	214.20
TOTAL	433.44	214.20
6. Deferred tax assets (net)		
Deferred tax assets	67.16	92.86
Less : Deferred tax liabilities	(22.59)	(25.70)
TOTAL	44.57	67.16
7. Other assets		
Advances other than Capital Advances		
Deposit with Excise Authority	299.05	299.05
Security Deposits	57.64	60.14
TOTAL	356.69	359.19
8. Inventories		
(at lower of cost and net realisable value)		
Raw materials (including packing materials)	255.76	309.94
Work-in-progress	-	-
Finished goods (manufactured)	67.49	401.35
Stock-in-trade (goods purchased for resale)	37.61	1.90
Stores and Spares	79.71	77.60
TOTAL	440.57	790.79
9. Trade receivables (Current)		
(Unsecured, considered good)	626.53	751.90
TOTAL	626.53	751.90
Trade Receivables:-		
Ageing for trade receivables - current outstanding as at March 31, 2022 is as follows:		
Particulars	Ageing	Amt (₹ in Lacs)
(i) Undisputed Trade receivables – considered good	Less than 6 months	377.16
	6 months -1 year	49.56
	1-2 years	176.37
	2-3 years	23.44
	More than 3 years	-
TOTAL		626.53
Ageing for trade receivables - current outstanding as at March 31, 2021 is as follows:		
Particulars	Ageing	Amt (₹ in Lacs)
(i) Undisputed Trade receivables – considered good	Less than 6 months	464.82
	6 months -1 year	200.10
	1-2 years	82.48
	2-3 years	4.50
	More than 3 years	-
TOTAL		751.90
10. Cash and cash equivalents		
- Balances with bank	100.08	665.02
- Fixed Deposits (For lien against guarantees and letter of credit with maturity period less than 90 days)	32.00	-
- Cash on hand (As certified by the management)	0.64	0.62
TOTAL	132.72	665.64
11. Loans		
Loans to Related parties - Considered good,Unseured		
Loan to Body Corporate	2,791.15	-
Loans to Others then related parties - Considered good,Unseured		
Loan to Body Corporate (other than related)	1,659.35	3,510.19
TOTAL	4,450.50	3,510.19
12. Others financial assets-Current		
(Unsecured, considered good)		
Capital advances	65.34	-
TOTAL	65.34	

Particulars	As at 31st March 2022 (₹ in Lacs)	As at 31st March 2021 (₹ in Lacs)	
13. Other Current assets			
Advances other than Capital Advances			
Advance to directors & officers of the company	2.58	7.08	
Advance to Suppliers	248.92	23.14	
Prepaid Expenses	6.57	8.84	
Other advances	467.42	499.17	
Others			
Balance with revenue authorities	77.72	149.02	
Interest Receivable	-	2.96	
TOTAL	803.21	690.21	
14A. Share Capital			
a. Authorised			
16,500,000 Equity Shares shares of ₹10 each	1,650.00	1,650.00	
3,500,000 Preference Shares of ₹10 each	350.00	350.00	
TOTAL	2,000.00	2,000.00	
b. Issued, subscribed and paid-up share capital			
11,944,000 Equity Shares shares of ₹10 each	1,194.40	1,194.40	
TOTAL	1,194.40	1,194.40	
c. Reconciliation of number of equity shares outstanding :			
Number of shares outstanding as at the beginning of the year	119.44	107.50	
Add : Number of shares issued during the year	-	11.94	
Less : Number of shares bought back during the year	-	-	
Number of shares outstanding as at the end of the year	119.44	119.44	
d. The rights, preferences and restrictions attaching to shares and restrictions on distribution of dividend and repayment of capital			
The Company has only class of equity shares having par value of Rs.10/- per share. 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. Shareholders holding more than 5% shares	% Holding	% Holding	
	Shares held (No.)	Shares held (No.)	
1. Vinod Dugar	12.49%	17.34%	
	14,91,523	20,71,523	
2. Sheetal Dugar	16.19%	16.19%	
	19,33,424	19,33,424	
3. YMS Finance Private Limited (Formerly Pyramid Sales Private Limited)	15.99%	15.99%	
	19,10,122	19,10,122	
4. Loka Properties Private Limited	10.38%	10.38%	
	12,39,405	12,39,405	
5. Khatod Investments & Finance Company Limited	7.71%	7.71%	
	9,21,225	9,21,225	
f. Disclosure of Shareholding of Promoters :			
Disclosure of shareholding of promoters as at March 31, 2022 is as follows:			
Name of the promoter	Shares held (No.)	% of total shares	% Change during the year
Sheetal Dugar	19,33,424	16.19	0.00%
YMS Finance Private Ltd	19,10,122	15.99	0.00%
Vinod Dugar	14,91,523	12.49	4.86%
Loka Properties Private Ltd	12,39,405	10.38	0.00%
Khatod Investments & Finance Company Limited	9,21,225	7.71	0.00%
Ankur Construction Private Ltd	3,75,000	3.14	0.00%
Disclosure of shareholding of promoters as at March 31, 2021 is as follows:			
Name of the promoter	Shares held (No.)	% of total shares	% Change during the year
Sheetal Dugar	19,33,424	16.19	0.00%
YMS Finance Private Ltd	19,10,122	15.99	9.33%
Vinod Dugar	20,71,523	17.34	0.00%
Loka Properties Private Ltd	12,39,405	10.38	0.00%
Khatod Investments & Finance Company Limited	9,21,225	7.71	0.00%
Ankur Construction Private Ltd	3,75,000	3.14	0.00%

g. 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.

Particulars	As at 31st March 2022 (₹ in Lacs)	As at 31st March 2021 (₹ in Lacs)
14B. Other equity		
Other equity consist of the following:		
(a) Capital Reserve	152.50	152.50
(b) Securities Premium	486.56	486.56
(c) Capital Redemption Reserve	264.40	264.40
(d) Retained Earnings	5,732.67	4,831.48
(e) Transfer from Other comprehensive income	53.82	5.64
(f) Equity instruments through other comprehensive income	373.29	154.05
TOTAL	7,063.24	5,894.63
*Refer statement of changes in equity for movement during the year.		
15. Borrowings		
Loan from other than related parties		
From other parties (Unsecured) (refer note no:40)	200.00	200.00
TOTAL	200.00	200.00
16. Provisions		
Provision for employee benefits		
Retirement benefits	300.91	268.52
TOTAL	300.91	268.52
17. Borrowings		
Loan from other than related parties		
HDFC Car Loan (Secured by hypothecation of Car)	1.05	2.37
Working capital loan from bank (Secured, repayable on demand) [For Working Capital Purpose. Secured by personal guarantee of directors and mortgaged by deposit of title deeds and hypothecation on stocks & debtors. The applicable Interest rate is Repo rate plus 3.00%.]	377.52	245.94
TOTAL	378.57	248.31
18. Trade Payables		
(Unsecured, considered good)		
To Micro, Small & Medium Enterprises	17.18	29.69
To others	154.05	717.34
TOTAL	171.23	747.03

Trade Payables:-

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade Payables					
MSME*	17.18	-	-	-	17.18
Others	102.00	52.05	-	-	154.05
Disputed Dues-MSME	-	-	-	-	-
Disputed Dues-Others	-	-	-	-	-

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Ageing for trade payables outstanding as at March 31, 2021 is as follows:

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade Payables					
MSME*	29.69	-	-	-	29.69
Others	666.87	50.47	-	-	717.34
Disputed Dues-MSME	-	-	-	-	-
Disputed Dues-Others	-	-	-	-	-

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	As at 31st March 2022 (₹ in Lacs)	As at 31st March 2021 (₹ in Lacs)
19. Other current Liabilities		
Revenue received in advance		
Advances from customers	382.41	610.89
Other Advances		
Advance from other than related party	2.22	3.19
Others		
Statutory liabilities	121.46	51.96
Security Deposit Received-Godown	390.14	-
Other Payables	175.56	828.32
TOTAL	1,071.79	1,494.36
20. Provisions		
Provision for employee benefits		
Retirement benefits	-	87.07
TOTAL	-	87.07
21. Current Tax Liabilities (net)		
Provision for Income Tax	556.06	474.13
Less : Advance Income Tax & TDS	465.51	302.60
TOTAL	90.55	171.53
22A. Revenue from operations		
Gross Revenue from sale of Products and services*	2,025.00	1,907.90
Sale of Services	1,286.22	1,153.03
Other operating Revenue		
Sale of Manufacturing Waste	1.24	5.69
TOTAL	3,312.46	3,066.63
* Net of sales returns and damaged stocks.		
22B. Gross Revenue from sale of Products and services*		
Sale of Goods (Cigarettes)		
- Sale of manufactured goods :		
- Domestic	582.11	525.68
- Export	1,402.33	1,358.70
- Sale of stock in trade (Agarbatti & Match Box)	40.56	23.52
TOTAL	2,025.00	1,907.90
23. Other Income		
Interest income	499.31	412.17
Interest on Income Tax Refund	3.15	7.79
Sundry balances / liabilities written back (net)	34.76	6.37
Foreign currency fluctuation gain	11.15	11.29
Other receipts	35.69	2.32
TOTAL	584.07	439.94
24. Cost of Material Consumed during the year		
Opening Stock of Raw Material	309.94	181.21
Add: Purchase of Raw Material	649.69	1,230.09
Less: Closing Stock of Raw Material	255.76	309.94
Consumption	703.87	1,101.36
25. Purchase of stock in trade		
Match Boxes,Agarbati	114.39	17.01
TOTAL	114.39	17.01
26. Change in inventories of finished goods and stock-in-trade		
Opening Stock of		
- Finished goods	401.35	52.21
- Stock - in - trade	1.90	5.63
Total (a)	403.25	57.84
Closing Stock of		
- Finished goods	67.49	401.35
- WIP	-	-
- Stock - in - trade	37.61	1.90
Total (b)	105.10	403.24
(Increase) / Decrease in inventories (a-b)	298.15	(345.41)

Particulars	As at 31st March 2022 (₹ in Lacs)	As at 31st March 2021 (₹ in Lacs)
27. Employee benefits expense		
Salaries , wages, bonus, allowances, etc	268.30	278.29
Contribution to provident and other fund	23.18	25.81
Staff welfare expenses	3.04	5.13
Provision for Gratuity	34.15	36.78
TOTAL	328.69	346.00
28. Finance costs		
Interest paid	19.67	69.55
Interest paid against Security Deposits	1.20	1.76
Processing Fees	6.55	-
Commission on LC	0.21	-
Finance Charges	0.88	1.80
TOTAL	28.51	73.11
29. Other Expenses		
a. Manufacturing expenses :		
Stores and spares consumed	88.81	79.29
Power and fuel consumed	57.85	65.50
Machine repairs	21.73	13.56
Inward freight, coolie, cartage and other expenses	50.64	46.93
Total (a)	219.04	205.27
b. Administration expenses :		
Loss on Transit	-	2.57
Rates and Taxes	2.23	8.14
Building Repairs	104.82	45.24
Security Service Charges	12.88	-
Penalty, Interest	0.01	-
Other Maintenance-Office	1.36	1.39
Vehicle maintenance expenses	5.22	2.84
Insurance Premium	9.99	8.82
Loss of material due to Flood	-	7.15
Sundry balances / liabilities written off (net)	4.80	7.45
Travelling and conveyance	12.57	1.07
Postage, telegraph and telephones	2.90	4.05
Printing and stationery	0.47	0.37
Legal & Professional Charges	35.81	38.54
Electricity charges	37.28	8.41
Land revenue and municipal taxes (net)	2.79	1.48
Contribution to CSR Activities	8.00	-
Miscellaneous expenses	56.36	128.69
Auditors' remuneration :		
- Audit fee	1.74	1.44
- Reimbursement of Audit exp	0.01	-
- Tax audit fee	0.50	0.25
Total (b)	299.74	267.89
c. Selling and distribution expenses :		
Advertisement and publicity expenses	2.09	2.19
Distribution Expenses & Sales Promotion Expenses	74.64	48.90
Outward freight and forwarding charges	251.93	191.47
Brokerage, commission and discounts	20.74	15.71
Total (c)	349.41	258.27
Total (a+b+c)	868.18	731.42
30. Income tax Expenses		
A. Amount recognised in profit or loss		
Current tax		
Income tax for the Year	-	-
Current tax	250.93	305.13
Total current tax	250.93	305.13
Deferred tax		
Deferred tax for the Year	(22.59)	(25.70)
Adjustment/(credit) related to previous year - Net	-	-
Total deferred tax	(22.59)	(25.70)

Particulars	As at 31st March 2022 (₹ in Lacs)	As at 31st March 2021 (₹ in Lacs)
31. Additional Notes to the Consolidated Financial Statements		
Components of Defined Benefit Cost		
Current Service Cost	9.62	11.10
Past Service Cost	-	-
(Gain)/Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	9.62	11.10
Interest Expense on DBO	24.53	25.68
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	24.53	25.68
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	34.15	36.78
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	(1.99)	1.34
Remeasurements - Due to Experience Adjustments	(46.19)	(21.53)
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
Total Remeasurements in OCI	(48.18)	(20.19)
Total Defined Benefit Cost recognized in P&L and OCI	(14.03)	16.59

32. 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.
33. 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.

34. **Earnings Per Share: -**

(₹ in lacs)

Earnings per share is computed as under:-		2021-22	2020-21
Profit /(Loss) after tax available for equity shareholders (A)		901.19	803.67
Weighted average number of equity shares outstanding (Nos.) (B)		11,994,000	10,756,542
Face value per equity share (₹)		10/-	10/-
Earnings per share - Basic & Diluted (A/B) (₹)		7.55/-	7.47/-

35. **CSR Expenditure**

Total expenditure incurred on Corporate Social Responsibility (CSR) activities during the year ended March 31, 2022 is ₹ 8,00,000/- (during the year ended March 31, 2021 is ₹ Nil). The Company's CSR activities primarily focuses on programs that promote education.

(₹ in Lacs)

Particulars		For the year ended	
		March 31, 2022	March 31, 2021
a)	Amount required to be spent by the Company during the year	7.92	-
b)	Amount of expenditure incurred on purpose other than construction/ acquisition of any asset	8.00	-
c)	Excess spend of prior years set off during the year	-	-
d)	Shortfall at the end of the year [(d)=(a)-(b)-(c)]	-	-
e)	Total of previous years shortfall	-	-
f)	Reason for shortfall	NA	NA

36. **Disclosure on Financial Ratios:**

Ratio / Measure	Methodology	2021-22	2020-21	% Change	Reason for variance
a) Current ratio	Current assets over current liabilities	3.81	2.33	63.28%	Decrease in trade payable due to less procurement at year end
b) Debt equity ratio	Debt over total shareholders' equity	0.02	0.03	-14.15%	-
c) Debt service coverage ratio ¹	EBIT over current debt	5.93	6.39	-7.06%	-

d) Return on equity %	PAT over total average equity	11.74%	10.54%	11.45%	-
e) Trade receivables turnover ratio	Revenue from operations over average trade receivables	4.81	6.48	-25.87%	Due to increase in collection period
f) Trade payables turnover ratio	Adjusted expenses over average trade payables	5.04	3.72	35.37%	Due to increase in adjusted expenses and decrease in average trade payable
g) Net capital turnover ratio	Revenue from operations over working capital	0.69	0.84	-17.74%	-
h) Net profit %	Net profit over revenue	23.13%	22.92%	0.91%	-
i) EBITDA %	EBITDA over revenue	30.46%	36.42%	-16.36%	-
j) EBIT %	EBIT over revenue	30.46%	36.42%	-16.36%	-
k) Return on capital employed %	PBIT over average capital employed	15.08%	15.09%	-0.07%	-
l) Stock Turnover Ratio	Revenue from operations over average inventory	4.04	4.29	-6.00%	-

37. 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, 2022 and as recognised in the financial statements in respect of employee benefit schemes:

(Amt. in ₹)

A. Change in Defined Benefit Obligation		
Particulars	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022
Defined Benefit Obligation at beginning of year	36,679,634	35,559,161
Current Service Cost	1,110,320	961,874
Past Service Cost	-	-
(Gain) / Loss on settlements	-	-

<i>Interest Expense</i>	2,567,574	2,453,582
<i>Benefit Payments from Plan Assets</i>	-	-
<i>Benefit Payments from Employer</i>	(2,779,467)	(3,983,552)
<i>Settlement Payments from Plan Assets</i>	-	-
<i>Settlement Payments from Employer</i>	-	-
<i>Other (Employee Contribution, Taxes, Expenses)</i>	-	-
<i>Increase / (Decrease) due to effect of any business combination / divestiture / transfer)</i>	-	-
<i>Increase / (Decrease) due to Plan combination</i>	-	-
<i>Remeasurements - Due to Demographic Assumptions</i>	-	-
<i>Remeasurements - Due to Financial Assumptions</i>	1 34,012	(199,245)
<i>Remeasurements - Due to Experience Adjustments</i>	(2,152,912)	(4,618,832)
Defined Benefit Obligation at end of year	35,559,161	30,172,988
Discount Rate	6.90%	7.10%
Salary Escalation Rate	6.00% p.a.	6.00% p.a.

B. Change in Fair Value of Plan Assets		
Particulars	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022
Fair Value of Plan Assets at beginning of year	-	-
<i>Interest Income</i>	-	-
<i>Employer Contributions</i>	-	-
<i>Employer Direct Benefit Payments</i>	2,779,467	3,983,552
<i>Employer Direct Settlement Payments</i>	-	-
<i>Benefit Payments from Plan Assets</i>	-	-
<i>Benefit Payments from Employer</i>	(2,779,467)	(3,983,552)
<i>Settlement Payments from Plan Assets</i>	-	-
<i>Settlement Payments from Employer</i>	-	-
<i>Other (Employee Contribution, Taxes, Expenses)</i>	-	-
<i>Increase / (Decrease) due to effect of any business</i>	-	-
<i>Increase / (Decrease) due to Plan combination</i>	-	-
<i>Remeasurements - Return on Assets</i>	-	-
<i>(Excluding Interest Income)</i>	-	-
Fair Value of Plan Assets at end of year	-	-
Weighted Average Asset Allocations at the year end		
<i>Equities</i>	-	-
<i>Bonds</i>	-	-
<i>Gilts</i>	-	-
<i>Insurance Policies</i>	-	-
Total	-	-
We understand that Liability is not funded		

C. Components of Defined Benefit Cost		
Particulars	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022
Current Service Cost	1,110,320	961,874
Past Service Cost	-	-
(Gain) / Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	1,110,320	961,874
Interest Expense on DBO	2,567,574	2,453,582
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	2,567,574	2,453,582
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	3,677,894	3,415,456
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	134,012	(199,245)
Remeasurements - Due to Experience Adjustments	(2,152,912)	(4,618,832)
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
Total Remeasurements in OCI	(2,018,900)	(4,818,077)
Total Defined Benefit Cost recognized in P&L and OCI	1,658,994	(1,402,621)
Discount Rate	6.90%	7.10%
Salary Escalation Rate	6.00%	6.00%

D. Amounts recognized in the Statement of Financial Position		
Particulars	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022
<i>Defined Benefit Obligation</i>	35,559,161	30,172,988
<i>Fair Value of Plan Assets</i>	-	-
Funded Status	35,559,161	30,172,988
<i>Effect of Asset Ceiling / Onerous Liability</i>	-	-
Net Defined Benefit Liability / (Asset)	35,559,161	30,172,988

E. Net Defined Benefit Liability / (Asset) reconciliation		
Particulars	Financial Year Ending 31/03/2021	Financial Year Ending 31/03/2022
Net Defined Benefit Liability/(Asset) at beginning of year	36,679,634	35,559,161
<i>Defined Benefit Cost included in P & L</i>	3,677,894	3,415,456
<i>Total Remeasurements included in OCI</i>	(2,018,900)	(4,818,077)
<i>Net Transfer In / (Out) (Including the effect of any business combination / divestiture)</i>	-	-
<i>Amount recognized due to Plan Combinations</i>	-	-

Employer Contributions	-	-
Employer Direct Benefit Payments	(2,779,467)	(3,983,552)
Employer Direct Settlement Payments	-	-
Credit to Reimbursements	-	-
Net Defined Benefit Liability / (Asset) at end of year	35,559,161	30,172,988

Summary of Financial & Demographic Assumptions		
Particulars	Valuation Date	
	31/03/2021	31/03/2022
Discount Rate	6.90%	7.10%
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	7.56	8.42

*Withdrawal rates, based on age (per annum)

Particulars	As on 31/03/2021	As on 31/03/2022
Upto 25 Years	8.00 %	8.00 %
26 to 30 Years	7.00 %	7.00 %
31 to 35 Years	6.00 %	6.00 %
36 to 40 Years	5.00 %	5.00 %
41 to 45 Years	4.00 %	4.00 %
46 to 50 Years	3.00 %	3.00 %
51 to 55 Years	2.00 %	2.00 %
Above 56 Years	1.00 %	1.00 %

38. **Related party disclosures: -**

(A) Enterprises where control exists (wholly owned subsidiaries): -

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

(B) Other related parties with whom the company had transactions:

(i). Key Management Personnel and their relatives: -

Sl.No.	Name	Designation /Relationship
1.	Upmanyu Pathak	Managing Director (upto 22.05.2021)
2.	Priyawart Jariwala	Managing Director (w.e.f 22.05.2021)

(ii). Enterprises over which Key Management Personnel/Major Shareholders/Their Relatives have Significant Influence: -

Sl.No.	Name
1.	RDB Realty & Infrastructure Limited

Disclosure of transactions with related parties and outstanding balances: -

(Amt. in ₹)

Particulars	KMP and their relatives	Enterprises over which KMP & their relatives	Subsidiaries
--------------------	--------------------------------	---	---------------------

		have significant influence	
Electricity Income	---	---	9,26,701
	(---)	(---)	(7,38,767)
Remuneration Paid	8,48,900	---	---
	(8,48,548)	(---)	(---)
Loan & Advance given	---	28,38,00,000	2,16,04,130
	(---)	(---)	(2,64,93,609)
Loan & Advance given refund	---	67,00,000	3,23,68,361
	(---)	(---)	(1,78,65,954)
Interest Income	---	22,39,089	---
	(---)	(---)	(---)
Advance given against Salary	---	---	---
	(---)	(---)	(---)
Advance given against Salary adjusted	4,00,000	---	---
	(90,000)	(---)	(---)
Balances outstanding:			
Advance given against Salary	---	---	---
	(4,00,000)	(---)	(---)
Advance given	---	---	3,99,114
	(---)	(---)	(1,11,63,345)
Trade Receivable	---	---	1,58,805
	(---)	(---)	(---)

- 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.

39. **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	71.55%	5,908.62	49.30%	444.28
Subsidiaries:				
Indian:				
NTCIL Real Estate Private Limited	21.58%	1782.41	35.78%	322.47
NTCIL Infrastructure Private Limited	6.87%	567.35	14.96%	134.79
NTCIL Realty Private Limited	0.00%	0.02	-0.01%	-0.11
NTCIL Siliguri Private Limited	-0.01%	-0.76	-0.03%	-0.24
Foreign				
Minority Interests in all subsidiaries				
Indian:	-	-	-	-

Foreign:	-	-	-	-
Associates (Investments as per the equity method)				
Indian:	-	-	-	-
Foreign:	-	-	-	-
Joint Venture				
Indian:	-	-	-	-
Foreign:	-	-	-	-

40. A suit has been filed against the company in the year 1999 for recovery of ₹ 2,00,00,000/- 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.
41. 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 ₹ 31,31,81,560/- and Penalty of ₹ 1,35,80,804/-. Your Company's appeal before CESTAT, Kolkata is pending and is of view that its defence in grounds of appeal are factually correct and strong enough to get favourable order from appeal authority.
42. 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.
43. Company's subsidiaries NTCIL Real Estate Private Limited and NTCIL Infrastructure Private Limited had given a Corporate Guarantee of ₹ 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 ₹ 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 which is pending.

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

(₹ in Lacs)

Particulars	As at 31.03.22	As at 31.03.21
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

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

a) **Earnings in foreign exchange:**

(₹ in Lacs)

Description	Year Ended 31.03.2022	Year Ended 31.03.2021
F.O.B Value of Export	1162.16	1211.42

b) **Outgo in foreign exchange:**

(Rs in Lacs)

Description	Year Ended 31.03.2022	Year Ended 31.03.2021
-Machines & Raw materials	62.36	415.16
Total	62.36	415.16

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

The accompanying notes 1 to 46 are an integral part of the Financial Statements

For and on behalf of the Board

For R. RAMPURIA & COMPANY

Chartered Accountants

Firm Registration No. 325211E

Priyawart Jariwala
Managing Director

Niraj Sinha
Director

CA Rajendra Rampuria

Partner

Membership No. 108771

Place: Kolkata

Date: The 30th day of May, 2022

Prem Chand Khator
Chief Financial Officer

Sunil Kumar Varma
Company Secretary



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