

ANNUAL REPORT
2022 - 2023

The Naihati Jute Mills Company Limited

BOARD OF DIRECTORS

JUGAL KISHORE BHAGAT (DIN 00055972) – Chairman and Managing Director

ALOK KUMAR KHASTAGIR (DIN 00124558) – Independent Director

SMT. NISHA AGRAWAL (DIN 01007810) - Independent Director

SHRISH TAPURIAH (DIN 00395964) – Non-executive Director

SENIOR MANAGEMENT

RAVI BHAGAT – Chief Executive Officer

ASHUTOSH BHAGAT – Jt. Chief Executive Officer

CHIEF FINANCIAL OFFICER

CA KISHOR KUMAR SONTHALIA

COMPANY SECRETARY

CS GOPAL PRASAD CHOUDHARY

BANKER

PUNJAB NATIONAL BANK

REGISTRAR AND SHARE TRANSFER AGENT

MAHESHWARI DATAMATICS PVT. LTD.
23, R.N. MUKHERJEE ROAD (5TH FLOOR)
KOLKATA-700001

PHONE : (033) 2248 2248 / 2243 5029

E-mail : mdpldc@yahoo.com

AUDITORS

B. CHHAWCHHARIA & CO.
Chartered Accountants

COST AUDITORS

D. RADHAKRISHNAN & CO.
Cost Accountants

REGISTERED OFFICE

7, HARE STREET (4TH FLOOR)
KOLKATA-700001
Phone: (033) 4000 4570 Fax: 033 4000-4584
E-mail: naihati@naihatijute.com
Website: www.naihatijute.com
CIN: U17119WB1905PLC001612

MILL

HAZINAGAR
NORTH 24 PARGANAS-743135
WEST BENGAL

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NOTICE

TO THE MEMBERS

NOTICE is hereby given that the 118th Annual General Meeting of The Naihati Jute Mills Company Limited will be held at the Registered Office of the Company at 7, Hare Street, 4th Floor, Kolkata-700001 on Friday, the 8th day of September, 2023 at 3.00 P.M. to transact the following business:

1. To receive, consider and adopt the Financial Statements for the financial year ended 31st March, 2023 and the Reports of Board of Directors and Auditors thereon.
2. To declare dividend on Ordinary Shares.
3. To appoint a Director in place of Shri Shrish Tapuriah (DIN: 00395964), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business

4. To appoint Shri Nirmal Pujara (DIN:00047803) as a Director liable to retire by rotation and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Shri Nirmal Pujara (DIN: 00047803), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation”.

5. To appoint Shrimati Swati Gautam (DIN: 00948430) as a Director liable to retire by rotation and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Shrimati Swati Gautam (DIN: 00948430), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation”.

6. To re-appoint Shrimati Nisha Agrawal (DIN: 01007810) as an Independent Director and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Shrimati Nisha Agrawal (DIN: 01007810) be and is hereby appointed as an Independent Director on the Board of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 4th July, 2024”.

7. To ratify the remuneration payable to Cost Auditors as approved by the Board of Directors and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTICE (contd.)

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the remuneration of ₹25,000 plus applicable taxes and re-imbusement of out of pocket expenses as approved by the Board of Directors payable to Messrs D. Radhakrishnan & Co., Cost Accountants (Registration No. 000018), who have been appointed by the Board of Directors as Cost Auditors to conduct the audit of cost accounts of the Company for the financial year ended 31st March, 2024 be and is hereby ratified”.

8. To appoint Shri Ravi Bhagat (DIN: 00058200) as a Director liable to retire by rotation and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Shri Ravi Bhagat (DIN: 00058200), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company with effect from 1st October, 2023, whose period of office shall be liable to determination by retirement of directors by rotation”.

9. To appoint Shri Ashutosh Bhagat (DIN: 00059842) as a Director liable to retire by rotation and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Shri Ashutosh Bhagat (DIN: 00059842), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company with effect from 1st October, 2023, whose period of office shall be liable to determination by retirement of directors by rotation”.

10. To appoint Shri Ravi Bhagat (DIN : 00058200) as Whole time Director designated as Executive Director and to fix his remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196,197, 198 and 200 read with Schedule V thereto and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and subject to such approvals and sanctions as may be necessary, the Company hereby accords its consent and approval to the appointment of Shri Ravi Bhagat as Whole time Director designated as Executive Director of the Company for a period of three years with effect from 1st October, 2023, whose office is liable to retire by rotation, on the terms and conditions and remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (the Board) and as set out in the Statement annexed hereto, including the remuneration to be paid in the event of loss or in adequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act with liberty to the Board to alter and vary the terms and conditions of the said appointment as it may deem fit and proper.

RESOLVED FURTHER THAT Shri Ravi Bhagat shall, subject to superintendence, control and directions of the Board, perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTICE (contd.)

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required.”

11. To appoint Shri Ashutosh Bhagat (DIN : 00059842) as Whole time Director designated as Executive Director and to fix his remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196,197, 198 and 200 read with Schedule V thereto and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals and sanctions as may be necessary, the Company hereby accords its consent and approval to the appointment of Shri Ashutosh Bhagat as Whole time Director designated as Executive Director of the Company for a period of three years with effect from 1st October, 2023, whose office is liable to retire by rotation, on the terms and conditions and remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (the Board) and as set out in the Statement annexed hereto, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act with liberty to the Board to alter and vary the terms and conditions of the said appointment as it may deem fit and proper.

RESOLVED FURTHER THAT Shri Ashutosh Bhagat shall, subject to superintendence, control and directions of the Board, perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required.”

Registered Office:
7, Hare Street (4th Floor),
Kolkata- 700001
Date: 14th July, 2023

By Order of the Board

CS GOPAL PRASAD CHOUDHARY
Company Secretary

Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than fortyeight hours before the time of commencement of the meeting.** A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.
2. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Dividend, if declared at the Annual General Meeting, will be paid to those members whose names appear on 8th September, 2023 as Members in the Register of Members of the Company or in the list of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited.

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTICE (contd.)

4. The Register of Directors and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.
5. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.
6. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
7. Members are requested to bring their copy of Annual Report at the Meeting.

STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (the ACT)

Item 4 : Shri Nirmal Pujara is Honours Graduate in Commerce and has 45 years' experience in Jute Industry and International market. He is credited with developing various diversified jute products. He was the Chairman of Calcutta Jute Fabrics Shippers Association and first Chairman of Jute Products Development and Export Promotion Council under Ministry of Textiles. Nomination and Remuneration Committee considered that it will be in the interest of the Company that Shri Pujara is appointed as a Director of the Company and recommended to the Board for his appointment as Director, liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Nirmal Pujara for the office of Director of the Company.

Shri Nirmal Pujara is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri Nirmal Pujara and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item 4 of the notice.

Item 5 : Shrimati Swati Gautam holds Master's degree in Broadcasting and Bachelors' degree in Political Science and is a first generation entrepreneur of 33 years and is attached with many prestigious educational institutions and philanthropic organisations. She is regular contributor to mainstream newspapers and authored many Coffee Table Books. Nomination and Remuneration Committee considered that it will be in the interest of the Company that Shrimati Swati Goutam is appointed as a Director of the Company and recommended to the Board for her appointment as Director of the Company, liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shrimati Swati Gautam for the office of Director of the Company.

Shrimati Swati Gautam is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Save and except Shrimati Swati Gautam and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item 5 of the notice.

Item 6: Shrimati Nisha Agrawal was appointed as an Independent Director on the Board of the Company with effect from 4th July, 2019 to hold office for a term of five consecutive years from the date of her appointment.

In accordance with the provisions of Sections 149 and 152 read with Schedule IV of the Act and the Rules framed thereunder, an Independent Director can hold office for a term of up to five consecutive years on the Board of a Company and can be re-appointed for one more term of five consecutive years with the approval of Shareholders by way of a Special Resolution.

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTICE (contd.)

As the current term of five years of Shrimati Nisha Agrawal will expire on 3rd July, 2024, re-appointment of Shrimati Nisha Agrawal for a second term of five consecutive years from 4th July, 2024 would require approval of the Shareholders by way of a Special Resolution in accordance with Sub-section (10) of Section 149 of the Act.

The Nomination and Remuneration Committee at its meeting held on 14th July, 2023 noted that Shrimati Nisha Agrawal, during the span of her tenure as Independent Director, has actively participated in the affairs of the Company and has made enormous contribution to the functioning and performance of the Company and recommended to the Board for her appointment as Independent Director for second term of five consecutive years from 4th July, 2024.

The Board is of the unanimous view that it will be in the best interest of the Company to re-appoint her as Independent Director for second term of five consecutive years.

Item 7: The Board of Directors had appointed Messrs D. Radhakrishnan & Co., Cost Accountants (Registration No.000018), as Cost Auditors to carry out the audit of the cost accounts in respect of jute goods for the financial year ended 31st March, 2024 at a remuneration of ₹25,000 plus applicable taxes and re-imbursalment of out of pocket expenses incurred by them.

In terms of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members.

The Board recommends the passing of the proposed Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors.

Item 8 : Shri Ravi Bhagat joined the Company in the year 1993 and held several senior positions in the Company and lastly as Chief Executive Officer since the year 2010. Nomination and Remuneration Committee recommended to the Board for his appointment as Director of the Company with effect from 1st October, 2023, liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Ravi Bhagat for the office of Director of the Company.

Shri Ravi Bhagat is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri Jugal Kishore Bhagat and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item 8 of the notice.

Item 9 : Shri Ashutosh Bhagat joined the Company in the year 1997 and held several senior positions in the Company and lastly as Joint Chief Executive Officer since the year 2010. Nomination and Remuneration Committee recommended to the Board for his appointment as Director of the Company with effect from 1st October, 2023, liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Ashutosh Bhagat for the office of Director of the Company.

Shri Ashutosh Bhagat is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri Jugal Kishore Bhagat and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item 9 of the notice.

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTICE (contd.)

Item 10: Shri Ravi Bhagat joined the Company in the year 1993 and held several senior positions in the Company and lastly as Chief Executive Officer since the year 2010. The Board of Directors of the Company (the Board) at its meeting held on 14th July, 2023, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the members, the appointment of Shri Ravi Bhagat as Whole time Director designated as Executive Director of the Company for a period of three years with effect from 1st October, 2023 on the following remuneration, terms and conditions as approved by the Board, subject to approval of the members:

- a) SALARY: ₹5,00,000 (Rupees five lakh only) per month (in the scale of ₹5,00,000 – ₹40,000 – ₹5,80,000).
- b) COMMISSION: At the rate of 1% (one percent) of profits of the Company for each financial year and within the permissible limits specified in the Act and shall be payable on pro-rata basis for any broken period/year.
- c) ALLOWANCES AND PERQUISITES: Shri Ravi Bhagat will be entitled to the following allowances and perquisites in addition to salary and commission, allowances and perquisites being limited to 50% of his annual salary. Unless the context otherwise requires, allowances and perquisites are classified into three categories A, B and C as follows:

Category -A

This will comprise of house rent allowance, leave travel expenses, medical reimbursement, fees of clubs and personal accident insurance. These may be provided for as under:

Housing

House Rent Allowance not exceeding 40% of the salary.

Medical Reimbursement

Reimbursement of expenses actually incurred on self and family

Leave/Holiday Travel Expenses

Reimbursement of fare incurred during leave/holiday travel period in respect of himself and family while proceeding on leave/holiday to any place in India or abroad subject to a ceiling of one month's salary per annum. The entitlement in respect of any one year to the extent not availed of shall be allowed to be accumulated up to the next two years.

Club Fees

Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

Personal Accident Insurance

Of an amount, the annual premium of which does not exceed ₹20,000 per annum.

Category –B

- i) Contribution to Provident Fund and Superannuation/Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act,1961.
- ii) Gratuity payable should not exceed half a month's salary for each completed year of service and will not be included in the computation of the ceiling on perquisites. For this purpose, the period of service shall be deemed to have commenced from 12th August, 1993 and for the calculation, salary last drawn is to be considered.
- iii) Encashment of Leave at the end of the tenure will be permitted as per rules of the Company subject to a maximum of two months' salary and will not be included in the computation of the ceiling on perquisites.

NOTICE (contd.)

Category – C

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Shri Ravi Bhagat.

Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year, during the currency of tenure of office of Shri Ravi Bhagat, the Company may pay him the above mentioned remuneration as the minimum remuneration subject to limits and conditions specified in Schedule V to the Act or any statutory modifications or re-enactments thereof as may be applicable at the relevant time.

Shri Ravi Bhagat shall not be paid any sitting fee for attending the meetings of Board of Directors or a Committee thereof.

The Company has defaulted dues of Sales-tax Loan from Government of West Bengal (through WBIDC) and application has been made to West Bengal Industrial Development Corporation Limited (WBIDC) for their approval for the appointment of Shri Ravi Bhagat as Executive Director. Approval, when received from WBIDC, will be placed before the meeting.

Except Shri Jugal Kishore Bhagat and his relatives, none of the other Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution. (cont'd.....)

Item 11: Shri Ashutosh Bhagat joined the Company in the year 1997 and held several senior positions in the Company and lastly as Joint Chief Executive Officer since the year 2010. The Board of Directors of the Company (the Board) at its meeting held on 14th July, 2023, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the members, the appointment of Shri Ashutosh Bhagat as Whole time Director designated as Executive Director of the Company for a period of three years with effect from 1st October, 2023 on the following remuneration, terms and conditions as approved by the Board, subject to approval of the members:

- a) SALARY: ₹4,95,000 (Rupees four lakh ninety-five thousand only) per month (in the scale of ₹4,95,000 – ₹40,000 – ₹5,75,000).
- b) COMMISSION: At the rate of 1% (one percent) of profits of the Company for each financial year and within the permissible limits specified in the Act and shall be payable on pro-rata basis for any broken period/year.
- c) ALLOWANCES AND PERQUISITES: Shri Ashutosh Bhagat will be entitled to the following allowances and perquisites in addition to salary and commission, allowances and perquisites being limited to 50% of his annual salary. Unless the context otherwise requires, allowances and perquisites are classified into three categories A, B and C as follows:

Category -A

This will comprise of house rent allowance, leave travel expenses, medical reimbursement, fees of clubs and personal accident insurance. These may be provided for as under:

Housing

House Rent Allowance not exceeding 40% of the salary.

Medical Reimbursement

Reimbursement of expenses actually incurred on self and family

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTICE (contd.)

Leave/Holiday Travel Expenses

Reimbursement of fare incurred during leave/holiday travel period in respect of himself and family while proceeding on leave/holiday to any place in India or abroad subject to a ceiling of one month's salary per annum. The entitlement in respect of any one year to the extent not availed of shall be allowed to be accumulated up to the next two years.

Club Fees

Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

Personal Accident Insurance

Of an amount, the annual premium of which does not exceed ₹20,000 per annum.

Category –B

- i) Contribution to Provident Fund and Superannuation/Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act,1961.
- ii) Gratuity payable should not exceed half a month's salary for each completed year of service and will not be included in the computation of the ceiling on perquisites. For this purpose, the period of service shall be deemed to have commenced from 15th September, 1997 and for the calculation, salary last drawn is to be considered.
- iii) Encashment of Leave at the end of the tenure will be permitted as per rules of the Company subject to a maximum of two months' salary and will not be included in the computation of the ceiling on perquisites.

Category – C

Provision of Car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Shri Ashutosh Bhagat.

Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year, during the currency of tenure of office of Shri Ashutosh Bhagat, the Company may pay him the above mentioned remuneration as the minimum remuneration subject to limits and conditions specified in Schedule V to the Act or any statutory modifications or re-enactments thereof as may be applicable at the relevant time.

Shri Ashutosh Bhagat shall not be paid any sitting fee for attending the meetings of Board of Directors or a Committee thereof.

The Company has defaulted dues of Sales-tax Loan from Government of West Bengal (through WBIDC) and application has been made to West Bengal Industrial Development Corporation Limited (WBIDC) for their approval for the appointment of Shri Ashutosh Bhagat as Executive Director. Approval, when received from WBIDC, will be placed before the meeting.

Except Shri Jugal Kishore Bhagat and his relatives, none of the other Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution (contd.....).

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTICE (contd.)

Item 10 and 11 (contd.....) - Statement pursuant to sub-clause (iv) of second proviso to clause (B) of section II of part II of Schedule V of the Act

I. General Information

- 1) Nature of industry Manufacturer of Jute Goods
- 2) Date or expected date of commencement of commercial production Year 1905
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus Being an existing Company, not applicable.

4) Financial performance based on given indicators

Year ending 31 st March	Sales	Operating Profit	Profit before Tax	Profit after Tax
2019	23369	484	155	129
2020	24361	563	250	179
2021	22180	327	37	28
2022	20475	539	273	202
2023	34247	808	425	317

- 5) Foreign investments or collaborations, if any There are 6 Foreign Shareholders holding 143 Ordinary Shares of ₹100 each. The Company does not have any foreign collaboration.

II. Information about the Appointee

a) **Shri Ravi Bhagat**

1) Background details

Shri Ravi Bhagat joined the Company in the year 1993 and held several senior position in the Company and lastly as Chief Executive Officer since the year 2010. He has been instrumental in developing exports of yarn of the Company for last several years. He is presently overall in-charge of the entire Jute Goods sales of about Rs.340 crores. It was for his foresightedness that the Bleaching Plant (diversification) was successfully installed and commissioned in the Mill and the Bleaching products of the Mill command a premium in the market. Due to diversification and exports, there has been overall value addition in sales. He is regularly visiting overseas to maintain and develop exports and personal relationship with foreign buyers. He is also involved in overall working of the Jute Mill including production and productivity of the Mill.

2) Past remuneration - (as Chief Executive Officer)	Year	Amount (₹)
	2022-23	80,28,678
	2021-22	73,12,026
	2020-21	58,56,430
	2019-20	60,28,220
	2018-19	53,03,597

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTICE (contd.)

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|----|---|---|-----|
| 3) | Recognition or awards | --- | --- |
| 4) | Job profile and his suitability | Shri Ravi Bhagat, apart from looking after management and administration of the Company, is overall in-charge of the entire Jute Goods sales. He had been performing the assignment efficiently. | |
| 5) | Remuneration proposed | Salary ₹5,00,000 per month along with with Commission @ 1% of the net profits computed in the manner laid down under Sections 197 and 198 of the Act and other allowances and perquisites, as spelt out in the Statement hereinabove. | |
| 6) | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | The remuneration proposed is in consonance with similar position in the Industry. | |
| 7) | Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any. | Except salary, commission and perquisites to be received from the Company and to receive dividend declared by the Company, Shri Ravi Bhagat does not have any pecuniary relationship directly or indirectly with the Company. Shri Ravi Bhagat is the son of Shri Jugal Kishore Bhagat, Managing Director. | |
| b) | Shri Ashutosh Bhagat | | |
| 1) | Background details | Shri Ashutosh Bhagat, a graduate in Commerce from St. Xaviers College, joined the Company in the year 1997 and held several senior positions in the Company and lastly as Joint Chief Executive Officer since the year 2010. He is overall in-charge of Jute purchase and financial affairs of the Company apart from the looking after the day to day production/affairs of the Mills including visiting Mills personally at regular intervals. During his tenure, he has been able to improve productivity and is monitoring programmes of preventive maintenance resulting in reduction of downtime losses and speed optimization. During his association with the Company, he has turned around the financial health of the Company. The Net Worth of the Company has turned positive substantially. Jute is being purchased presently on cash payment basis. Due to his expertise and experiences he is serving Indian Jute Mills Association, an apex body of Jute Mill Manufactures, as Executive Committee Member for the last several years. | |

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTICE (contd.)

	Year	Amount (₹)
2) Past remuneration - (as Joint Chief Executive Officer)	2022-23	78,98,483
	2021-22	72,64,287
	2020-21	56,54,262
	2019-20	59,64,280
	2018-19	52,23,003
3) Recognition or awards	–	–
4) Job profile and his suitability	Shri Ashutosh Bhagat is overall in-charge of Jute purchase and financial affairs of the Company apart from the looking after the day to day production/affairs of the Mills including visiting Mills personally at regular intervals.	
5) Remuneration proposed	Salary Rs.4,95,000 per month alongwith with Commission @ 1% of the net profits computed in the manner laid down under Sections 197 and 198 of the Act and other allowances and perquisites, as spelt out in the Statement hereinabove.	
6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is in consonance with similar position in the Industry.	
7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Except salary, commission and perquisites to be received from the Company and to receive dividend declared by the Company, Shri Ashutosh Bhagat does not have any pecuniary relationship directly or indirectly with the Company. Shri Ashutosh Bhagat is the son of Shri Jugal Kishore Bhagat, Managing Director.	

III. Other information

- 1) Reasons of loss or inadequate profits There is profit in the Company at present, but as abundant caution for payment of minimum remuneration to Executive Directors, in case of no profit or inadequate profit in any particular year.
- 2) Steps taken or proposed to be taken for improvement
- 3) Expected increase in productivity and profits in measurable terms 10% approximately

IV. Disclosures

The Company is not a listed Company and “Corporate Governance” is not included in the Report of Board of Directors.

Registered Office:
7, Hare Street (4th Floor),
Kolkata- 700001
Date: 14th July, 2023

By Order of the Board

CS GOPAL PRASAD CHOUDHARY
Company Secretary

THE NAIHATI JUTE MILLS COMPANY LIMITED

DIRECTORS' REPORT

TO THE MEMBERS

The Directors of your Company present their Annual Report and Financial Statements for the year ended 31st March, 2023.

FINANCIAL RESULTS

(₹ in lakh)

Profit for the year before finance cost, depreciation and taxation	808.30
From which have been adjusted	
i) Finance Cost	169.96
ii) Provision for Depreciation	212.89
iii) Provision for Tax	106.01
iv) Provision for Deferred Tax	2.06
leaving a surplus of	<u>490.92</u>
which is carried forward to Balance Sheet	<u>317.38</u>

DIVIDEND

The Board of Directors (the Board) has recommended a dividend for the financial year 2022-23 @ 10%, i.e. ₹ 10 per share on 214,489 Ordinary Shares of ₹ 100 each amounting to ₹ 21.45 lakh. The dividend payment is subject to approval of members at the ensuing Annual General Meeting (AGM).

OPERATIONS

There had been all round improvement in the working of the Company during the year as compared to the previous year. Turnover was at an all time high with a growth of 67% and production had a growth of 66% over the previous year.

Adequate raw jute availability ensured stable prices throughout the year though the poor raw jute quality across all agencies affected the productivity at the mill level. Domestic demand of sacking was buoyant and has now become the mainstay of the industry.

The production and productivity in the mills took a hit in the later part of the year due to the poor quality of fibre available resulting in a reversal of the improving trend of mill performance. The senior management is making all out efforts for improving the mill performance.

Production, Turnover, Profitability and Earning per share show the undernoted position during the year under review as compared to previous year.

	<u>Year 2022-23</u>	<u>Year 2021-22</u>
Production (M.Tonnes)	31,731	19,165
Total Turnover (₹ in lakh)	34,247.08	20,475.18
Profit before taxation (₹ in lakh)	425.45	273.35
Profit after taxation (₹ in lakh)	317.38	201.93
Earning per share of face value of ₹ 100 (₹)	147.97	94.15

OUTLOOK

The raw jute crop for the ensuing season is expected to be somewhat lower due to unremunerative prices being received by the growers relative to other competing crops. The overall availability is expected to be comfortable due to good carryover stocks and imports from Bangladesh.

The export markets, especially Europe, were very sluggish post the Russia-Ukraine conflict. Domestic demand of hessian was also very muted with a large part of the market being catered for by imports from Nepal. The imports of yarn and sacking from Bangladesh continued unabated inspite of the levy of Anti-dumping duties. Government sacking demand continued to be the mainstay of the industry.

DIRECTORS' REPORT (contd.)

The labour availability in the mills continued to be a challenge with the mills finding it extremely difficult to replenish the pool of workers superannuating each year. Further, there is a mushrooming of small units in the unorganized sector especially in jute growing areas operating with much lower wages and costs. All these factors pose a challenge to the healthy growth of the organized sector.

DIRECTORS

Based on the recommendation of Nomination and Remuneration Committee (NRC), the Board recommended for the approval of members, the appointment of Shri Ravi Bhagat, Chief Executive Officer and Shri Ashutosh Bhagat, Joint Chief Executive Officer as Whole time Directors designated as Executive Directors, liable to retire by rotation, for a period of three years with effect from 1st October, 2023.

Based on the recommendation of NRC, the Board recommended for the approval of the members, the appointment of Shri Nirmal Pujara and Shrimati Swati Gautam as Directors of the Company, liable to retire by rotation.

The term of Shrimati Nisha Agrawal as an Independent Director will expire on 3rd July, 2024. Based on the recommendation of NRC, the Board recommended to re-appoint her as an Independent Director for a second term of five years from 4th July, 2024 for approval of Shareholders by way of a Special Resolution in accordance with Section 149(10) of the Companies Act, 2013 (the Act).

As per provisions of Section 152 of the Act, Shri Shrish Tapuriah, Director, retires by rotation at the ensuing AGM and, being eligible, offers himself for re-appointment.

The Company has received declarations from Shri Alok Kumar Khastagir and Shrimati Nisha Agrawal, Independent Directors confirming that they meet the criteria of independence laid down in Section 149(6) of the Act.

BOARD MEETINGS

During the year under review, four meetings of the Board of Directors were held on 20th July, 2022, 20th September, 2022, 29th December, 2022 and 24th March, 2023.

AUDIT COMMITTEE

Audit Committee is in place with its composition as under:-

1. Shri Alok Kumar Khastagir (Chairman) - Independent Director
2. Shrimati Nisha Agrawal - Independent Director
3. Shri Jugal Kishore Bhagat - Chairman and Managing Director

Meetings of the Committee were held during the year on 20th July, 2022, 20th September, 2022, 29th December, 2022 and 24th March, 2023.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) of the Act, the Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, make the following statements that :

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. they have selected such accounting policies and applied them consistently and made judgements 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 of the profit and loss of the Company for that period;

THE NAIHATI JUTE MILLS COMPANY LIMITED

DIRECTORS' REPORT *(contd.)*

- c. they have taken proper and sufficient care for the 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 fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

REMUNERATION POLICY

Remuneration Policy approved by the Board on the recommendation of NRC is in force. Remuneration of employees consists of basic salary and perquisite. Remuneration to employees is based on their qualification, experience, responsibilities held and their performance. The objective of the remuneration policy is to motivate employees to excel in the performance, recognise their contribution, retain talent in the organisation and reward merits.

PARTICULARS OF LOAN, GUARANTEE OR INVESTMENT

The Company has not given any loan, guarantee or made any investment exceeding sixty percent of paid up share capital, free reserve and securities premium account or hundred percent of its free reserve and securities premium account, whichever is more, as prescribed in Section 186 of the Act.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Particulars of contracts/arrangements with related parties in terms of Section 188(1) of the Act is provided in Form No. AOC-2 which is annexed as **Annexure-'A'** which forms part of the Report.

TRANSFER TO RESERVES

No amount is proposed to carry to any reserve during the year.

EVENTS SUBSEQUENT TO THE END OF FINANCIAL YEAR

There is no material changes and commitments subsequent to the end of the financial year.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of the Section 135 of the Act in connection with Corporate Social Responsibility are not applicable to the Company since the Company falls below the threshold limits.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

Information in accordance with the provisions of Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption, foreign exchange earnings and outgo is provided in the **Annexure -'B'**, which forms part of this Report.

DEPOSITS

The Company has neither invited nor accepted any deposit from the public under Section 73 of the Act and rules made thereunder, during the year under review.

SIGNIFICANT AND MATERIAL ORDERS

There is no significant and material order passed by any of the regulators, courts of law or tribunals impacting the going concern status of the Company or its operations in future.

DIRECTORS' REPORT (contd.)

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has adequate internal financial control procedures commensurate with the size, scale and complexity of its operation, which are well supplemented by surveillance of Internal Auditors.

AUDITORS AND AUDITORS' REPORT

Messrs B. Chhawchharia & Co., Chartered Accountants (ICAI Registration No. 305123E) were appointed as Auditors of the Company at the AGM held on 20th September, 2022 to hold office from the conclusion of the said AGM until the conclusion of sixth consecutive AGM on a remuneration to be mutually agreed upon with the Board.

The Company as a policy has been accounting for the due gratuity liability for the workers who have retired/ ceased to work from the service of the Company. However, the Company has also been gradually funding partially against the accrued liability of gratuity of the existing staff and workers.

The request of the Company to the State Government and its Nodal Agency, West Bengal Industrial Development Corporation Limited for One Time Settlement of the outstanding dues is under consideration. As the Company expects substantial relief, no provision has been made for interest since 1st April, 2000 and for any additional liability, if any, on this account.

COST AUDITORS

Messrs D. Radhakrishnan & Co., Cost Accountants, on the recommendation of the Audit Committee, have been appointed as Cost Auditors of the Company to conduct the audit of the cost accounts maintained by the Company for the year ended 31st March, 2023 at a remuneration of ₹25,000 plus applicable taxes and reimbursement of out of pocket expenses incurred by them subject to ratification of remuneration by the members of the Company at the forthcoming AGM.

SECRETARIAL AUDIT

The Board has appointed Messrs S.M. Gupta & Co., Company Secretaries in practice to carry out the Secretarial Audit for the financial year ended 31st March, 2023. The Secretarial Audit Report for the financial year ended 31st March, 2023 is annexed as **Annexure 'C'** which forms part of the Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company within the meaning of the Act.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Internal Complaints Committee under the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints received regarding sexual harassment of any of the female employees (permanent, contractual, temporary, trainees). No complaint has been received during the calendar year 2022.

THE NAIHATI JUTE MILLS COMPANY LIMITED

DIRECTORS' REPORT *(contd.)*

STAFF AND LABOUR

Industrial relations remained harmonious during the year.

PARTICULARS OF EMPLOYEES

The details of employees who are in receipt of remuneration exceeding the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure 'D'** and forms part of this Report.

RISK MANAGEMENT POLICY

In terms of Section 134(3)(n) of the Act, the Board of Directors has adopted a Risk Management Policy which includes identification of elements of risk, its mitigation and other related factors.

ACKNOWLEDGEMENT

The Directors would like to express their appreciation for the unstinted support received from Financial Institutions, Banks and Central and State Governments. The Directors also express their appreciation for the dedicated services rendered to the Company by the employees and workers at all levels.

For and on behalf of the Board

JUGAL KISHORE BHAGAT
Chairman and Managing Director
DIN: 00055972

Kolkata
14th July, 2023

THE NAIHATI JUTE MILLS COMPANY LIMITED

ANNEXURE – A TO DIRECTORS’ REPORT

FORM NO. AOC - 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm’s length basis	
The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm’s length during the financial year 2022-23	
2. Details of material contracts or arrangement or transactions at arm’s length basis	
(a) Name(s) of the related party and nature of relationship	1) Shri Ravi Bhagat 2) Shri Ashutosh Bhagat - both sons of Shri Jugal Kishore Bhagat, Chairman and Managing Director
(b) Nature of contracts/ arrangements/transactions	Appointment as 1) Chief Executive Officer 2) Joint Chief Executive Officer
(c) Duration of the contracts/ arrangements/transactions	Five years with effect from 1 st April, 2019
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	1) ₹3,50,000 per month (in the scale of ₹3,50,000-₹35,000-₹4,90,000)* 2) ₹3,45,000 per month (in the scale of ₹3,45,000-₹35,000-₹4,85,000)* *Plus other allowances, perquisites, benefits and amenities as applicable to other senior executives of the Company
(e) Date(s) of approval by the Board, if any	20 th June, 2018
(f) Amount paid as advance, if any	Nil

For and on behalf of the Board

JUGAL KISHORE BHAGAT
Chairman and Managing Director
DIN: 00055972

Kolkata
14th July, 2023

THE NAIHATI JUTE MILLS COMPANY LIMITED

ANNEXURE – B TO DIRECTORS’ REPORT

Conservation of energy, Technology absorption, Foreign exchange earnings and outgo:

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014:

(A) Conservation of energy	
(i) The steps taken or impact on conservation of energy	Following steps taken for conservation of energy have reduced consumption of energy: 1) Conversion of higher HP motors with lower HP motors in weaving department. 2) Installation of energy saving lamps. 3) Regular monitoring of steam, boiler and compressor to minimize losses. 4) Proper utilisation of capacitors on respective areas
(ii) The steps taken by the company for utilising alternate sources of energy	The Company is using jute caddies in place of coal for steam generation.
(iii) The capital investment on energy conservation equipments	No capital investment on energy conservation equipment was made during the year under review. The aforesaid electrical items procured during the year were consumable in nature.
(B) Technology absorption	
(i) The efforts made towards technology absorption:	The Company is making continuous efforts in installing high productive machines by keeping track of latest development.
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	Improvement of operational efficiency and in quality.
(iii) 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 b) the year of import c) whether the technology been fully absorbed d) if not fully absorbed, areas where absorption has not taken place and the reasons thereof	No technology has been imported during the last three years.
(iv) The expenditure incurred on Research and Development	The Company does not have in-house Research and Development facility and no expenditure has been incurred in this regard.
(C) Foreign Exchange Earnings and outgo	
(i) Foreign Exchange earned in terms of actual inflows	Nil
(ii) Foreign Exchange outgo in terms of actual outflows	₹ 2,254.68 lakh

For and on behalf of the Board

JUGAL KISHORE BHAGAT
Chairman and Managing Director
DIN: 00055972

Kolkata
14th July, 2023

THE NAIHATI JUTE MILLS COMPANY LIMITED

ANNEXURE – C TO DIRECTORS’ REPORT

Form No. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

The Naihati Jute Mills Company Limited

CIN: U17119WB1905PLC001612

Registered Office: 7 Hare Street

Kolkata-700001

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **The Naihati Jute Mills Company Limited (CIN:U17119WB1905PLC001612)** (hereinafter called the ‘Company’) for the financial year ended 31st March, 2023. Secretarial Audit was conducted in accordance with the Guidance Note issued by the Institute of Company Secretaries of India (A statutory body constituted under the Company Secretaries Act, 1980) read with Company Secretaries Auditing Standards (CSAS) and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. The Company’s management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.
3. Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
4. We believe that audit evidence and information obtained from the Company’s management is adequate and appropriate for us to provide a basis for our opinion.
5. Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and read with the Statutory Auditors’ Report on Financial Statements and compliance of the conditions of Corporate Governance and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, including by way of electronic mode, we hereby report that in our opinion and to the best of our information, knowledge and belief and according to the explanations given to us, the Company has during the audit period covering the financial year ended on 31st March, 2023 generally complied with the applicable 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.
6. (a) We have examined the secretarial compliance based on the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 and as shown to us during our audit, according to the provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder.
(b) We have also examined the secretarial compliance on test check basis of the records maintained by the Company for the financial year ended 31st March, 2023 with the provisions of the following laws specifically applicable to the Company and as certified by the management:

THE NAIHATI JUTE MILLS COMPANY LIMITED

ANNEXURE – C TO DIRECTORS’ REPORT

- (i) The Factories Act, 1948;
 - (ii) The Industrial Dispute Act, 1947;
 - (iii) The Industrial Relations Act(s);
 - (iv) The Payment of Bonus Act, 1965;
 - (v) The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952;
 - (vi) The Employees’ State Insurance Act, 1948.
7. During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations with available updates:
- a) Although the Company is not a listed company, this Secretarial Audit Report is being given to comply with the provisions of Section 204(1) of the Act read with Rule 9(1)(b) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended since the turnover of the Company was ₹250 crore or more in the financial year ended 31st March, 2023.
 - b) Section 135 of the Act relating to CSR is not applicable to the Company as the Company is below the threshold limits prescribed in the said section.
 - c) The Company does not have any Subsidiary, Associate or Joint Venture company.
8. We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India under Section 118 of the Act, to the extent applicable to it.
9. We further report that, as far as we have been able to ascertain:
- a) The Board of Directors of the Company is duly constituted in compliance with the applicable provisions of law. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - b) 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.
 - c) Majority decision is carried through while the dissenting members’ views are captured and recorded as part of the minutes as informed to us by the management.
 - d) Based on the compliance mechanism established by the Company and on the basis of the certificates placed before the Board and taken on record by the Directors at their meetings, we are of the opinion that the Company has adequate systems and processes commensurate with its size and operations to monitor and ensure compliance with the applicable Laws, Rules, Regulations and Guidelines.
10. It is stated that the compliance of all the applicable provisions of the Act and other laws is the responsibility of the management. We have relied on the representation made by the Company and its officers for systems and mechanism set-up by the Company for compliances under applicable laws. Our examination, on a test check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities/statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the aforementioned corporate laws of the Union of India.

ANNEXURE – C TO DIRECTORS’ REPORT

11. In this Report, we have not taken into consideration the events which are already in public domain and also not those events which have not come to our knowledge while conducting this audit.
12. This Report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this Report.

S.M. Gupta
Proprietor
S.M. GUPTA & CO.
Company Secretaries
Firm Registration No.:S1993WB816800
Membership No.: FCS-896
CP No: 2053
Peer Review No.: 2464/2022
UDIN: F000896E000596018

Place: Kolkata
Date: 14th July, 2023

“Annexure A”

**(to the Secretarial Audit Report of The Naihati Jute Mills Company Limited
for the Financial Year ended 31st March, 2023)**

**To,
The Members
The Naihati Jute Mills Company Limited
CIN: U17119WB1905PLC001612
Registered Office: 7 Hare Street
Kolkata-700001**

Our Secretarial Audit Report for the financial year ended 31st March, 2023 of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance with the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit 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.

S.M. Gupta
Proprietor
S.M. GUPTA & CO.
Company Secretaries
Firm Registration No.:S1993WB816800
Membership No.: FCS-896
CP No: 2053
Peer Review No.: 2464/2022
UDIN: F000896E000596018

Place: Kolkata
Date: 14th July, 2023

THE NAIHATI JUTE MILLS COMPANY LIMITED

ANNEXURE – D TO DIRECTORS' REPORT

Information pursuant to Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The following persons were employed during the financial year and were in receipt of remuneration for that year which, in the aggregate was not less than 1.02 crores (one crore and two lakh rupees):-

Name	Designation	Remuneration Received (₹ in lakh)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age (years)	Last employment held	% of equity shares held	Relationship with any other Director/ Manager with name of such Director/ Manager
Shri Jugal Kishore Bhagat	Chairman and Managing Director	110.99	Contractual	B.com 54 years	01.10.1969	79	None	5.98%	None

Notes :

- The appointment is contractual and terminable by notice on either side.
- Remuneration shown above is subject to tax and comprises of basic salary, allowances & monetary value of perquisites.
- Information above qualification is based on particulars furnished by the concerned employee.

There are no employees in the Company who have been employed for a part of the financial year and are in receipt of remuneration for any part of the year which is not less than eight lakh and fifty thousand rupees per month.

For and on behalf of the Board

JUGAL KISHORE BHAGAT
Chairman and Managing Director
DIN: 00055972

Kolkata
14th July, 2023

INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT

To the Members of
THE NAIHATI JUTE MILLS COMPANY LIMITED

Report on the Financial Statements Qualified Opinion

1. We have audited the accompanying financial statements of **THE NAIHATI JUTE MILLS COMPANY LIMITED** ('the Company') which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended), and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, and its profit and its cash flows for the year ended on that date.

Basis for Qualified Opinion

- 3.1 *Provision for accrued liability of gratuity of existing employees amounting to ₹1521.18 lakh (Previous Year ₹1400.31 lakh) as per actuarial valuation has not been made by the Company which constitutes a departure from the Accounting Standard 15, 'Retirement Benefits' referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) [Refer Note 27(ii)].*
- 3.2 *Non-provision of liability of penal/additional interest and liquidated damages on overdue instalments of secured loan from a financial institution, amount unascertainable [Refer Note 4(h)].*
- 3.3 *Non-provision of interest on loan from WBIDC amounting to ₹286.03 lakh (Previous Year ₹275.75 lakh) [Refer Note 4(h)].*

Accordingly without considering the observations made in paragraph 3.2 above where the effect is not ascertainable, had the observations made by us in paragraphs 3.1 to 3.3 been considered, the profit for the year would have been lower by ₹1807.21 lakh (Previous Year ₹1676.06 lakh) with corresponding effect on the shareholders fund and the current assets.

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

Information other than the Financial Statements and Auditor's Report thereon

5. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our report thereon.

THE NAIHATI JUTE MILLS COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT *(contd.)*

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

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

Responsibilities of Management for the Financial Statements

6. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
7. In preparing these financial statements, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
8. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

9. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
10. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

INDEPENDENT AUDITOR'S REPORT (contd.)

- Obtain an understanding of internal control 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 report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial statements of the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of the Company.
11. 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.

Report on Other Legal and Regulatory Requirements

12. As required by the Companies (Auditor's Report) Order, 2020 (the Order), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
13. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, 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 purpose of our audit of the accompanying financial statements;
 - 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 financial statements dealt with by this Report are in agreement with the books of account;
 - d. *Except for the effects of the matters described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);*
 - e. On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act;

THE NAIHATI JUTE MILLS COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT *(contd.)*

- f. With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company as on 31st March, 2023 and operating effectiveness of such controls, refer to our separate report in Annexure B wherein we have expressed an unmodified opinion;
- g. As required by Section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year is in accordance with the provisions of and limits laid down under Section 197 read with Schedule V 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 does not have any pending litigations, other than those disclosed in the financial statements which would impact its financial position as at 31st March, 2023;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March, 2023;
 - iii. There has been no delays in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2023.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to any person(s) or entity(ies), including foreign entities (the intermediaries), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (the Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (the 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 performed as considered reasonable and appropriate in the circumstances, nothing has come to our attention that causes us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The dividend paid during the year ended 31st March, 2023 by the Company is in compliance with Section 123 of the Act.

For B CHHAWCHHARIA & CO.
Chartered Accountants

Firm's Registration No.: 305123E

SUSHIL KUMAR CHHAWCHHARIA
Partner

Membership No.: 008482

UDIN: 23008482BHAZIJ2901

Place: Kolkata

Date: 14th July, 2023

INDEPENDENT AUDITOR'S REPORT (contd.)

Annexure 'A' to the Independent Auditor's Report

The Annexure referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of The Naihati Jute Mills Company Limited on the financial statements for the year ended 31st March, 2023.

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 report 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) The property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification program adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of all the immovable properties held by the Company are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment or Intangible Assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
(b) The Company has a working capital limit in excess of ₹5 crore sanctioned by banks on the basis of security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such bank and such statements are in agreement with the books of accounts of the Company for the respective periods which were subject to audit.
- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security, as applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the reporting under clause 3(v) of the Order are not applicable to the Company.

THE NAIHATI JUTE MILLS COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT (contd.)

- (vi) The Central Government has specified maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, income-tax, sales-tax, service tax, duty of customs, duty of excise, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Nature of the statute	Nature of dues	Gross Amount (₹ in Lakh)	Amount paid under protest (₹ in lakh)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Employees State Insurance Act, 1948	Additional demand	23.29	3.17	July, 1973 – November, 1975 January, 1985 - June, 1986 1990-91, 1992-93, 1993-94 1997-98 to 1999-2000	The Employees State Insurance Court	-
Income Tax Act, 1961	Income tax	2.85	-	2019-20	Commissioner of Income Tax (Appeals)	-
Income Tax Act, 1961	Income tax	14.31	-	2020-21	Commissioner of Income Tax (Appeals)	-

- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings to any lender or in the payment of interest thereon, except for the below:

Nature of borrowing, including debt securities	Name of lender	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid till the date of audit report	Remarks, if any
Sales tax Loan	Government of West Bengal (through WBIDC)	₹171.30 lakh plus interest charged under dispute	Both	Since April, 2012	Company has burdened with the additional charge of interest of ₹ 160 Lakh beyond the cut off date of 30th September, 1990 as provided in the Rehabilitation Scheme duly sanctioned by BIFR and the payment of principal also not regularised by WBIDC, the Nodal Agency of the lenders. Further, Company's 'One Time Settlement' proposal last submitted in December, 2022, is also pending settlement. The default, if any, is disputed.

THE NAIHATI JUTE MILLS COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT *(contd.)*

- (b) According to the information and explanations given to us including the representation made by the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.
- (e) According to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instrument) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully, partially or optionally convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under Section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Accounting Standard (AS) 18, Related Party Disclosures specified in Companies (Accounting Standards) Rules, 2021 as prescribed under Section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under Section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) According to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under Clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.

THE NAIHATI JUTE MILLS COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT *(contd.)*

- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is 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 to us, the Company does not fulfill the criteria as specified under Section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For B CHHAWCHHARIA & CO.

Chartered Accountants

Firm's Registration No.: 305123E

SUSHIL KUMAR CHHAWCHHARIA

Partner

Place: Kolkata

Date: 14th July, 2023

Membership No.: 008482

UDIN: 23008482BHAZIJ2901

Annexure 'B' to the Independent Auditor's Report

The Annexure referred to in Paragraph 13(f) of the Independent Auditor's Report of even date to the members of The Naihati Jute Mills Company Limited on the financial statements for the year ended 31st March, 2023

Report on the Internal Financial Controls under clause (i) of sub-section (3) of Section 143 of the Companies Act, 2013 (the Act)

1. In conjunction with our audit of the financial statements of **The Naihati Jute Mills Company Limited** (the Company) as of and for the year ended 31st March, 2023, we have audited the Internal Financial Controls over Financial Reporting (IFCoFR) of the Company as of that date.

Management's Responsibility for Internal Financial Controls

2. 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.

INDEPENDENT AUDITOR'S REPORT (contd.)

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) issued by the ICAI. 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 IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, 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.
5. 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 IFCoFR.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based 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 ICAI.

For B CHHAWCHHARIA & CO.

Chartered Accountants

Firm's Registration No.: 305123E

SUSHIL KUMAR CHHAWCHHARIA

Partner

Place: Kolkata

Date: 14th July, 2023

Membership No.: 008482

UDIN: 23008482BHAZIJ2901

THE NAIHATI JUTE MILLS COMPANY LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2023

(₹ in lakh)

Particulars	Note	As at 31-03-2023	As at 31-03-2022	
EQUITY AND LIABILITIES				
Shareholders' Funds				
(a) Share Capital	2	214.49	214.49	
(b) Reserves and Surplus	3	<u>7,924.58</u>	<u>8,139.07</u>	<u>7,628.65</u> 7,843.14
Non-current Liabilities				
(a) Long-term Borrowings	4	436.69	398.56	
(b) Deferred Tax Liabilities (net)	5	4.68	2.62	
(c) Long-term Provisions	6	<u>132.41</u>	<u>573.78</u>	<u>113.22</u> 514.40
Current Liabilities				
(a) Short-term Borrowings	7	1,724.11	1,052.88	
(b) Trade Payables	8			
- Total outstanding dues of Micro and Small Enterprises		39.07	29.71	
- Total outstanding dues of creditors other than Micro and Small Enterprises		742.93	448.33	
(c) Other Current Liabilities	9	1,701.99	1,508.80	
(d) Short-term Provisions	6	<u>401.92</u>	<u>4,610.02</u>	<u>327.97</u> 3,367.69
Total Equity And Liabilities			<u>13,322.87</u>	<u>11,725.23</u>
ASSETS				
Non-current Assets				
(a) Property, Plant and Equipment and Intangible Assets	10			
-Property, Plant and Equipment		7,111.54	6,721.19	
-Intangible Assets		15.61	5.79	
-Intangible Assets under development		5.25	5.25	
		<u>7,132.40</u>	<u>6,732.23</u>	
(b) Non-current Investments	11	0.10	0.10	
(c) Long-term Loans and Advances	12	11.83	14.65	
(d) Other Non-current Assets	13	<u>9.60</u>	<u>7,153.93</u>	<u>8.93</u> 6,755.91
Current Assets				
(a) Inventories	14	3,882.80	3,951.04	
(b) Trade Receivables	15	1,909.96	821.42	
(c) Cash and Cash Equivalents	16	96.00	32.81	
(d) Short-term Loans and Advances	12	279.85	163.96	
(e) Other Current Assets	17	<u>0.33</u>	<u>6,168.94</u>	<u>0.09</u> 4,969.32
Total Assets			<u>13,322.87</u>	<u>11,725.23</u>

Significant Accounting Policies and Notes to Financial Statements

1 to 39

As per our Report of even date
For B. CHHAWCHHARIA & CO.

Chartered Accountants

Firm Registration No. 305123E

SUSHIL KUMAR CHHAWCHHARIA

Partner

Membership No. 008482

UDIN: 23008482BHAZIJ2901

Place: Kolkata

Date: 14th July,2023

RAVI BHAGAT
Chief Executive Officer

CA KISHOR KUMAR SONTHALIA
Chief Financial Officer

For and on behalf of the Board
JUGAL KISHORE BHAGAT

Chairman and Managing Director

DIN: 00055972

CS GOPAL PRASAD CHOUDHARY
Company Secretary

THE NAIHATI JUTE MILLS COMPANY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023 (₹ in lakh)

Particulars	Note	2022-23	2021-22
I. Revenue from Operations	18	34,247.08	20,475.18
II. Other Income	19	105.15	133.05
III. Total Income (I + II)		34,352.23	20,608.23
IV. Expenses			
(a) Cost of Materials Consumed	20	21,854.75	13,952.69
(b) Change in Inventories of Finished Goods and Work-in-Progress	21	626.73	(875.00)
(c) Employee Benefits Expense	22	7,598.10	4,800.33
(d) Finance Cost	23	169.96	94.32
(e) Depreciation and Amortization Expense	10	212.89	171.34
(f) Other Expenses	24	3,464.35	2,191.20
Total Expenses		33,926.78	20,334.88
V Profit before Tax (III - IV)		425.45	273.35
VI Tax Expenses			
(a) Current Tax		106.00	72.50
(b) Earlier Year tax		0.01	1.55
(b) Deferred Tax		2.06	(2.63)
VII Profit for the Year (V-VI)		317.38	201.93
VIII Earning per Ordinary Share (Face value of ₹100)	31		
(a) Basic		147.97	94.15
(b) Diluted		147.97	94.15
Significant Accounting Policies and Notes to Financial Statements	1 to 39		

As per our Report of even date
For B. CHHAWCHHARIA & CO.

Chartered Accountants

Firm Registration No. 305123E

SUSHIL KUMAR CHHAWCHHARIA

Partner

Membership No. 008482

UDIN: 23008482BHAAZIJ2901

Place: Kolkata

Date: 14th July, 2023

RAVI BHAGAT
Chief Executive Officer

CA KISHOR KUMAR SONTHALIA
Chief Financial Officer

JUGAL KISHORE BHAGAT
Chairman and Managing Director

DIN: 00055972

CS GOPAL PRASAD CHOUDHARY
Company Secretary

THE NAIHATI JUTE MILLS COMPANY LIMITED

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

(₹ in lakh)

	2022-23	2021-22
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extra-ordinary items	425.45	273.35
Adjusted for		
-Depreciation	212.89	171.34
-Interest Income	(1.00)	(3.41)
-Finance Cost	169.96	94.32
-Liability no longer required written back	(0.30)	(53.29)
-Profit on sale of Fixed Assets	(44.04)	(36.26)
Operating Profit before Working Capital changes	762.96	446.05
Adjusted for		
Changes in Working Capital		
-Trade and Other Receivables	(1,166.44)	770.74
-Inventories	68.24	(214.81)
-Trade Payables and other current liabilities	590.59	(658.25)
Cash generated from Operations	255.35	343.73
-Income Tax paid (net of refund)	(147.59)	(73.67)
Net Cash flow from Operating Activities (A)	107.76	270.06
B. CASH FLOW FROM INVESTING ACTIVITIES		
-Purchase of Fixed Assets	(614.37)	(259.86)
-Sale of Fixed Assets	50.85	36.30
-Interest Received	1.00	3.41
Net Cash used in Investing Activities (B)	(562.52)	(220.15)
C. CASH FLOW FROM FINANCING ACTIVITIES		
- Proceeds of Long-term Borrowings (net)	38.12	145.75
- Proceeds /(Repayment) of Short-term Borrowings (net)	671.24	(97.09)
- Interest Paid	(169.96)	(94.32)
- Dividend Paid	(21.45)	-
Net Cash from Financing Activities (C)	517.95	(45.66)
Net Increase in Cash and Cash Equivalents (A + B + C)	63.19	4.25
Cash and Cash Equivalents at the beginning of the year	32.81	28.56
Cash and Cash Equivalents at the end of the year	96.00	32.81
Components of Cash and Cash Equivalents		
Balances with Scheduled Bank :		
-On Current Account	57.56	3.44
-Cash on Hand	38.44	29.37
Total Cash and Cash Equivalents (Refer Note 16)	96.00	32.81

THE NAIHATI JUTE MILLS COMPANY LIMITED

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

NOTES:

1. The above Cash Flow Statement has been prepared under 'Indirect Method' as set out in the Accounting Standard 3 'Cash Flow Statements' specified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.
2. Cash & Cash Equivalent at the year end as disclosed above are available for use in the ordinary course of business.
3. Figures in brackets represents cash outflow.

As per our Report of even date

For B. CHHAWCHHARIA & CO.

Chartered Accountants

Firm Registration No. 305123E

SUSHIL KUMAR CHHAWCHHARIA

Partner

Membership No. 008482

UDIN: 23008482BHAZIJ2901

Place: Kolkata

Date: 14th July,2023

RAVI BHAGAT
Chief Executive Officer

CA KISHOR KUMAR SONTHALIA
Chief Financial Officer

JUGAL KISHORE BHAGAT
Chairman and Managing Director
DIN: 00055972

CS GOPAL PRASAD CHOUDHARY
Company Secretary

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS *(contd.)*

1 SIGNIFICANT ACCOUNTING POLICIES

(i) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Company follows the mercantile system of accounting and recognises income and expenses on accrual basis. The accounts are prepared on historical cost basis except for certain fixed assets which are stated at revalued amounts. Accounting policies not referred to otherwise are consistent with generally accepted accounting principles and the provisions of the Companies Act, 2013.

All the Assets and Liabilities have been classified as Current and Non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of activities, the Company has ascertained its operating cycle as 12 months for the purpose of Current and Non-current classification of Assets and Liabilities.

(ii) USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principle requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognised in the period in which the results are known/materialized.

(iii) TANGIBLE AND INTANGIBLE FIXED ASSETS AND DEPRECIATION/ AMORTISATION

Property, Plant and Equipment

(a) Recognition

Property, plant and equipment are stated at cost of acquisition or construction and subsequent improvements thereto less accumulated depreciation and impairment losses, if any. Cost of acquisition includes inward freight, duties and taxes (net of cenvat availed), dismantling cost and installation expenses etc. incurred up to the installation of the assets.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in the income statement when incurred. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

The Company has adopted cost model as prescribed under Accounting Standard 10: Property, Plant and Equipment in respect of all classes of assets except for land and building for which revaluation model has been adopted. In respect of revalued assets the difference between written down value of assets and valuation is transferred to Revaluation Reserve.

(b) Depreciation

Depreciation on property, plant and equipment is provided to the extent of depreciable amount on the written down value method except on the additions to Plant and Machinery and Diesel Generating Sets made after 1st April, 1963 on which depreciation is provided on

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS *(contd.)*

straight line method. Depreciation is provided based on useful economic life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Category	Useful life
Buildings	
- Non-Factory Building (RCC Frame Structure)	60 Years
- Factory Building	30 Years
Plant & Machinery and Diesel Generating Set	15 Years
Electrical Installation	10 Years
Computers and data processing units	
- Servers and networks, such as, desktops, laptops, etc	3 Years
- Software and Licence	5 Years
Furniture and fixtures, Electrical Installation and Laboratory Equipment	10 Years
Office Equipment	5 Years
Motor Vehicle	8 Years

As provided in Schedule II to the Companies Act, 2013, the amount equivalent to the depreciation charged on the amount added on revaluation is not being transferred to Statement of Profit and Loss from Revaluation Reserve.

(iv) IMPAIRMENT OF ASSETS

Impairment is ascertained at each Balance Sheet date in respect of cash generating units. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the 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 and from its disposal at the end of its useful life.

(v) CAPITAL WORK-IN-PROGRESS

Capital work-in-progress under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

(vi) INTANGIBLE ASSETS

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and impairment loss, if any. Such assets are amortised on written down value method over the useful economic life of the respective assets and in the manner prescribed in Schedule II to the Companies Act, 2013.

(vii) GOVERNMENT GRANTS

Government Grants related to fixed assets are adjusted with the value of the fixed asset/ credited to Capital Reserve. Government Grants related to revenue items are adjusted with the related expenditure/taken as income. Such grants are accounted for as and when the ultimate realisability of the same is established.

(viii) NON-CURRENT/LONG-TERM INVESTMENT

Non-current/Long-term investments are carried at acquisition cost less provision for permanent diminution in the value. Investments intended to be held for not more than one year are classified as current investments and are valued at lower of cost and fair value.

(ix) INVENTORIES

Inventories are valued at lower of the cost or net realizable value. Cost of inventories is ascertained on 'weighted average' basis. Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS *(contd.)*

Cost in respect of raw materials and stores and spares includes expenses incidental to procurement of the same. Cost in respect of finished goods represents prime cost and includes appropriate portion of overheads.

Cost in respect of process stock represents cost incurred up to the stage of completion.

Caddies, Thread Waste etc. are valued at estimated realisable value.

Cost has been considered after taking credit for taxes whenever and to the extent available.

(x) REVENUE RECOGNITION

Sale of Goods

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, and the amount of revenue can be measured reliably.

Export Incentive accounted on the basis of accrual.

Sale of Import Entitlements is accounted on the basis of actual transaction/utilization thereof.

Other Income

Other Income is accounted on accrual basis except where the receipt of income is uncertain.

(xi) EMPLOYEE BENEFITS

Employee benefits are accrued in the year in which services are rendered by the employees. Short-term employee benefits are recognised as an expenses in the statement of profit and loss for the year in which the related service is rendered.

Contribution to defined contribution schemes such as Provident Fund, Superannuation Fund etc. are recognised as and when incurred.

Long-term employee benefits under defined benefits scheme such as contribution to gratuity, leave etc. are determined at close of the year at present value of the amount payable using actuarial valuation techniques.

Actuarial gain and losses are recognised in the year when they arise.

(xii) FOREIGN CURRENCY TRANSACTIONS

Income and Expenditure in foreign currency is converted into rupee at the rate of exchange prevailing on the date of transaction. Realised gains and losses on foreign exchange transactions in the year are recognised in the Statement of Profit and Loss.

Foreign currency monetary assets and liabilities at the year-end are translated using the closing exchange rates and the resultant exchange difference is recognised in the Statement of Profit and Loss. In the case of acquisition of fixed assets, the exchange differences are adjusted to the cost of respective fixed assets. In case of items which are covered by forward exchange contracts, the difference between the year-end rate and rate on the date of the contract is recognized as exchange difference and the premium paid/received on forward contracts is recognized over the life of the contract.

(xiii) CLAIMS

Insurance claims are accounted for on settlement thereof.

Claim for quality, shortage etc. made in respect of purchase of raw jute but not admitted by the parties is adjusted in the consumption for the year and on settlement thereof, difference, if any, is accounted for.

(xiv) BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

NOTES FORMING PART OF FINANCIAL STATEMENTS *(contd.)*

(xv) TAXATION

Tax expense for the period, comprising current tax and deferred tax, is included in the determination of the net profit or loss for the period. Provision is made for current tax based on tax liability computed in accordance with relevant tax rates and tax laws.

Deferred Taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted at the reporting date. Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets including the unrecognized deferred tax assets, if any, at each reporting date, are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized.

(xvi) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

- (a)** Liability of interest/penalty due to delayed payment of statutory dues being unascertained is accounted for on imposition of demands.
- (b)** Provisions are recognised in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered probable and in respect of which a reliable estimate can be made.
- (c)** Contingent liabilities are shown by way of Notes to the Financial Statements in respect of obligations, where, based on the evidence available, their existence at the Balance Sheet date is considered not probable or a reliable estimate of the same cannot be made.
- (d)** Contingent Assets are neither recognised nor disclosed in the Financial Statements.

(xvii) EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. The net profit or loss for the period attributable to ordinary shareholders is the net profit or loss for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of ordinary shares is the number of ordinary shares outstanding at the beginning of the period, adjusted by the number of ordinary shares bought back or issued during the period multiplied by the time-weighting factor.

(xviii) STATEMENT OF CASH FLOWS

Cash flows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

(₹ in lakh)

	As At 31-03-2023	As At 31-03-2022
2 SHARE CAPITAL		
Capital Structure		
Authorized		
479,989 (479,989) Ordinary Shares of ₹ 100 each	479.99	479.99
70,000 (70,000) Preference Shares of ₹ 100 each	<u>70.00</u>	<u>70.00</u>
	<u>549.99</u>	<u>549.99</u>
Issued, Subscribed and Fully Paid-up		
214,489 (214,489) Ordinary Shares of ₹ 100 each	<u>214.49</u>	<u>214.49</u>
Share Capital Reconciliation		
Ordinary Share Capital		
Balance at the beginning of the reporting period	214.49	214.49
Changes in Ordinary Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	-	-
Change in Ordinary Share Capital during the current year	<u>-</u>	<u>-</u>
Balance at the end of the reporting period	<u>214.49</u>	<u>214.49</u>

Particulars of Shareholders holding more than 5% shares as at Balance Sheet date:

	As at 31-03-2023		As at 31-03-2022	
	No.	% of holding in the class	No.	% of holding in the class
Ordinary Shares of ₹100 each fully paid-up				
Jugal Kishore Bhagat	12825	5.98	12825	5.98
Ravi Bhagat	20110	9.37	20110	9.37
Ashutosh Bhagat	21324	9.94	21324	9.94
Rita Bhagat	39958	18.63	39958	18.63
Vinita Bhagat	47567	22.17	47567	22.17
Archita Bhagat	48353	22.54	48353	22.54

Particulars of Promoter Shareholding for Ordinary Share Capital as at Balance Sheet date:

Promoter Name	As at 31-03-2022			As at 31-03-2021		
	No. of Shares	% of total Shares	% Change during the year	No. of Shares	% of total Shares	% Change during the year
Jugal Kishore Bhagat	12825	5.98	-	12825	5.98	-
Ravi Bhagat	20110	9.37	-	20110	9.37	-
Ashutosh Bhagat	21324	9.94	-	21324	9.94	-
Rita Bhagat	39958	18.63	-	39958	18.63	-
Vinita Bhagat	47567	22.17	-	47567	22.17	-
Archita Bhagat	48353	22.54	-	48353	22.54	-
Jugal Kishore Bhagat HUF	6000	0.03	-	6000	0.03	-
Bhagat Refinerers and Chemicals Private Limited	7795	0.04	-	7795	0.04	-

Rights, Preferences and Restrictions attached to shares

Ordinary Shares

The Company has one class of Ordinary Shares having a par value of ₹ 100. Each holder of Ordinary Shares is entitled to one vote proportionate to paid-up capital. The Company declares and pays dividends in Indian Rupees. The dividend recommended by the Board of Directors is subject to the approval of Shareholders in the Annual General Meeting.

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

(₹ in lakh)

In the event of liquidation of the Company, the holders of Ordinary Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Ordinary Shares held by the Shareholders and their paid-up amounts.

	As At 31-03-2023	As At 31-03-2022
3 RESERVES AND SURPLUS		
Capital Reserve		
Others (details not available)	<u>5.67</u>	<u>5.67</u>
Securities Premium Reserve		
Balance at the beginning of the year	34.00	34.00
Add: Created during the year	<u>-</u>	<u>-</u>
Balance at the end of the year	<u>34.00</u>	<u>34.00</u>
Capital Redemption Reserve		
Balance at the beginning of the year	27.50	27.50
Add: Created during the year	<u>-</u>	<u>-</u>
Balance at the end of the year	<u>27.50</u>	<u>27.50</u>
Revaluation Reserve		
Balance at the beginning of the year	5,791.73	5,791.73
Add: Created during the year	<u>-</u>	<u>-</u>
Balance at the end of the year	<u>5,791.73</u>	<u>5,791.73</u>
General Reserve		
Balance at the beginning of the year	25.00	25.00
Add:- Transfer from Capital Redemption Reserve	<u>-</u>	<u>-</u>
Balance at the end of the year	<u>25.00</u>	<u>25.00</u>
Surplus in the Statement of Profit and Loss		
Balance at the beginning of the year	1,744.75	1,542.82
Add: Profit for the year	<u>317.38</u>	<u>201.93</u>
	<u>2,062.13</u>	<u>1,744.75</u>
Less : Final Dividend	<u>21.45</u>	<u>-</u>
Balance at the end of the year	<u>2,040.68</u>	<u>1,744.75</u>
	<u>7,924.58</u>	<u>7,628.65</u>

The Board of Directors of the Company has proposed a dividend on Ordinary Shares for ₹21.45 lakh for the year ended 31st March, 2023, subject to approval of Shareholders at the ensuing Annual General Meeting. If approved, the dividend would result in cash outflow of ₹21.45 lakh.

	Non-current portion		Current maturities	
	As at 31-03-2023	As at 31-03-2022	As at 31-03-2023	As at 31-03-2022
4 LONG-TERM BORROWINGS				
Secured Loans				
From Banks				
Rupee Term Loan	247.50	122.87	144.31	44.34
Rupee Demand Loan	-	2.87	-	81.28
Rupee Vehicle Loan	39.11	-	24.11	1.57
Rupee Working Capital Term Loan	150.08	272.82	129.65	68.99
From Government of West Bengal				
Loan for payment of sales tax and raw jute tax dues (through WBIDC)	<u>-</u>	<u>-</u>	<u>171.30</u>	<u>171.30</u>
	<u>436.69</u>	<u>398.56</u>	<u>469.37</u>	<u>367.48</u>
Amount disclosed under the head 'Short-Term Borrowings' (Refer Note 7)	<u>-</u>	<u>-</u>	<u>469.37</u>	<u>367.48</u>
	<u>436.69</u>	<u>398.56</u>	<u>-</u>	<u>-</u>

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

Security

Rupee Term Loan of ₹391.81 lakh from Bank is secured by specific machineries purchased out of the loan and collaterally secured by Land and Building, other block assets and guaranteed by Bansidhar Ghanshyamdass.

Rupee Vehicle Loans of ₹63.22 lakh from Bank is secured by hypothecation of specific vehicles being financed.

Rupee Working Capital Term Loan of ₹279.73 lakh from Bank is secured by hypothecation of stock of raw jute, jute goods, stores and spares, goods-in-transit, book-debt and collaterally secured by second charge on fixed assets by way of equitable mortgage and guaranteed by National Credit Guarantee Trustee Company.

Loan of ₹274.14 lakh (including interest upto March, 2000 ₹102.84 lakh - Refer Note 9) are secured by residual charge on all the fixed assets of the Company subject to the charge in favour of financial institutions, banks and others.

Repayment Terms

Particulars	No. of Instalments	Amount of Instalment	Maturity date	Interest
a) Rupee Term Loan of ₹268.93 lakh from Punjab National Bank	36 Monthly	PRINCIPAL - ₹8.33 lakh	30-04-2026	RLLR+0.20%
b) Rupee Term Loan of ₹122.88 lakh from Punjab National Bank	28 Monthly	PRINCIPAL - ₹4.39 lakh	31-07-2025	RLLR+0.20%
c) Rupee Vehicle Loan of ₹10.23 lakh from Punjab National Bank	26 Monthly	EMI- ₹0.42 lakh	31-05-2025	9.25%
d) Rupee Vehicle Loan of ₹20.60 lakh from Punjab National Bank	27 Monthly	EMI- ₹0.83 lakh	30-06-2025	9.25%
e) Rupee Vehicle Loan of ₹32.39 lakh from Punjab National Bank	33 Monthly	EMI- ₹1.10 lakh	31-12-2025	8.20%
f) Rupee Working Capital Term Loan of ₹97.74 lakh from Punjab National Bank	17 Monthly	PRINCIPAL - ₹5.75 lakh	31-08-2024	RLLR+0.85% Max 9.25%
g) Rupee Working Capital Term Loan of ₹182.00 lakh from Punjab National Bank	36 Monthly	PRINCIPAL - ₹5.06 lakh	31-10-2026	RLLR+0.85% Max 9.25%
h) Loan from Government of West Bengal (through WBIDC) - (i) Loan with interest upto March, 2000 amounting to ₹274.14 lakh was repayable in 24 quarterly instalments commencing from June 2001, (ii) Further interest (net of rebate) from April, 2000 to March, 2023 amounting to ₹286.03 lakh (including ₹10.28 lakh for current year) remains unprovided, and (iii) Penal interest, additional interest and liquidated damages (amount unascertainable) also remains unprovided; and all remain unpaid, since Company's request for settlement of loan as well as waiver of interest, additional interest, penal interest and liquidated damages is pending since long.				

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

(₹ in lakh)

	As at 31-03-2023	As at 31-03-2022		
5 DEFERRED TAX LIABILITIES (net)				
The Principal components of Deferred Tax Liabilities and Assets are as follows:				
Deferred Tax Liabilities				
Difference between book value of depreciable assets as per Books of Account and written down value for tax purposes	60.30	58.24		
Tax impact of expenses claimed under tax laws but charge to the Statement of Profit and Loss deferred	<u>1.94</u>	<u>1.94</u>		
	<u>62.24</u>	<u>60.18</u>		
Deferred Tax Assets				
Tax impact of expenses charged to the Statement of Profit and Loss but allowance under tax laws deferred	<u>57.56</u>	<u>57.56</u>		
Net Deferred Tax Liabilities	<u>4.68</u>	<u>2.62</u>		
	Long-term		Short-term	
	As at	As at	As at	As at
	31-03-2023	31-03-2022	31-03-2023	31-03-2022
6 PROVISIONS				
Provision for Employee Benefits				
For Bonus	-	-	361.17	300.71
For Leave Benefits	<u>132.41</u>	<u>113.22</u>	<u>40.75</u>	<u>27.26</u>
	<u>132.41</u>	<u>113.22</u>	<u>401.92</u>	<u>327.97</u>
7 SHORT-TERM BORROWINGS				
From Bank (secured) :				
Working Capital Loan			1254.74	685.40
Current maturities of Long-term debts (Refer Note 4)			<u>469.37</u>	<u>367.48</u>
			<u>1,724.11</u>	<u>1,052.88</u>

Working Capital Loans and Packing Credit from Bank are secured by hypothecation of stock of raw jute, jute goods, stores and spares, goods-in-transit, book-debt and collaterally secured by second charge on fixed assets by way of equitable mortgage and guaranteed by Messrs Bansidhar Ghanshyamdass.

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

(₹ in lakh)

	As at 31-03-2023	As at 31-03-2022
8 TRADE PAYABLES		
For Goods and Services received in the ordinary course of business		
Total outstanding dues of Micro and Small Enterprises	39.07	29.71
Total outstanding dues of creditors other than Micro and Small Enterprises	742.93	448.33
	<u>782.00</u>	<u>478.04</u>

Particulars	Outstanding for following periods from date of transaction				
	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
For the year ended 31st March, 2023					
(i) MSME	39.07	-	-	-	39.07
(ii) Others	739.23	3.68	0.02	-	742.93
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed - Others	-	-	-	-	-
For the year ended 31st March, 2022					
(i) MSME	29.71	-	-	-	29.71
(ii) Others	425.91	14.00	8.42	-	448.33
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed - Others	-	-	-	-	-

	As at 31-03-2023	As at 31-03-2022
9 OTHER CURRENT LIABILITIES		
Interest accrued and due on Borrowings (WBIDC)	102.84	102.84
Advance from Customers	8.81	31.50
Statutory Dues	196.65	133.12
Other Payables (includes provision for outstanding liabilities and expenses, unclaimed employee benefits and other expenses payable)	1393.69	1,241.34
	<u>1,701.99</u>	<u>1,508.80</u>

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As at 01-04-2022	Additions	Deductions and/or Adjustments	Total as at 31-03-2023	Up to 31-03-2022	During the year	Deductions and/or Adjustments	Up to 31-03-2023	As at 31-03-2023	As at 31-03-2022
Land	5,693.67	-	-	5,693.67	-	-	-	-	5,693.67	5,693.67
Buildings	432.27	-	-	432.27	362.47	4.58	-	367.05	65.22	69.80
Plant and Machinery	3,358.99	498.79	96.92	3,760.86	2,468.29	172.10	93.27	2,547.12	1,213.74	890.70
Diesel Generating Sets	130.70	-	-	130.70	123.86	0.30	-	124.16	6.54	6.84
Engines and Boilers	50.52	-	-	50.52	48.22	-	-	48.22	2.30	2.30
Sprinkler Installation	9.17	-	-	9.17	9.17	-	-	9.17	-	-
Electrical Installation	228.70	-	-	228.70	217.59	0.04	-	217.63	11.07	11.11
Railway Siding	2.75	-	-	2.75	2.75	-	-	2.75	-	-
Tubewell Installation	19.69	-	-	19.69	18.71	-	-	18.71	0.98	0.98
Jetty	10.20	-	-	10.20	10.20	-	-	10.20	-	-
Furniture and Fittings	49.39	3.43	-	52.82	41.71	2.02	-	43.73	9.09	7.68
Vehicles	123.12	94.34	39.78	177.68	101.41	22.02	36.71	86.72	90.96	21.71
Office Machinery, Equipments, Air-conditioners and Refrigerators	178.26	8.91	1.87	185.30	164.72	6.74	1.78	169.68	15.62	13.54
Weighing Machines	21.32	-	-	21.32	18.47	0.50	-	18.97	2.35	2.85
TOTAL	10,308.75	605.47	138.57	10,775.65	3,587.57	208.30	131.76	3,664.11	7,111.54	6,721.18
Intangible Assets										
Computer Software	21.94	14.40	-	36.34	16.15	4.58	-	20.73	15.61	5.79
TOTAL	10,330.69	619.87	138.57	10,811.99	3,603.72	212.88	131.76	3,684.84	7,127.15	6,726.97
Previous Year Figures	10,095.01	252.36	16.67	10,330.70	3,449.02	171.34	16.63	3,603.73	6,726.97	

Plant and Machinery includes ₹3.30 Lakh (₹1.31 Lakh) as Borrowing Cost.
There is no addition in the Gross Block through Business Combination and Revaluation of Assets.

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

(₹ in lakh)

Intangible Assets under development ageing schedule

As at 31-03-2023

Particulars	Amount in Intangible Assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	2.00	3.25	-	5.25
Projects temporarily suspended	-	-	-	-	-

As at 31-03-2022

Particulars	Amount in Intangible Assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	2.00	3.25	-	-	5.25
Projects temporarily suspended	-	-	-	-	-

As at 31-03-2023 **As at 31-03-2022**

11 NON-CURRENT INVESTMENTS

Other Investments (valued at cost) - Unquoted Investment in Debentures

5% Non-redeemable Debenture Stock, 1957 of Woodland Hospital & Medical Research Centre Limited

	0.10	0.10
	0.10	0.10

Long-term

As at 31-03-2023 **As at 31-03-2022**

Short-term

As at 31-03-2023 **As at 31-03-2022**

12 LOANS AND ADVANCES

Unsecured, Considered good

Capital Advances

	-	5.50	-	-
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Others

Advances recoverable in cash or in

kind or for value to be received

	3.36	1.89	111.60	64.32
--	-------------	------	---------------	-------

Prepaid Expenses

	8.47	7.26	8.16	8.27
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Advance tax and TDS (net of

provision)

	-	-	64.03	22.46
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Balance with Statutory/

Government Authorities

	-	-	96.06	68.91
--	---	---	--------------	-------

	11.83	14.65	279.85	163.96
--	--------------	-------	---------------	--------

The Company has not granted any loan and advances in the nature of loans to promoters, directors, KMPs and related parties during the current as well as previous financial year.

13 OTHER NON-CURRENT ASSETS

Security Deposit

	9.60	8.93
	9.60	8.93

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

(₹ in lakh)

	As at 31-03-2023	As at 31-03-2022				
14 INVENTORIES						
(as taken, valued and certified by the management)						
Raw Material	1,739.38	1,198.34				
Work-in-Progress	903.51	976.22				
Finished Goods	1,036.25	1,590.27				
Stores and Spare Parts	203.66	186.21				
	3,882.80	3,951.04				
Details of Raw Material						
Raw Jute	1,702.37	1,166.26				
Batching Oil	22.84	16.64				
Dyes and Chemicals	12.96	14.21				
Caddies, Thread Waste etc.	1.21	1.23				
	1,739.38	1,198.34				
15 TRADE RECEIVABLES						
Dues for the period upto six months	1,865.35	776.80				
Others	44.61	44.62				
	1,909.96	821.42				
Trade Receivables ageing schedule:						
Particulars	Outstanding for following periods from date of transaction					
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
For the year ended 31st March 2023						
(i) Undisputed - Considered Good	1865.35	1.62	-	-	18.58	1,885.55
(ii) Undisputed - Considered doubtful	-	-	-	-	-	-
(iii) Disputed - Considered good	-	-	-	-	24.41	24.41
(iv) Disputed - Considered doubtful	-	-	-	-	-	-
						1,909.96
For the year ended 31st March 2022						
(i) Undisputed - Considered Good	776.80	1.46	0.13	0.32	18.30	797.01
(ii) Undisputed - Considered doubtful	-	-	-	-	-	-
(iii) Disputed - Considered good	-	-	-	-	24.41	24.41
(iv) Disputed - Considered doubtful	-	-	-	-	-	-
						821.42
	As at 31-03-2023	As at 31-03-2022				
16 CASH AND CASH EQUIVALENTS						
Balances with Banks in Current Account	57.56	3.44				
Cash on hand	38.44	29.37				
	96.00	32.81				
17 OTHER CURRENT ASSETS						
Interest Receivable	0.33	0.09				

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

(₹ in lakh)

	2022-2023	2021-2022
18 REVENUE FROM OPERATIONS		
Sale of Products		
Finished Goods	<u>34,232.72</u>	<u>20,291.47</u>
Other Operating Revenue		
By-products	14.36	22.38
Sale of Raw Jute	-	131.82
Export Incentives	-	3.35
Sale of MEIS/RoDTEP Licenses	-	26.16
	<u>14.36</u>	<u>183.71</u>
	<u>34,247.08</u>	<u>20,475.18</u>
19 OTHER INCOME		
Interest Income	1.00	3.41
Foreign Exchange Fluctuations	18.70	6.22
Liability no longer required	0.30	53.29
Profit on sale of Fixed Assets	44.04	36.26
Other Miscellaneous Income	41.11	33.87
	<u>105.15</u>	<u>133.05</u>
20 COST OF MATERIALS CONSUMED		
Inventory at the beginning of the year	1,198.34	1,873.96
Add: Purchases less returns	22,395.79	13,277.07
Less: Inventory at the end of the year	1,739.38	1,198.34
	<u>21,854.75</u>	<u>*13,952.69</u>
*Includes cost of Raw Jute sold ₹74.47 lakh		
21 CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK- IN- PROGRESS		
Inventory at the beginning of the year		
Finished Goods	1,590.27	737.76
Work-in-Progress	976.22	953.73
	<u>2,566.49</u>	<u>1,691.49</u>
Inventory at the end of the year		
Finished Goods	1,036.25	1,590.27
Work-in-Progress	903.51	976.22
	<u>1,939.76</u>	<u>2,566.49</u>
	<u>626.73</u>	<u>(875.00)</u>
22 EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus etc.	6,734.93	4,334.23
Contribution to Provident and Other Funds	819.26	436.21
Staff Welfare Expenses	43.91	29.89
	<u>7,598.10</u>	<u>4,800.33</u>
23 FINANCE COST		
Interest Expenses	159.28	82.03
Other Borrowing costs	10.68	12.29
	<u>169.96</u>	<u>94.32</u>

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

(₹ in lakh)

	2022-2023	2021-2022
24 OTHER EXPENSES		
Consumption of Stores and Spare Parts	835.84	477.57
Bleaching, Processing and Printing Expenses	853.90	494.99
Power and Fuel	1,215.39	846.38
Rent	5.15	5.15
Repairs and Maintenance		
Plant and Machinery	47.66	25.41
Building	23.91	18.63
Others	79.27	49.61
Insurance	21.19	17.16
Rates and Taxes	(4.60)	35.10
Freight and Delivery Charges	56.20	48.31
Brokerage on Sales	29.98	30.35
Payment to Auditors		
For Statutory Audit	7.00	6.50
For Tax Audit	1.15	1.15
For Others Services	0.15	0.15
Internal Audit	2.00	2.00
Cost Audit	0.25	0.25
Directors' Fee	0.99	1.02
Professional and Consultancy Charges	39.62	30.21
Travelling Expenses	78.79	22.56
Miscellaneous Expenses	170.51	78.70
	<u>3,464.35</u>	<u>2,191.20</u>

25 Contingent Liabilities not provided for in respect of:

- (a) Additional demand of Employees State Insurance for the years July, 1973 – November, 1975, 27-01-85 to June, 1986, 1990-91, 1992-93, 1993-94 and 1997-98 to 1999-2000 amounting to ₹**23.29 lakh** [amount deposited ₹**3.17 lakh** their against] (same in previous year) against which Company's appeals are pending.
- (b) Additional tax demand of ₹**18.37 lakh** (₹18.37 lakh) relating to land revenue against which the Company's writ petition is pending before High Court.
- (c) Contingent Liability in respect of contested demand of Income Tax for Assessment Years 2020-21 and 2021-22 for ₹**17.16 lakh** (NIL).

26 Estimated amount of contracts remaining to be executed on capital account and not provided (net of advance) – ₹**1.60 lakh** (₹23.02 lakh).

- 27** (i) The accrued and due liability of gratuity of employees retired/resigned during the year amounting to ₹**19.60 lakh** (₹29.47 lakh) net of payment of ₹**169.42 lakh** (₹91.99 lakh) made from Gratuity Fund Account, has been provided for.
- (ii) Effective 1st April, 2007, employee benefit obligations have been measured/valued following the Accounting Standard 15 (revised 2005) on 'Employee Benefits' issued by The Institute of Chartered Accountants of India.

The accrued unprovided liability of existing employees as on 31st March, 2023 for future payments under the Payment of Gratuity Act, 1972 determined as per actuarial valuation amounts to ₹**1521.18 lakh** (₹1,400.31 lakh).

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

(₹ in lakh)

Defined Contribution Plan

Contribution to Defined Contribution Plan, recognised are charged off for the year are as under:

Employer's Contribution to Provident and Pension Fund	458.97 (307.10)
Employer's Contribution to ESIC Scheme	159.26 (98.19)

Defined Benefit Plan

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for Leave Encashment is recognised in the same manner as Gratuity.

(A)	Gratuity (Partially funded)	
	Current Year	Previous Year
a) Reconciliation of opening and closing balances of Defined Benefit Obligation		
Defined Benefit Obligation at the beginning of the year	2566.87	2,499.59
Current Service Cost	227.66	218.81
Interest Cost	182.25	172.47
Actuarial (gain)/loss	(20.93)	(198.78)
Benefits (paid)	(192.96)	(125.21)
Defined Benefit Obligation at the year-end	2762.89	2,566.87
b) Reconciliation of opening and closing balances of fair value of Plan Assets		
Fair value of Plan Assets at the beginning of the year	1166.56	1,138.91
Expected return on Plan Assets	83.81	76.35
Employer's contribution	220.63	60.38
Actuarial gain/(loss) on Plan Assets	(36.32)	16.13
Benefits paid	(192.96)	(125.21)
Fair value of Plan Assets at the year-end	1241.72	1,166.56
c) Reconciliation of fair value of Assets and Obligations		
Fair value of Plan Assets	1241.72	1,166.56
Present value of Obligation	2762.89	2,566.87
Amount recognised in Balance Sheet (gratuity to the extent of ₹1521.18 lakh remains unprovided)	1241.72	1,166.56
d) Expenses recognized during the year		
Amount provided and contributed to Group Gratuity Scheme	201.03	30.92
e) Actuarial assumptions		
Mortality Table	2012-14(Indian Assured Lives)	2012-14(Indian Assured Lives)
Discount rate (per annum) compounded	7.30%	7.10%
Rate of escalation in salary (per annum)	6.00%	6.00%

Gratuity (Funded)					
	2022-23	2021-22	2020-21	2019-20	2018-19
Defined Benefit Obligation at the end of the year	2762.89	2,566.87	2,499.59	2,480.17	2,301.87
Fair value of planned assets at the end of the year	1241.72	1,166.56	1,138.91	1,156.89	1,214.96
Surplus / (Deficit)	(1521.18)	(1,400.31)	(1,360.67)	(1,323.28)	(1,086.91)

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

(₹ in lakh)

The estimates of future salary increase considered in the actuarial valuation takes into account factors like inflation, seniority, promotion and other relevant factors. The expected return on Plan Assets is based on actuarial expectations of the average long-term rate of return expected on investments of the fund during the estimated terms of the Obligations. The above information is certified by the Actuary.

		Leave encashment (Unfunded)	
		Current Year	Previous Year
(B)			
a)	Reconciliation of opening and closing balances of Defined Benefit Obligation		
	Defined Benefit Obligation at the beginning of the year	140.48	148.87
	Current Service Cost	91.84	70.87
	Interest Cost	9.97	10.27
	Actuarial (gain)/loss	(41.59)	(11.11)
	Benefits (paid)	(110.72)	(100.65)
	Defined Benefit Obligation at the year end	173.16	140.48
b)	Reconciliation of opening and closing balances of fair value of Plan Assets		
	Fair value of Plan Assets at the beginning of the year	-	-
	Expected return on Plan Assets	-	-
	Employer's contribution	110.72	(100.65)
	Actuarial gain/(loss) on Plan Assets	-	-
	Benefits paid	110.72	(100.65)
	Fair value of Plan Assets at year end	-	-
c)	Reconciliation of fair value of Assets and Obligations		
	Fair value of Plan Assets	-	-
	Present value of Obligation	173.16	140.48
	Amount recognised in Balance Sheet	173.16	140.48
d)	Expenses recognized during the year	32.68	(8.39)
e)	Actuarial assumptions		
	Mortality Table	2012-14(Indian Assured Lives)	2012-14(Indian Assured Lives)
	Discount rate (per annum) compounded	7.30%	7.10%
	Rate of escalation in salary (per annum)	6.00%	6.00%

The above information is certified by the Actuary.

28 Disclosure of the amount due to the Micro, Small and Medium Enterprises (on the basis of the information and records available with the management):

Particulars		Current year	Previous year
1	The principal amount and the interest due thereon remaining unpaid to any Micro/Small supplier		
	- Principal amount	39.07	29.71
	- Interest thereon	Nil	Nil
2	The interest paid by the buyer as above, along with the amount of payments made beyond the appointed date during each accounting year.	Nil	Nil
3	The amount of interest due and payable for the period of delay in making payments which has been made beyond the appointed day (during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

(₹ in lakh)

Particulars		Current year	Previous year
4	The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
5	The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues as above are actually paid to the Small/Micro Enterprises.	Nil	Nil

The Company has circulated confirmation for the identification of suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006. On the basis of information available with the Company under the aforesaid Act, there are Enterprises to whom the Company owes dues which are outstanding during the year-end. This has been relied upon by the Auditors.

- 29 In the management’s perception, in accordance with Accounting Standard 17 on ‘Segment Reporting’ issued by The Institute of Chartered Accountants of India (ICAI), the Company has only one reportable segment namely ‘Jute Goods’.
- 30 Related Party Disclosures in accordance with the Accounting Standard 18 issued by ICAI are given below:

a. List of Related Parties:

Key Managerial Personnel	Jugal Kishore Bhagat, Chairman and Managing Director Ravi Bhagat, Chief Executive Officer Ashutosh Bhagat, Joint Chief Executive Officer Alok Kumar Khastagir – Independent Director Shrimati Nisha Agrawal – Independent Director Shrish Tapuriah – Non-executive Director Gopal Prasad Choudhary, Company Secretary Kishor Kumar Sonthalia. Chief Financial Officer
Relatives of Key Managerial Personnel	Shrimati Rita Bhagat Shrimati Vinita Bhagat Shrimati Archita Bhagat
Enterprises over which Key Management Personnel and/or relatives are able to exercise significant influence	Ajanta Commercial & Trading Company Private Limited Ashutosh Spinners Private Limited Bansidhar Ghanshyamdass Bhagat Agencies Private Limited Bhagat Refinerers & Chemicals Private Limited Bhaskar Barter Private Limited CFM Infratex Limited Chhaya Rub Chem Private Limited Ginni Securities Limited K.S.Agencies & Marketing Private Limited Lotus Enclave Private Limited Maya Chaya Construction Private Limited Maya Rub Chem Private Limited Multitech Electronics Limited

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

	Narottamka Commercial Company Private Limited Penon Constructions Private Limited Raj Rajeshwar Promoters Private Limited Ravi Services & Trading Limited Reform Flour Mills Private Limited Rimjhim Traders & Dealers Private Limited Shiva Mercantile & Trading Company Private Limited Softex Computata Private Limited Twinkle Lefin Private Limited Vedant Credit Finance Private Limited Viable Agencies & Marketing Private Limited
--	--

b. Transactions with related parties: (₹ in lakh)

Particulars	Enterprises having significant influence		Key Management Personnel and their relatives	
	2022-23	2021-22	2022-23	2021-22
Loan taken & repaid during the year- Bhagat Refinerers & Chemicals Private Limited	50.00	-	-	-
Interest on borrowings - Bhagat Refinerers & Chemicals Private Limited	1.49	-	-	-
Remuneration paid to Managing Director	-	-	110.99	96.32
Salary paid to KMPs other than Managing Director	-	-	220.34	201.34
Director Sitting Fees	-	-	0.99	1.02
Payment of Rent, Hire charges, service charges & Maintenance charges -Ravi Services & Trading Ltd	16.89	15.09	-	-
Dividend Paid	0.78	-	19.61	-
Guarantee given by Banshidhar Ghanshyamdass	For facilities from Punjab National Bank			

31 Earning Per Share (EPS)

The EPS has been calculated as specified in Accounting Standard 20 issued by ICAI and other disclosure in this regard are:

Particulars	2022-23	2021-22
Net profit after tax available for Ordinary Shareholders (₹)	317.38	201.93
Weighted average number of Ordinary Share used as the denominator in calculating EPS	214,489	214,489
Basic and Diluted earning per Ordinary Share (Face value ₹ 100)	147.97	94.15

32 On the basis of physical verification of assets and cash generation capacity of those assets, in the management perception, there is no impairment of assets as on 31st March, 2023.

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

33 Imported and Indigenous Raw Materials and Stores and Spare Parts Consumed (₹ in lakh)

	Raw Material Consumed		Stores and Spare Parts Consumed	
	Value	%	Value	%
Imported	1,624.33 (518.97)	7.43 (3.74)	- (-)	- (-)
Indigenous	20,230.41 (13,359.25)	92.57 (96.26)	835.84 (477.58)	100.00 (100.00)

34	C.I.F. Value of Imports		
	Raw Jute	2,221.96	(493.35)
35	F.O.B. Value of Exports	-	(220.66)
36	Expenditure in Foreign Currency:		
	a) Travelling Expenses	32.72	(4.88)

37 Other Regulatory Information :

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with struck off companies.
- (iii) The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (iv) The Company has not advanced or given loan or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vi) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vii) The Company has not traded or invested in Crypto currency or Virtual currency during the financial year.
- (viii) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (ix) There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period.

THE NAIHATI JUTE MILLS COMPANY LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS (contd.)

38 Ratios : The followings are the analytical ratios:

Sl. No.	Particulars	Numerator	Denominator	Year ended 31-03-2023	Year ended 31-03-2022	Variance %
(i)	Current Ratio	Current Assets	Current Liabilities	1.34	1.48	-9.75
(ii)	Debt Equity Ratio*	Total debt	Shareholder's Equity	0.28	0.20	40.34
(iii)	Debt Service Coverage Ratio	Earning for Debts= Net profit after taxes+Non cash operating expenses like depreciation and other amortization +Interest	Debt Service= Interest+Principal Repayments	1.50	1.26	19.62
(iv)	Return on Equity Ratio*	Net Profit after taxes	Average Shareholder's Equity	3.97	2.61	52.27
(v)	Inventory turnover ratio*	Sales	Average Inventory (Opening+Closing/2)	8.74	5.32	64.37
(vi)	Trade Receivables turnover ratio*	Net Sales	Average Trade Debtors (Opening+ Closing/2)	25.08	16.78	49.46
(vii)	Trade payables turnover ratio*	Net Purchase of raw material and stock-in-trade	Average Trade Payables (Opening+Closing/2)	34.69	17.09	103.03
(viii)	Net capital turnover ratio*	Net Sales	Working capital= Current assets- Current liabilities	21.97	12.74	72.09
(ix)	Net profit ratio	Net Profit after taxes	Net Sales	0.93	0.99	-6.17
(x)	Return on Capital employed*	Earning before interest and tax (EBIT)	Capital Employed = (Equity +Debt + Accrued Interest)	5.72	3.91	46.29
(xi)	Return on investment	Profit after tax	Average Shareholder's equity	NA	NA	NA

* Due to higher capacity utilisation during the year as well as suspension of Plant operation for 108 days in the year 2021-22

39 Previous year figures are regrouped wherever necessary and are stated in brackets.

As per our Report of even date
For B. CHHAWCHHARIA & CO.

Chartered Accountants

Firm Registration No. 305123E

SUSHIL KUMAR CHHAWCHHARIA

Partner

Membership No. 008482

UDIN: 23008482BHAZIJ2901

Place: Kolkata

Date: 14th July,2023

RAVI BHAGAT
Chief Executive Officer

CA KISHOR KUMAR SONTHALIA
Chief Financial Officer

JUGAL KISHORE BHAGAT
Chairman and Managing Director

DIN: 00055972

CS GOPAL PRASAD CHOUDHARY
Company Secretary

THE NAIHATI JUTE MILLS COMPANY LIMITED

Route Map

To the venue of 118th Annual General Meeting (AGM) at the Registered Office of the Company at 7, Hare Street, 4th Floor, Kolkata - 700001, West Bengal, India



The prominent landmark near the venue is Bankshall Court.

THE NAIHATI JUTE MILLS COMPANY LIMITED

CIN : U17119WB1905PLC001612

Registered Office : 7, Hare Street, 4th Floor, Kolkata - 700001

ATTENDANCE SLIP

Registered Folio / DP & Client ID No. No. of Shares

Name of Member / Proxy / Authorised Representative

I hereby record my presence at the 118th Annual General Meeting of the Company being held on Friday, 8th September, 2023 at 03.00 P.M. at the Registered Office of the Company at 7, Hare Street, 4th Floor, , Kolkata – 700 001.

.....
Signature of Member / Proxy /
Authorised Representative

Members, who come to attend the meeting, are requested to bring their copies of Annual Report with them

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THE NAIHATI JUTE MILLS COMPANY LIMITED

CIN : U17119WB1905PLC001612

Registered Office : 7, Hare Street, 4th Floor, Kolkata - 700001

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :		Email ID :	
Registered address :		Folio No. / DP & Client ID :	

I/We, being the member(s) of Shares of the above named Company hereby appoint :

- (1) Name Address
- Email Id : Signature or failing him
- (2) Name Address
- Email Id : Signature or failing him
- (3) Name Address
- Email Id : Signature

as my/our proxy to attend and vote for me/us and on my/our behalf at the 118th Annual General Meeting of the Company being held on Friday, 8th September, 2023 at 03.00 P.M. at the Registered Office of the Company at 7, Hare Street, 4th Floor, Kolkata-700001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.

1.	Adoption of Financial Statement for the year ended March 31, 2023
2.	Declaration of Dividend on Ordinary Shares.
3.	Appointment of Shri Shrish Tapuriah as a Director, liable to retire by rotation.
4.	Appointment of Shri Nirmal Pujara as a Director, liable to retire by rotation.
5.	Appointment of Shrimati Swati Gautam as a Director, liable to retire by rotation.
6.	Re-appointment of Shrimati Nisha Agrawal as an Independent Director for second term of five consecutive years with effect from 4th July, 2024.
7.	Ratification of remuneration to be paid to Messrs. D. Radhakrishnan & Co., Cost Accountants as Cost Auditors for financial year ended 31st March, 2024.
8.	Appointment of Shri Ravi Bhagat as a Director, liable to retire by rotation, with effect from 1st October, 2023.
9.	Appointment of Shri Ashutosh Bhagat as a Director, liable to retire by rotation, with effect from 1st October, 2023.
10.	Appointment of Shri Ravi Bhagat as Wholetime Director designated as Executive Director for a period of three years with effect from 1st October, 2023.
11.	Appointment of Shri Ashutosh Bhagat as Wholetime Director designated as Executive Director for a period of three years with effect from 1st October, 2023.

Signed this day of2023
Signature of Shareholder
Signature of Proxy holder

Affix
Revenue
Stamp

Note : This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

If undelivered, please return to :

THE NAIHATI JUTE MILLS COMPANY LIMITED

7, HARE STREET, 4TH FLOOR

KOLKATA - 700 001