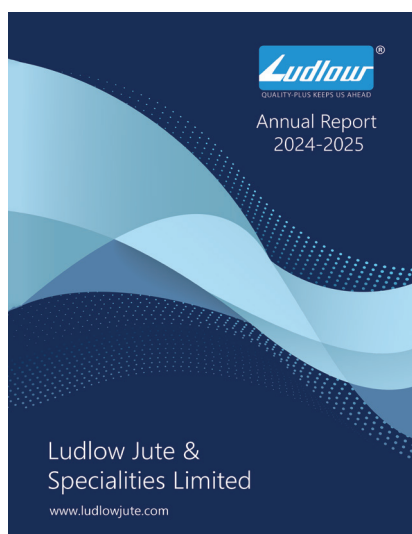




# Annual Report 2024-2025

Ludlow Jute &  
Specialities Limited

[www.ludlowjute.com](http://www.ludlowjute.com)



## Forward Looking Statement

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

We cannot guarantee that these forward-looking statements will be realized, although we believe, we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

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

The Annual Report is available online at [www.ludlowjute.com](http://www.ludlowjute.com)

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# Corporate Information

## FORTY SIX ANNUAL REPORT 2024-25

### BOARD OF DIRECTORS

Mr. Ashish Chandrakant Agrawal  
Managing Director

Mr. Anand Agarwal\*  
Non- Executive Independent Director

Mr. Bharat Kumar Jalan ^^  
Independent Director

Mr. Jugal Kishore Bhagat^  
Independent Director

Mr. Manoj Mohanka ^^^  
Independent Director

Ms. Nayantara Palchoudhuri ^^  
Independent Director

Mr. Parimal Gunvantrai Ajmera\*\*\*  
Non- Executive Independent Director

Mr. Rajya Vardhan Kanodia ^^  
Non-Executive Chairman

Mr. Satish Kapur ^  
Independent Director

Mr. Sanjay Kumar Agarwal\*  
Non- Executive Non Independent Director

Ms. Sruti Sukul\*\*  
Non- Executive Non Independent Director

^ Cessation w.e.f 24th September, 2024

^^Cessation w.e.f 30th September, 2024

^^^Cessation w.e.f 17th October, 2024

\*Appointed w.e.f 30th September, 2024

\*\*Appointed w.e.f 3rd October, 2024

\*\*\*Appointed w.e.f 17th October, 2024

### CHIEF FINANCIAL OFFICER

Mr. Rajesh Kumar Gupta

### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Pratibha Jaiswal (upto 19.10.2024)  
Ms. Neha Jain (w.e.f 17.01.2025)

### AUDITORS

J K V S & Co.  
Chartered Accountants  
5-A, Nandalal Jew Road,  
Kolkata – 700 026

### INTERNAL AUDITOR

B J B & Associates

### SECRETARIAL AUDITOR

Sachin Kumar, Practicing Company Secretary

### COST AUDITOR

SPK & Associates

### BANKERS

Central Bank of India  
State Bank of India  
YES Bank Limited  
AXIS Bank Limited

### REGISTRAR & SHARE TRANSFER AGENTS

MCS Share Transfer Agent Limited  
383 Lake Gardens, 1<sup>st</sup> Floor, Kolkata – 700 045  
Phone: (033) 4072 4051/52/53  
Fax: (033) 4072 4050  
E-mail id: [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com)

### REGISTERED OFFICE

Kankaria Estate, 5th Floor,  
6 Little Russell Street,  
Kolkata – 700 071,  
West Bengal, India  
CIN: L65993WB1979PLC032394  
Email: [info@ludlowjute.com](mailto:info@ludlowjute.com)  
Website: [www.ludlowjute.com](http://www.ludlowjute.com)  
Ph. No. (033) 2288-0064

### PLANT LOCATION

P.O. Chengail, Howrah – 711 308  
Ph. No. (033) 2642 8366

## Notice

NOTICE is hereby given that the **Forty Sixth** Annual General Meeting of the members of Ludlow Jute & Specialities Limited will be held on **Wednesday, 17th day of September 2025 at 11:30 A.M.** through video conferencing (VC) or other audio-visual means (OAVM), and for which purpose, Registered Office situated at Kankaria Estate, 6 Little Russell Street, 5th Floor, Kolkata-700071 shall be deemed as venue for the meeting and proceedings of the AGM shall be deemed to have taken place thereat, to transact following:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sanjay Kumar Agarwal (DIN: 00320459), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Remuneration of M/s SPK Associates appointed as Cost Auditors

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of Cost Audit and payable to M/s. SPK Associates, Cost Accountants (Firm Registration No. 000040), appointed as the Cost Auditors by the Board of Directors of the Company on the recommendation of the Audit Committee, for conducting the Audit of the Cost Records of the Company for the Financial Year 2025-26, be and is hereby ratified and confirmed".

#### 4. Approval for Related Party Transaction:

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Section 188 of the Companies Act, 2013 (the Act) the Rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company's Policy on Related Party Transactions and based on the recommendation/approval of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded to the Company for entering into related party transactions/contracts/arrangements, a Related Party within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the Listing Regulations for the purchase or sale of raw material/semi finished goods or finished goods, individually or in aggregate of ₹ 100 Crores (Rupees One Hundred Crores only) in a financial year, provided that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred on it to any of the Directors or Chief Financial Officer or Company Secretary of the Company to do all such act and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

#### 5. To appoint Secretarial Auditor of the Company and to fix their remuneration

To consider, and if thought fit to pass the following resolution **as an Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the basis of the recommendations of the Audit Committee and approval of the Board of Directors of the Company, Mr. Sachin Kumar Practicing Company Secretary (Certificate of Practice No. 14154) be and are hereby appointed as the Secretarial Auditor of the Company to hold office for a term of five consecutive years from the commencement of financial year 2025-26 till conclusion of the financial year 2029-30, at such remuneration and terms and conditions, as determined by the Board of Directors in such manner and to such extent as may be mutually agreed with the Secretarial Auditor."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to avail or obtain from Mr. Sachin Kumar such other services or certificates or reports which it may, as Secretarial Auditor be required and eligible to provide or issue under the applicable laws at

## Notice

such remuneration to be determined by the Board, to decide and finalize the terms and conditions of his appointment including to revise/ alter his remuneration for the aforesaid period and to do all such acts, deeds, matters and things including to seek all necessary approvals as required, to sign and execute all deeds, applications, documents, papers, forms and writings that may be required, to settle all such issues, whatsoever that may arise and to take all such steps and decisions as it may consider appropriate and necessary to give effect to this Resolution and for the matters connected therewith or incidental thereto."

### 6. To approve increase in borrowing limit under Section 180(1)(c) of the Companies Act, 2013

To consider, and if thought fit to pass the following resolution **as an Special Resolution**:

**"RESOLVED THAT**, in supersession of all earlier resolutions passed in this regard, and pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee thereof or any person(s) authorized by the Board) to borrow, from time to time, any sum or sums of money, in any manner and from any source — including without limitation from financial institutions, banks, government bodies, companies, or other persons or bodies corporate — whether by way of term loans, cash credit, advances, deposits, bill discounting or otherwise, and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company's assets and properties, whether movable or immovable, present or future, including stock-in-trade (such as raw materials, stores, spare parts and components, whether in stock or in transit), work-in-progress and/or all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business may exceed the aggregate of the paid-up share capital and its free reserves of the Company, provided that the total outstanding amount so borrowed shall not at any time exceed ₹ 250 crores (Rupees Two Hundred and Fifty Crores only), exclusive of interest."

**"RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Office and Company Secretary be and are hereby authorised to finalise with the lenders and other relevant parties, the terms and conditions, execute all such deeds, documents, instruments, agreements, promissory notes, receipts and writings as may be required, and to do all such acts, deeds, matters and things as may be necessary, incidental or expedient to give effect to this resolution, including delegation of such authority to any Director(s), Committee(s), or. authorised person(s) as may be deemed fit by the Board."

### 7. To approve creation of mortgage or charge on the assets, properties or undertaking(s) of the company under section 180(1)(a) of Companies Act, 2013

To consider, and if thought fit to pass the following resolution **as an Special Resolution**:

**"RESOLVED THAT** in supersession to earlier resolution passed by shareholders under Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Act and rules made thereunder, approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company including Committee thereof to create or modify charge by way of hypothecation and/or mortgage on the movable and immovable properties of the Company, wheresoever situate, both present and future and/or on the whole or any part of the undertaking of the Company including by way of constructive delivery of title deeds or otherwise, in respect of borrowings not exceeding ₹ 250 crores (Rupees Two Hundred and Fifty Crores only), as may be deemed necessary by the Board, in favour of the Bank/Financial Institutions/NBFC/Lenders other investing agencies and trustees for the holders of debenture/bonds and/or other securities /instruments to secure rupee/foreign currency loans and/or the issue of any securities/debentures whether partly/fully convertible or non convertible and/or securities linked to secure the said borrowings."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company, Chief Financial Officer and Company Secretary of the Company be and are hereby authorised to execute security documents with the lenders to create or modify mortgage and/or charge and to do all such acts, deeds, matters and things, as may be necessary, expedient and incidental to give effect to the aforesaid resolution."

By Order of the Board of Directors  
**For Ludlow Jute & Specialities Ltd**

Kolkata, 13th August, 2025  
CIN: L65993WB1979PLC032394  
Registered Office: Kankaria Estate 6, Little Russel Street  
Kolkata-700071, Ph: +91-33-2288-0064  
E-Mail: info@ludlowjute.com, Website: www.ludlowjute.com

Sd/-  
**Neha Jain**  
Company Secretary

## Notice

### Notes:

1. In terms of the Ministry of Corporate Affairs ("MCA") latest General Circular No. 09/2024 dated 19th September, 2024 read together with previous circulars issued by MCA in this regard and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India ('SEBI') read together with other circulars issued by SEBI in this regard. Companies are allowed to hold AGM through Video Conferencing ("VC") OR ANY Other Audio Visual Means("OAVM") up to 30th September, 2025, without the physical presence of the members at a common venue. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC/OAVM and the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company. Hence, Members can attend and participate in the AGM through VC/OAVM only. The audio recording and transcript of the same shall be made available on the website of the Company. The VC/OAVM facility shall be provided by National Securities Depository Limited (NSDL)
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act") read with Rules thereunder and Secretarial Standard-2 on General Meetings ("SS-2"), setting out the material facts concerning each item of special business along with the rationale thereof, with the recommendation of the Board of Directors to the members, including information in respect of the directors seeking re-appointment given by way of Annexure and disclosure about the secretarial auditors proposed to be appointed as required under Regulation 36 of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulation 2015 ("SEBI Listing Regulations"), is annexed hereto and forms part of this Notice.
3. As per said Circular, the facility to appoint proxy to attend and cast vote for the members will not be available for the ensuing AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Corporate members are requested to send at mcssta@rediffmail.com or info@ludlowjute.com before e-voting/ attending AGM, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.Facility will be available on NSDL e-voting system for institution/corporate members to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on "Upload Board Resolution/Authority Letter" displayed under 'e-voting' tab in their login.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Register of Members and Share Transfer books of the Company will remain closed from Thursday, 11th September, 2025 to Wednesday, 17th September, 2025, (both days inclusive).
7. Members are requested to quote their Folio No. or Client ID and DP ID Nos. in all communications with the Company.
8. Members, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialized form.
9. Members holding shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agents of the Company.
10. Pursuant to Regulation 40 of SEBI Listing Regulations, request for effecting transfer, transmission or transposition of shares shall be processed in dematerialised form only. Moreover, SEBI has also mandated listed companies to issue the shares in dematerialised form only while processing the investor service requests such as issue of duplicate share certificate; claim from unclaimed dividend account; renewal/ exchange of share certificate; endorsement; sub-division/splitting of share certificates/ folio; transmission; transposition. Members holding shares in physical form are requested to consider dematerialising their shares to avail themselves of the benefits of dematerialisation and eliminate risks associated with physical share handling. Please note that service requests can be processed only after the physical folio is KYC compliant.



## Notice

11. In view of the same, Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization. A Guidance note on procedure for dematerialization of shares held in physical form is also placed on the website of the Company under 'Investors' section.

Members may note that in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July 2025 has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of 1st April 2019 and were rejected/returned/ignored due to deficiencies in documents/procedure/or otherwise and could not be re-filed by 31st March, 2021. The special window will remain open for a period of six months from 7th July, 2025 to 6th January, 2026. Shareholders are requested to re-file such cases with Share Transfer Agent (RTA) by 6th January, 2026.

12. In accordance with the provisions of Section 124 and 125 of the Companies Act, 2013, the unclaimed / unpaid dividend relating to financial year ended 31st March 2017 has been deposited on 17.10.2024 with the Investor Education and Protection Fund (IEPF) established by the Central Government.

Members are informed that once the unclaimed / unpaid dividends are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed form IEPF-5 online and sending physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at [www.iepf.gov.in](http://www.iepf.gov.in)

13. Members are requested to notify any change in their address immediately to **M/s. MCS Share Transfer Agent Limited, 383 Lake Gardens, 1st Floor, Kolkata – 700 045**, the Registrars & Share Transfer Agents of the Company for shares held in physical form. Shareholders who hold their shares in dematerialized form may lodge their requests for change of address, if any, with their respective Depository Participants.
14. Members interested in making / changing nomination in respect of shares held by them in physical form may write to **M/s MCS Share Transfer Agent Limited**, at the address as mentioned in point 13 above for the prescribed form.
15. Copies of the Annual Report 2024-25, Notice of the 46th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes and it is available on Company's website: [www.ludlowjute.com](http://www.ludlowjute.com) and can also be accessed from the website of the stock exchange viz. BSE Limited (BSE) [www.bseindia.com](http://www.bseindia.com) and from website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
17. The Share Certificates with the previous name of the Company viz. 'Aekta Limited' are acceptable for transfer/DEMAT etc. The stickers bearing the change of name of the Company to 'Ludlow Jute & Specialities Limited' had been dispatched to the shareholders holding shares in physical mode. If any shareholder requires the stickers with the Company's new name, may write to the Company / Registrar & Share Transfer Agent.
18. The Register of Directors and Key Managerial Personnel and their Shareholding and other relevant documents referred in this Notice remain open for inspection at the Registered Office and shall be accessible in electronic form by the members during the AGM.
19. SEBI has established a common Online Dispute Resolution ("SMART ODR") Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. A member shall first take up his/her/their grievance with the Company by lodging a complaint directly with the Company. If the grievance is not redressed satisfactory, the member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the member is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
20. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants, and the Members holding shares in physical form are requested to update their e-mail addresses with the Registrar and Share Transfer Agent at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com) in Form ISR-1 or e-mail to [info@ludlowjute.com](mailto:info@ludlowjute.com) for receiving all communication, including Annual Reports, Notices, Circulars, etc. from the Company electronically.

## Notice

21. In compliance with Section 101 and 136 of the Act read with Rules made thereunder, relevant MCA circulars and SEBI Circulars issued in this regard, the Notice calling the AGM and the Annual Report for the financial year ended 31st March 2025, comprising of Board's Report, Independent Auditors' Report, Financial Statements, etc. will be sent by electronic mode to those whose email address are available on record with the Company/Registrar/Depositories. Members are requested to register/update their email address by following the steps mentioned at Note No. 20 to receive these documents through email. Notice calling the AGM and Annual Report for the financial year ended 31st March, 2025 will also be available on the website of the Company (<https://ludlowjute.com>) and stock exchange viz BSE (<https://bseindia.com>) where the shares of the Company are listed. Pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, members, whose email ID are not available with the Company/Depositories, shall receive a letter with the web-link, including the exact path, where the aforesaid Notice and Annual Report would be available.
22. Brief Resume of Director proposed to be re-appointed having details such as nature of his expertise in specific functional areas, name of companies in which he holds directorship and memberships/chairmanships of the Board Committees, shareholding, and relationship between Directors inter-se required by Regulation 36(3) of the SEBI LODR, 2015 is annexed hereto. He has furnished requisite declaration for his re-appointment.

### 23. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Sunday, 14th September 2025 at 09:00 a.m. and ends on Tuesday, 16th September 2025 at 05:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 10th September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 10th September 2025.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode




In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider <b>i.e. NSDL and you will be re-directed to e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



## Notice

	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

## Notice

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

### B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

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

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6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sachinpilania22@gmail.com](mailto:sachinpilania22@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@ludlowjute.com](mailto:info@ludlowjute.com) / [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com)
- b. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested

## Notice

scanned copy of Aadhar Card) to [info@ludlowjute.com](mailto:info@ludlowjute.com) / [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- c. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### 25. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

### 26. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [info@ludlowjute.com](mailto:info@ludlowjute.com). The same will be replied by the company suitably.

Mr. Sachin Kumar, Practicing Company Secretary, (CP No. 14157) have been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner, whose e-mail address is [sachinpilania22@gmail.com](mailto:sachinpilania22@gmail.com)

The results on the resolution will be declared within 2 working days from the conclusion of the AGM i.e., 17th September 2025. The declared results along with the Scrutinizer's Report shall be placed on the Company's website at [www.ludlowjute.com](http://www.ludlowjute.com) and on the website of NSDL at <https://www.evoting.nsdl.com/> and will also be forwarded to BSE Limited subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting.

### 27. Other Information:

1. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify any change in information to Registrar and Share Transfer Agent or Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

**Notice**

2. Members are requested to contact the Company's Registrars & Share Transfer Agents, **M/s. MCS Share Transfer Agent Limited, 383 Lake Gardens, 1st Floor, Kolkata – 700 045**, Phone: (033) 4072 4051/52/53 for reply to their queries/redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone: (033) 4050 6300, email: info@ludlowjute.com).
3. Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is maintaining an E-mail Id: info@ludlowjute.com exclusively for quick redressal of members'/investors grievances.
4. Intimation of details of the agreement, if any under the Listing Regulations: Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

Accordingly, shareholders are advised to inform the Company of any such agreements to which the Company is not a party within two working days of entering into or signing an agreement to enter into such agreements. The Company will subsequently notify the Stock Exchanges of these agreements within the prescribed timelines once it becomes aware of them.

Explanation: For the purposes of this clause, the term "directly or indirectly" includes agreements that create an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.

5. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their respective DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held in physical form by submitting duly filled Form No. ISR-1 as mentioned hereinabove, so as to receive all communication including Annual Report, Notices, Circulars, Dividend credit intimations etc. from the Company electronically.

By Order of the Board of Directors  
**For Ludlow Jute & Specialities Ltd**

Kolkata, 13th August, 2025  
CIN: L65993WB1979PLC032394  
Registered Office: Kankaria Estate 6, Little Russel Street  
Kolkata-700071, Ph: +91-33-2288-0064  
E-Mail: info@ludlowjute.com, Website: www.ludlowjute.com

Sd/-  
**Neha Jain**  
Company Secretary

## ANNEXURE TO THE NOTICE

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

#### Item No. 3

In accordance with the provisions of Section 148 of the Companies Act, 2013 & the Companies Rules, 2014 and the Companies Amendment Rules 2014, the Company is required to appoint a cost auditor to audit the cost records of the Company for products and services, specified under the above Rules issued in pursuance to the above section. The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s. SPK Associates, Cost Accountants (Firm Registration No. 000040), as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2025-26 at remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of cost audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item no. 3 of the notice for ratification of the remuneration payable to the cost auditors. The Board of Directors recommended the resolution for approval of the shareholders.

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

The Board of Directors recommend passing of the proposed Ordinary Resolution as set out at Item No. 3 of the Notice.

#### Item No. 4

Your Company enters into transactions, including contracts and arrangements, which are repetitive in nature and occur in the ordinary course of business. These transactions are conducted at arm's length with Related Parties from time to time with regard to sale, purchase or supply of goods or materials, availing or rendering of services, appointment to/holding of office or place of profit etc. upto an amount not exceeding ₹ 100 Crores in a financial year. The limit proposed is an enabling limit to help the business operate smoothly without interruptions. All transactions continue to be in adherence with arm's length principle and are in ordinary course of business as per the Companies Act, 2013 and Listing Regulations and quarterly reviewed by the Audit Committee.

#### Item No.5

Pursuant to the provision of Regulation 24A of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to appoint a Secretarial Auditor for a term of 5 (five) consecutive years commencing from FY 2025-26, to conduct the Secretarial Audit of the Company in term of Section 204 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In this regard, based on the recommendation made by the Audit Committee, the Board of Directors at their meeting held on 11th August, 2025, after due assessment of the credentials, experience, past performance, fulfilment of eligibility criteria and qualifications, recommended the appointment of Mr. Sachin Kumar, Practicing Company Secretary (Certificate of Practice No. 14154) as Secretarial Auditor of the Company for term of 5 (five) consecutive years commencing from FY 2025-26 to FY 2029-30, to the members for their approval.

The basis of recommendation for appointment of Mr. Sachin Kumar as Secretarial Auditor are set out below:

- a. Mr. Sachin Kumar is a Peer Reviewed Practicing Company Secretary and rendering professional services in Corporate Laws, SEBI Regulations, Merger, De-Merger, Amalgamation, Takeover and Acquisitions, Corporate Restructuring, Corporate Insolvency, Litigations etc.
- b. He is having adequate audit experience and strong understanding of securities laws. He renders professional services to a large clientele in Kolkata; and
- c. He provided his consent for appointment as Secretarial Auditor of the Company and confirmed that he has not incurred any disqualification and are eligible and qualified to be appointed as Secretarial Auditor of the Company in accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rules thereunder, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Sebi circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024,the Companies Secretaries Act,1980 and within the limits specified by the Institute of Company Secretaries of India.



The proposed terms of appointment including the proposed fees payable to Mr. Sachin Kumar are set out below:

- a. Term of appointment: For a term of 5(five) consecutive financial year commencing from 1st April,2025 to 31st March 2030.
- b. Proposed fees payable: ₹ 25,000/- (Rupees Twenty-Five Thousand Only) plus taxes along with re-imbursement of out of pocket expenses to be incurred on actual. During the tenure of appointment, fees payable to the Secretarial Auditor may be revised as may be mutually agreed upon with the Board of Directors.

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

The Board of Directors recommend passing of the proposed Ordinary Resolution as set out in Item No. 5 of the notice.

#### Item No. 6

Sections 180(1)(c) of the Companies Act, 2013 inter alia provide that the Board of Directors of the Company cannot exercise powers with regard to borrowings (in excess of the aggregate of the paid up share capital and free reserves of the Company) without your consent by way of Special Resolution. Special Resolution proposed is for this purpose and in supersession to resolutions earlier passed with regard thereto.

Special Resolution proposed will enable your Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business but not exceeding the limit of ₹ 250 crores (Rupees Two Hundred and Fifty Crores only).

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors commend passing of the proposed Special Resolution set out at Item No.6 of the Notice.

#### Item No. 7

In order to carry out the business smoothly and to meet the working capital requirement, the shareholders approval is required as per Companies Act, 2013 for increasing the limit to ₹ 250 crores (Rupees Two Hundred and Fifty Crores only) to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature on moveable or immoveable assets and properties of the Company to secure the due payment in respect of borrowings of the Company as required u/s 180(1)(a) of the Companies Act, 2013.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors commend passing of the proposed Special Resolution set out at Item

By Order of the Board of Directors  
**For Ludlow Jute & Specialities Ltd**

Kolkata, 13th August,2025  
CIN: L65993WB1979PLC032394  
Registered Office: Kankaria Estate 6, Little Russel Street  
Kolkata-700071, Ph: +91-33-2288-0064  
E-Mail: info@ludlowjute.com, Website: www.ludlowjute.com

Sd/-  
**Neha Jain**  
Company Secretary

## ANNEXURE TO THE NOTICE

Information in respect of directors seeking re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) on "General Meetings":

1	Name	Mr. Sanjay Kumar Agarwal
2	DIN	00320459
3	Age	60 years
4	Nationality	Indian
5	Date of first appointment on the Board	30.09.2024
6	Brief Resume	Mr. Sanjay Kumar Agarwal is a Non - Executive Non Independent Director of the Company with effect from 30th September, 2024. He retires by rotation at the 46th Annual General Meeting of the Company under Section 152 of the Companies Act, 2013 and, being eligible, has offered himself for re-appointment as a Director of the Company.
7	Qualifications	Bachelor of Commerce and Company Secretary
8	Experience/Expertise in Specific Functional Area	Mr. Sanjay Kumar Agarwal is a Company Secretary with more than 30 years of extensive experience in company law & SEBI regulations along with finance, accounts and taxation
9	Terms and conditions of re-appointment	Mr. Sanjay Kumar Agarwal is a Non - Executive Non Independent Director of the Company, retire by rotation as per terms and conditions determined by the Board.
10	Remuneration last drawn	None
11	Number of Board Meetings attended during the Financial year 2024-25	6 (six)
12	Directorship held in other public companies (As on 31st March,2025)	Bally Fabs International Limited
13	Listed companies from which the person has resigned in past three years	None
14	Chairmanship/Membership of Committees of other Boards (As on 31st March,2025)	Bally Fabs International Limited- CSR Committee
15	Shareholding in the Company including as a beneficial owner (As on 31st March,2025)	None
16	Relationship with other director(s)/ other key managerial personnel(s) of the Company	None

### Notes:

The director seeking re-appointment is not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as director, if appointed.

## Board's Report

### DIRECTORS' REPORT TO THE MEMBERS

Your directors present before you the 46th Annual Report of your Company on business & operations together with Audited Financial Statements and the Auditor's Report for the year ending 31st March 2025.

### OPERATIONS

During the year under review, the company underwent a significant change in its ownership structure, resulting in a complete change of the promoter group. M/s Kirtivardhan Finvest Services Limited (PAN AABCK2706P), M/s R V Investment and Dealers Limited (PAN: AABCR4000P) and Mr. Rajya Vardhan Kanoria (PAN: AFSPK6577M) was categorized under the Promoter category and are no longer part of this category with effect from 30th September, 2024. They have entered into an agreement to sell the entire 67.20% stake in the Company through open offer with M/s. Panchjanya Distributors Private Limited (PAN: AACCP0397C). This transaction has been consummated and completed after receiving the necessary approvals from SEBI and shareholders resulting in the cessation of the Promoter and Promoter status.

The new management has an excellent track record in reviving the jute mills and with the able guidance coupled with adequate financial and technical support the turnaround is eminent perhaps sooner than expected. Moreover, with the improved market conditions world over, the exports markets looks promising for the jute diversified products.

The Company's sales were ₹ 298.29 crores (including exports of ₹ 50.53 crores) against sales of ₹ 473.25 crores (including exports of ₹ 66.67 crores) during the previous year. The production was lower at 25573 M.T. against 45043 M.T. Margins were under pressure and production and productivity suffered due to abnormal absenteeism and lack of government orders.

During the year, the Company was compelled to declare a suspension of work from 25th September 2024 to 4th November 2024 due to a serious incident involving a violent attack on the management staff by a group of approximately one thousand workmen. The incident resulted in grievous injuries to several management employees and substantial damage to the office premises and property.

The Company deeply regrets the occurrence of such an unfortunate event. The disruption caused by the incident and the subsequent suspension of operations led to significant financial and operational losses during the period. The management has taken all necessary steps to address the situation, ensure the safety of its employees, and safeguard Company assets. Efforts are also underway to restore normalcy and strengthen preventive measures going forward.

### FINANCIAL SUMMARY

(Rs. in Crores)

Particulars	2024-25	2023-24
Total Income	301.66	476.18
Profit before Depreciation, Finance Costs, Tax and Exceptional Items	(8.88)	0.91
Finance Costs	12.43	9.89
Depreciation and amortization	10.57	8.88
Exceptional items	-	-
<b>Profit before tax</b>	<b>(14.12)</b>	<b>(17.86)</b>
Tax expenses	3.55	5.32
<b>Profit for the Year</b>	<b>(10.57)</b>	<b>(12.54)</b>
Other Comprehensive income for the year, net of tax	13.19	2.20
Total Comprehensive income for the year	2.62	(10.34)

### DIVIDEND

The Board of Directors have not recommended dividend on equity shares for the financial year ended 31st March 2025.

### TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. The amount transferred to IEPF was ₹ 15,28,590/- during the year 2024-25.

## Board's Report

### TRANSFER TO RESERVES

The Company has not transferred any amount to General Reserves during the current year.

### BOARD MEETINGS

The Board of Directors met 10 (ten) times i.e. 13.05.2024, 06.08.2024, 30.09.2024 (1), 30.09.2024 (2), 03.10.2024, 17.10.2024, 13.11.2024, 17.01.2025, 10.02.2025 and 18.03.2025 during this financial year. The maximum time interval between two meetings was within the maximum time allowed pursuant to the Companies Act, 2013 and SEBI Regulations. The details and number of meetings attended by Directors form part of Corporate Governance Report.

### SUBSIDIARY COMPANY

The Company has no subsidiary, joint venture, or associate Companies.

### PUBLIC DEPOSIT

Your Company did not accept any deposits from public in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

### INTERNAL FINANCIAL CONTROL

The Board of Directors confirm that all the systems, policies, procedures and frameworks, which are currently operational within the Company are adequate for ensuring the orderly and efficient conduct of its business and adherence to the laws. They are in line with the best practices to the extent applicable to the company. The Audit Committee and the Board reviews internal control systems to ensure they remain effective and are achieving their intended purpose. Weaknesses, if any, are identified and new procedures are put in place to strengthen controls.

The Company at their meeting held on 18th March, 2025, have appointment of M/s. B J B & Associates, Chartered Accountant (FRN: 329621E) as Internal Auditor of the Company as M/s. Pawan Gupta & Co. (FRN: 318115E), Chartered Accountant resigned with effect from 11th March, 2025 due to other commitments and pre occupation.

The Company's internal audit process covers all significant operational areas and reviews the Process and Control. The Internal Auditor has authority to verify whether the policies and procedures, including financial transactions, are carried out in accordance with defined processes and variations and exceptions (if any) are justified and reported properly.

### CREDIT RATING

ACUIE Ratings & Research Limited has assigned long-term rating of ACUIE BBB- Stable Assigned and short-term rating of ACUIE A3 Assigned to the Company for the working capital and term loan facilities availed by the Company.

At the request of the Company vide letter dated 21st March, 2025, CARE Ratings Limited has withdrawn the credit ratings assigned to the Company, in accordance with its Ratings Withdrawal Policy.

### CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the company during the year under review and the Company continues to carry on its existing business.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs)

Mr. Satish Kapoor (DIN: 00051163) and Mr. Jugal Kishore Bhagat (DIN: 00055972) Directors of the Company resigned with effect from 24th September, 2024. Mr. Rajya Vardhan Kanoria (DIN:00003792) and Mr. Bharat Kumar Jalan (DIN: 00876208), Directors of the Company resigned with effect from 30th September, 2024. Mr. Manoj Mohanka (DIN: 00128593) and Ms. Nayantara Palchoudhuri (DIN: 00581440) Directors of the Company resigned with effect from 17th October,2024.

Mr. Anand Agarwal (DIN:03121369) appointed as Non-Executive Independent Director and Mr. Sanjay Kumar Agarwal (DIN: 00320459) appointed as Non-Executive Non-Independent Director of the Company with effect from 30th September,2024. Ms. Sruti Sukul (DIN: 10794840) appointed as Non-Executive Non-Independent Director of the Company with effect from 3rd October, 2024. Mr. Parimal

## Board's Report

Gunvantrai Ajmera (DIN: 02126225) appointed as Non-Executive Independent Director of the Company with effect from 17th October, 2024.

Effective 19th October, 2024, Company Secretary, Ms. Pratibha Jaiswal (PAN: AXCPJ7162R) ceased to hold the office due to resignation and Ms. Neha Jain (PAN: AOGPJ8566C) with effect from 17th January, 2025 appointed as Company Secretary of the Company.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company Mr. Sanjay Kumar Agarwal (DIN: 00320459), Director of the Company retires by rotation at the conclusion of the forthcoming Annual General Meeting, and being eligible offers himself for re-appointment.

None of the Directors of the Company are disqualified for being appointed as a Director, as specified in Section 164(2) of the Companies Act, 2013.

### I. Declaration from Independent Directors

The Company has received necessary declarations from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

### II. Nomination and Remuneration Policy

The Company follows a policy on Nomination and Remuneration of Directors and Senior Management Employees. The policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee reviews the composition and diversity of the Board, keeping in view the requirements of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 recommends to the Board, appointment/re-appointment of eligible personnel including their terms of appointment and remuneration. The Nomination and Remuneration Policy including criteria for determining qualifications, positive attributes and independence of a director has been formulated. The said policy may be referred to on the Company's website i.e., [www.ludlowjute.com](http://www.ludlowjute.com).

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

### III. Ratio of Remuneration of each Director

Details of Ratio of Remuneration of each Director to the median employee's remuneration is annexed as Annexure - III, forming part of this Report.

## AUDITORS

### (i) Statutory Auditors

M/s. J K V S & Co., Chartered Accountants, (Firm Registration No. 318086E) was re-appointed as Statutory Auditor of the Company for a term of 5 years in their Annual General Meeting held on 28th September 2022.

The Statutory Auditors have confirmed their eligibility and submitted a written certificate stating that they are qualified to hold the office of the Statutory Auditor. Their report on the financial statements of the Company is included in the Annual Report, and there are no qualifications, reservations, or adverse remarks given by the statutory auditor in their report.

There has been no qualification, reservation, or adverse remarks in the Independent Auditor's Report for the financial year ended 31st March, 2025. The Statutory Auditor's have not reported any incidence of fraud during the year under review in terms of Section 143(12) of the Companies Act 2013 necessitating disclosure in the Board's Report.

### (ii) Cost Auditors

Pursuant to Section 148 of the Act, the Board, on the recommendation of the Audit Committee, has approved the appointment of M/s SPK Associates, Cost Accountants (Firm Registration No. 000040), Kolkata, as the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending on 31st March 2026, at a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) plus taxes and reimbursement of travelling and other incidental expenses, subject to approval of shareholders, as may be incurred in connection with the Cost Audit of the Company."

## Board's Report

### (iii) Secretarial Auditor

Pursuant to Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Mr. Sachin Kumar, (ACS - 14157) Practising Company Secretary to conduct Secretarial Audit of the Company for the financial year 2024-25. The Secretarial Audit Report for the financial year 2024-25 is provided as an Annexure to this Report in Annexure - II. The Report does not contain any qualification, reservation or adverse remark.

### CORPORATE GOVERNANCE

The Company has complied with the corporate governance requirements under the Companies Act, 2013 and Regulation 34 (3) read with Schedule V under the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, a separate section on corporate governance along with a certificate from the statutory auditors of the Company confirming the compliance, is annexed as Annexure IV.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed and forms part of this Report.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2025, the applicable Indian Accounting Standards (Ind AS) had been followed;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were responsible and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for that period;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2025, on 'a going concern' basis;
- (v) That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively;
- (vi) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### RISK AND MITIGATING STEPS

The Company has identified various risks faced from different areas. As required under the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, the Board has adopted a Risk Management Policy whereby a proper framework is set up. Appropriate structures are present so that risks are inherently monitored and controlled. A combination of policies and procedures attempts to counter risk as and when they evolve.

In compliance with Regulation 21(5) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, as amended, constitution of Risk Management Committee is applicable on the top 1000 listed entities, and on high value debt listed entities. The Company as on date does not fall in the above limit of top 1000 listed entities, nor is a high value debt listed entity. With effect from 28th February, 2025 Company dissolved the Risk Management Committee and further Audit Committee is entrusted with the responsibility to overview the Risk Management after dissolution of Risk Management Committee.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

Information in accordance with the provisions of Section 134(3)(m) of the Companies Act 2013, read with Rule 8 of the Companies



## Board's Report

(Accounts) Rules 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed as Annexure – I, forming part of this Report.

### AUDIT COMMITTEE

The Audit Committee of the Board has been constituted in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The constitution and other details of the Audit Committee are given in the Corporate Governance Report.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee of the Board has been constituted as per Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The constitution and other details of the Corporate Social Responsibility Committee are given in the Corporate Governance Report. The said policy may be referred to on the Company's website i.e., [www.ludlowjute.com](http://www.ludlowjute.com).

As per Section 135(1) of the Companies Act, 2013 ('the Act') CSR provisions are applicable to every company having net worth of ₹500 crores or more, or turnover of ₹1000 crores or more or a net profit of ₹5 crore or more in the immediately preceding financial year. The Company did not fulfill any such criteria and hence CSR was not applicable for the year.

### PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

The Company has not given any loan, guarantee or made any investments exceeding sixty per cent of its paid-up share capital, free reserve and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, as prescribed in Section 186 of the Companies Act, 2013.

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

A Related Party Policy has been devised by the Board of Directors for determining the materiality of transactions with related parties and dealings with them. The said policy may be referred to at the website of the Company i.e., [www.ludlowjute.com](http://www.ludlowjute.com). The Audit Committee reviews all related party transactions quarterly. Necessary approval of the Audit Committee and the Board of Directors were taken as and when required.

During financial year 2024-2025, your Company entered into transactions with Related Parties in ordinary course of its business at arm's length.

### VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provision of Section 177(9) & (10) of the Companies act, 2013, a Vigil Mechanism/Whistle Blower Policy has been formulated by the Company for its Directors and Employees. The policy allows intimation by affected persons in good faith of any concern or misconduct through a written communication. The Policy assures adequate safeguard against victimization of employees and directors who avail of the vigil mechanism policy. It also provides for action against frivolous complaints. The Audit Committee oversees the Vigil Mechanism for disposal of the complaints. The said policy may be referred to on the Company's website i.e., [www.ludlowjute.com](http://www.ludlowjute.com).

### PARTICULARS OF EMPLOYEES

No employee of the Company was in receipt of remuneration exceeding the limit as prescribed under Section 134 of the Companies Act, 2013.

### SIGNIFICANT AND MATERIAL ORDERS BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE COMPANY'S GOING CONCERN STATUS & OPERATIONS IN FUTURE

During the period under review, no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

### COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with Secretarial Standards issued by The Institute of Company Secretaries of India.

## Board's Report

### ENVIRONMENT AND SAFETY

Your Company firmly believe in the importance of environmental protection and the responsible use of natural resources. In line with our commitment to sustainability, we have taken significant initiatives to produce eco-friendly products while ensuring strict compliance with environmental and pollution control standards.

We recognize that true sustainability also includes safety in all aspects of our operations. Accordingly, we place the highest priority on maintaining safe manufacturing practices. Our management and employees have consistently demonstrated a strong commitment to this cause, working together to uphold a disciplined and well-organized system that ensures a secure and healthy workplace for all.

The Company is also certified under ISO 14001:2004 for its Environmental Management Systems.

### PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company's policy on prevention of sexual harassment of women provides for the protection of women employees at the workplace and for prevention and redressal of such complaints. There were no complaints pending for the redressal at the beginning of the year and no complaints received during the financial year.

### ANNUAL RETURN

In compliance with Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013 Annual Return of the Company is available on Company's Website i.e., [www.ludlowjute.com](http://www.ludlowjute.com).

### HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS

The Company's human resources development is founded on a strong set of values. The policies seek to instil spirit of trust, transparency, and dignity among all employees. The Company continues to provide ongoing training to its employees at different levels.

Industrial relations with employees and workers across all locations of the Company continued to be cordial during the year.

### ACKNOWLEDGEMENT

Your directors take this opportunity to express their appreciation to all the employees irrespective of level for their hard work, dedication and commitment recognize continues support and co-operation from all other stakeholders particularly you, the shareholders of the Company.

For and on behalf of the Board

**Ashish Chandrakant Agrawal**

Managing Director  
DIN: 10198821

**Anand Agarwal**

Non Executive Independent Director  
DIN: 03121369

Date: 22nd May 2025  
Place: Kolkata

## Management Discussion & Analysis Report

### Industry Structure and Developments

The Jute Industry is among the oldest and most prominent industries in India. The Jute industry occupies an important place in the national economy of India, particularly in West Bengal where nearly 75 Jute Mills operate. It supports 40 Lakh farm families and provides livelihood to Lakhs of workmen.

The compulsory packing norms for food grains and sugar under Jute Packaging Materials (Compulsory use for Packing Commodities) Act, 1987 (JPMA) stands at the 100% & 20% of production of food grains & sugar respectively and the said notification was valid up to 30th April 2025 which is now extended upto 30th June, 2025 by government vide notification dated 22nd April, 2025.

Movement towards jute-based consumer goods aided by increasing environment awareness and lifestyle changes is perceptible.

### Opportunities

Rising concerns for reducing carbon footprints opens doors for use of more bio degradable & sustainable products made from natural fibres. Disposal concerns related to use of plastic has led to accelerated acceptance of Jute products which are biodegradable as well as ecofriendly.

Demand for Company's industrial products like Hessian & Sacking and promotional Jute goods like lifestyle products & other made ups in particular have grown over the years and is expected to see further growth.

Jute is versatile and has application in lifestyle and promotional bags, decoratives, geo-textiles, apparels, composites, upholstery furnishings, and also non-wovens for both technical and non-technical purposes. Research and Developments is continuing to find newer uses for jute. The industry would do well to take advantage of such developments. Also, the Government is promoting use of jute in Geo Textiles under PMGSY Pradhan Mantri Gram Sadak Yojana (PMGSY).

Usage of eco-friendly jute sacks for packaging food grains under JPM Act 1987 is in sync with the government adopted UN sustainability goals of alleviating poverty, zero hunger, responsible consumption/production and climate change. Hence, continued compulsory jute packaging for food grains is likely to continue to be an environmental necessity.

### Threats / Risks and Concerns

Some major areas of risk and concerns:

- Availability of quality Raw Jute at optimal price.
- Stiff competition from Bangladesh Jute goods and synthetic packaging materials.
- Climate change poses long term risks to jute cultivation.
- Despite modernization of the industry, there is still need of new technology which will automate manual processes. Unfortunately, there is little or no research in technical advancement.

### Segment-wise or Product-wise Performance

The Company is engaged in single segment product that is, manufacturing and sale of Jute Goods, therefore, Ind AS 108 regarding 'segment reporting' stands complied.

### Outlook

The future outlook of the jute industry is promising, driven by increasing global demand for sustainable and biodegradable materials. The global jute market was valued at approximately USD 2.8 billion in 2024 and is projected to grow at a compound annual growth rate (CAGR) of over 12.5% from 2025 to 2029.

For the financial year 2025–26 Raw Jute season, the Cabinet Committee on Economic Affairs (CCEA) approved an MSP of ₹ 5,650 per quintal for raw jute (TD-3 grade). This marks an increase of ₹ 315 per quintal from the previous season's MSP of ₹ 5,335 per quintal. As per the recent circular issued by the Office of the Jute Commissioner, in respect of the supply of B-Twill jute bags on Government account, the jute industry is expected to receive a lump-sum amount as arrears. This payout has been necessitated in view of the retrospective calculation of prices, as determined under the revised policy framework.

Your management is continuously putting efforts to improve efficiency and productivity for achieving better performance.

### Internal Control System and Their Adequacy

The Company has adequate internal control procedures, which provide reasonable assurance with regard to safeguarding the Company's

## Management Discussion & Analysis Report

assets, preventing revenue leakages, promoting operational efficiency by cost control and compliance with various statutory provisions. Audit reports are placed before the Audit Committee on a periodical basis, for review. The Committee actively reviews the adequacy and effectiveness of the internal control systems which are well supplemented by surveillance of Internal Auditors. The Company's Internal Financial Controls have been diligently studied and the required systems are in place.

### Industrial Relations Front

Your Company has tried to maintain good industrial relations during the year under review. In addition to various staff welfare schemes, there was a renewed focus on sanitation and hygiene.

### Financial Performance with respect to operational performance

During the year under review, the Company's sales were ₹298.29 crores (including exports of ₹50.53 crores) against sales of ₹473.25 crores (including exports of ₹66.67 crores) during the previous year. The production was lower at 25573 M.T. against 45043 M.T.

### Key Financial Ratios

Particulars	31.03.2025	31.03.2024
Current Ratio	1.09	0.94
Debt Equity Ratio	0.88	0.73
Debt Service Coverage Ratio	0.07	-0.00
Return on Equity (ROE)	-0.06	-0.07
Inventory Turnover Ratio	2.55	3.69
Trade Receivables Turnover Ratio	10.24	16.18
Trade Payable Turnover Ratio	3.88	5.54
Net Capital Turnover Ratio	22.35	-41.66
Net Profit Ratio	-0.04	-0.03
Return on Capital Employed (ROCE)	-0.01	-0.03
Return on Investment	-0.25	0.39

There have been changes in Net Capital Turnover it has improved dramatically, Trade Receivables & Inventory Turnover declined significantly.

### Cautionary Statement

Statements made in this section of the report are based on the prevailing position in the jute industry and market conditions. Actual results might differ from what we perceive with respect to Company's outlook and performance. Important factors that could make a difference include finished goods prices, raw material cost and its availability, change in Government regulations, tax laws, economic developments within the country, currency fluctuation and other factors such as litigation.

For and on behalf of the Board

**Ashish Chandrakant Agrawal**

Managing Director  
DIN: 10198821

**Anand Agarwal**

Non Executive Independent Director  
DIN: 03121369

Date: 22nd May 2025  
Place: Kolkata

## Annexure to the Board's Report

## ANNEXURE I

**Information under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and Rule 8(3) of Companies (Accounts) Rules, 2014 and forming part of the Board's Report.**

**I. CONSERVATION OF ENERGY:**

(a) The steps taken towards Conservation of Energy are enumerated below:

- Installation of 58 piece of low voltage panel at drawing machine
- Installation of 12 piece back side and 10 piece front side photo sensor at drawing machine
- 500 piece of 30-Watt tube light replaced at mill floor of 20-watt tube light
- 5 piece of electrical panel modification job at spreader machine.
- 16 Nos. of coiler motion installed at drawing machine.
- Installation of 7 piece of DG set with different KVA.

(b) Investments on continuous basis for the purpose of energy conservation.

**II. TECHNOLOGY ABSORPTION:****Research & Development (R & D)****(a) Absorption of technology:**

The Company is a member of the Indian Jute Industries Research Association (IJIRA) and National Jute Board (NJB), the prime research bodies for the Jute industries and reaps the benefits thereof.

The company is continuously adopting modern technologies for the following benefits:

- Improving the quality, productivity, efficiency and environment.
- Facilitating Cost Reduction.
- Development of New Products.

**(b) Benefit and future plan of action:**

The Company derives benefits by value addition, product development, cost reduction, or import substitution and by improvements of productivity & efficiency. We have successfully developed Jute Non-woven based Composite Board & Jute Horticultural Pots. Company has recently installed 50 No. N4A automatic loom machine.

**III. FOREIGN EXCHANGE EARNINGS AND OUTGO:****(a) Export activities:**

During the year under review, the FOB value of the exports of the Company was ₹4827.98 lakhs as against ₹6453.15 lakhs in the previous year.

**(b) Total foreign exchange used and earned:**

Used ₹2589.01 lakhs

Earned ₹4827.98 lakhs

For and on behalf of the Board

**Ashish Chandrakant Agrawal**

Managing Director  
DIN: 10198821

**Anand Agarwal**

Non Executive Independent Director  
DIN: 03121369

Date: 22nd May 2025  
Place: Kolkata

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,  
The Members,  
Ludlow Jute & Specialities Limited  
Kankaria Estate, 5th Floor,  
6, Little Russel Street,  
Kolkata - 700071**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ludlow Jute & Specialities Limited (herein after called the company) having (CIN- L65993WB1979PLC032394). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2025 ("Audit Period") complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (The Company did not have any Foreign Direct Investment during the financial year);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable during the year under review);
  - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the Company during the Audit Period);
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the year under review);
  - (g) The Securities and Exchange Board of India (Depository Participant) Regulations, 2018;
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and (Not Applicable to the Company during the Audit Period);
  - (i) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; (Not Applicable to the Company during the Audit Period);
  - (j) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Audit Period).



**Annexure to the Board's Report**

I further report that having regard to the compliance system prevailing in the Company and as per the representation made by the Management, the following law is applicable specifically to the Company:

- a) Jute & Jute Textiles Control Orders 2000 & 2016 (as applicable) issued under Essential Commodities Act, 1955;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

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

**I further report that**

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during the Audit Period, the Company has not incurred any specific event / action that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standard etc.

Signature:

**Sachin Kumar**

ACS No.37957

C P No.: 14154

UDIN-A037957G000380255

PEER REVIEW NO- 2766/2022

Place: Kolkata

Date: 19th May 2025

## Annexure to the Board's Report

### Annexure – 1

To,  
The Members,  
Ludlow Jute & Specialities Limited  
Kankaria Estate, 5th Floor,  
6, Little Russel Street,  
Kolkata - 700071

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test check basis.
5. I believe that the audit evidence and information obtained from the Company's management is adequate and appropriate for me.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Signature:

**Sachin Kumar**

ACS No.37957

C P No.: 14154

UDIN-A037957G000380255

PEER REVIEW NO- 2766/2022

Place: Kolkata

Date: 19th May 2025

## Annexure to the Board's Report

## ANNEXURE III

## RATIO OF REMUNERATION

(i)	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year;	<b>Mr. Ashish Chandrakant Agrawal – 9.07:1</b>
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary (CS) or Manager, if any, in the Financial Year;	<p><u>Key Managerial Personnel:</u></p> <p><u>Mr. Rajesh Kumar Gupta, CFO: 10%</u></p> <p><u>Ms. Pratibha Jaiswal, CS: Resigned with effect from 19th October, 2024</u></p> <p><u>Ms. Neha Jain, CS: Appointed with effect from 17th January, 2025</u></p> <p><u>Other Directors do not draw remuneration</u></p>
(iii)	The percentage increase in the median remuneration of employees in the Financial Year;	8.77%
(iv)	The number of permanent employees on the rolls of Company;	233 employees as on 31.03.2025
(v)	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	<p>Average Salary increase of non-managerial employees is 5.22%.</p> <p>Average Salary increase of managerial employees is 3.33%.</p>
(vi)	The key parameters for any variable component of remuneration availed by the Directors;	All employees including the Managing Director's entitlement to incentive has a variable component which is based on the individual's performance and Company's financial performance. Other components of remuneration are not variable during a particular year.
(vii)	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid during the year ended March, 2025 is as per the Remuneration Policy of the Company

For and on behalf of the Board

**Ashish Chandrakant Agrawal**

Managing Director

DIN: 10198821

**Anand Agarwal**

Non Executive Independent Director

DIN: 03121369

Date: 22nd May 2025

Place: Kolkata

## Report on Corporate Governance

To the Members of

### Ludlow Jute and Specialities Limited

1. We have examined the compliance of conditions of Corporate Governance by Ludlow Jute and Specialities Limited ("the Company"), for the year ended on 31 March, 2025, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

### Managements' Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations during the year ended 31 March, 2025.

The Company Secretary and Compliance Officer resigned with effect from October 19, 2024. The resignation was duly noted and accepted by the Board at its meeting held on November 13, 2024. A new Company Secretary was appointed prior to the next Board Meeting following the acceptance of the resignation. The position remained vacant during the intervening period.

### Other Matters and Restriction on Use

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.
10. This Report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

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

**SUPRIO GHATAK**  
Partner  
Membership No.: 051889  
UDIN: 25051889BMKNKJ5644

Dated: 22nd May, 2025  
Place: Kolkata

## Report on Corporate Governance

### INTRODUCTION

Your Company has complied with the provisions of Corporate Governance as stipulated in Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

A report on the implementation of Corporate Governance by the Company as per the regulations is given below:

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

- Honesty, transparency and fairness in all our actions.
- Uphold integrity by adhering to all laws and regulations
- Create value for shareholders, employees and the community.
- Benefit all stakeholders for sustainable growth by governance.
- Optimizing performance by adopting best management practices.

Our Corporate Governance philosophy reflects our commitment to responsible management, transparency, and ethical leadership. By adhering to these principles, we aim to create sustainable value for our shareholders and contribute positively to society.

We give here under our report on the prevailing corporate governance practices in your Company:

#### 2. BOARD OF DIRECTORS

##### 2.1 Composition of the Board

The Board comprised such number of Non-Executive, Executive and Independent Directors as required under applicable legislation. The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations. The Board consists of Five Directors comprising two Non-Executive Independent Directors, two Non Executive Non-Independent Directors and one Executive Managing Director as on 31st March 2025. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The composition and category of the Directors on the Board, their attendance at the Board Meetings during the year and at the last Annual General Meeting and the Directorship, Chairmanship and/or Membership of Committees held as on 31st March, 2025 by each Director in other Companies are as under:

Name of Directors	Attendance at		Category of Directors	#Other		
	Board Meetings	Last AGM		* Directorship	** Committee Chairmanship	** Committee Membership
Mr. Ashish Chandrakant Agrawal (DIN: 10198821)	9	Yes	Managing Director	-	-	-
Mr. Anand Agarwal (DIN: 03121369)^	7	No	Non Executive-Independent Director	-	-	-
Mr. Parimal Gunvantrai Ajmera (DIN: 02126225) ^^	5	No	Non Executive-Independent Director	-	-	-
Mr. Sanjay Kumar Agarwal (DIN: 00320459) ^	6	No	Non Executive-Non Independent Director	1	-	-
Ms. Sruti Sukul (DIN: 10794840) ^^	5	No	Non Executive-Non Independent Director	-	-	-

#Excludes Ludlow Jute & Specialities Limited.

\*This excludes Directorship held in Indian Private Limited Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013.

\*\*Committee refers to Audit Committee and Stakeholders Relationship Committee of Listed Company and Un-Listed Public Company.

^Appointed with effect from 30.09.2024

^^Appointed with effect from 17.10.2024

^^^Appointed with effect from 03.10.2024

## Report on Corporate Governance

Directorship in other Listed Companies and relevant particulars thereof is summarised in table below:

Name of Directors	Name of other listed entities where the person is a Director	Category of Directorship*
Mr. Ashish Chandrakant Agrawal	-	-
Mr. Anand Agarwal	-	-
Mr. Parimal Gunvantrai Ajmera	-	-
Mr. Sanjay Kumar Agarwal	-	-
Ms. Sruti Sukul	-	-

Necessary disclosures from all the Directors regarding their Directorship had been taken on record by the Board. None of the Directors are members of more than ten Committees or Chairman of more than five Committees in Public Limited Companies in which they are Directors.

Attendance of the Directors at Board Meeting(s) has been as follows:

Director's Name	Number of Board Meeting Held	Number of Board Meeting Attended
Mr. Rajya Vardhan Kanoria*	4	4
Mr. Bharat Kumar Jalan*	4	4
Mr. Satish Kapoor**	2	2
Mr. Jugal Kishore Bhagat**	2	2
Mr. Manoj Mohanka***	6	5
Ms. Nayantara Palchodhuri***	6	5
Mr. Anand Agarwal	7	7
Mr. Ashish Chandrakant Agrawal	10	9
Mr. Sanjay Kumar Agarwal	7	6
Mr. Parimal Gunvantrai Ajmera	5	5
Ms. Sruti Sukul	6	5

\*Resigned with effect from 30.09.2024

\*\*Resigned with effect from 24.09.2024

\*\*\*Resigned with effect from 17.10.2024

### 2.2 Core Skills / Expertise / Competence of the Board of Directors

The list of core skills / expertise / competence identified by the Board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board are as under:

Sl. No.	Director's Name	Skill/ Expertise/Competence				
		Manufacturing of Jute Goods	Marketing	Accountancy	Finance	Others@
1	Mr. Ashish Chandrakant Agrawal	√	√	√	√	√
2	Mr. Anand Agarwal	√	√	√	√	√
3	Mr. Parimal Gunvantrai Ajmera	√	√	√	√	√
4	Mr. Sanjay Kumar Agarwal	√	√	√	√	√
5	Ms. Sruti Sukul	√	-	√	√	√

@includes Legal, Risk Management, Human Resource, Public Relations, Banking ,Education and Training.

### 2.3 Responsibilities

The Board's prime concentration is on strategy, policy and control, delegation of power and specifying approvals that remain in the Board's domain besides review of corporate performance and reporting to shareholders.

## Report on Corporate Governance

### 2.4 Board Meetings

The Company holds a minimum of four Board Meetings in each year, which are pre-scheduled after the end of each financial quarter. The dates of the Board meetings are fixed after taking into account the convenience of all the Directors. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is taken on record in the subsequent Board meeting.

Adequate notice was given to all the Directors of Schedule of the Board Meeting(s), agenda and detailed notes on agenda were sent 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.

The Non-Executive Chairman and the Managing Director apprise the Board on the overall performance of the Company at every Board Meeting. The Board complies with all the responsibilities as per applicable laws, rules and regulations. The Board reviews performance, approves capital expenditures, sets the strategy, the Company should follow and ensures financial stability. The Board takes on record the actions taken by the Company on all its decisions periodically.

The Board takes note of the Compliance Certificate duly signed by the Managing Director and Chief Financial Officer confirming compliance of various statutory and legal formalities on a quarterly basis.

The Board of Directors met 10 (Ten) times i.e., 13.05.2024, 06.08.2024, 30.09.2024 (1), 30.09.2024 (2), 03.10.2024, 17.10.2024, 13.11.2024, 17.01.2025, 10.02.2025 and 18.03.2025 during this financial year. The interval between two consecutive meetings was within the maximum time gap allowed by the Companies Act, 2013.

The Gap between the Board Meeting(s) did not exceed 120 days prescribed under Section 173(1) of the Act and Regulation 17 of the SEBI LODR, 2015.

### 2.5 Board Committees

The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees were placed before the Board, and were duly taken on record.

### 2.6 Disclosure of relationships between Directors inter-se

None of the Directors of the Company are inter-se related to each other.

### 2.7 Certificate of Company Secretary in Practice

A certificate obtained from a Company Secretary in Practice, confirming that none of the Directors of the Company is debarred or disqualified from being appointed or continuing as Director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority, is annexed hereto.

## 3. INDEPENDENT DIRECTORS

The Independent Directors play an important role in deliberations and decision-making at the Board Meetings and bring to the Company wide experiences in their respective fields. They also contribute in significant measure to Board Committees. Their independent role vis-à-vis the Company means that they have a special contribution to make in situations where they add a broader perspective by ensuring that the interests of all stakeholders are kept in acceptable balance and in providing an objective view in instances where a (potential) conflict of interests may arise between stakeholders.

The Company has complied with the definition of Independence as per section 149 read with the provisions of Schedule IV of the Companies Act, 2013 and applicable regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013 was obtained.

Whenever new Non-Executive and Independent Directors are included in the Board, they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy. The Company has adopted a Familiarization Programme for Independent Directors which is uploaded on the Company's website i.e., [www.ludlowjute.com](http://www.ludlowjute.com).

The Independent Directors held a Meeting on 24th October 2024, without the presence of the Executive Directors and Management representatives.

## 4. AUDIT COMMITTEE

The Audit Committee comprises of Mr. Anand Agarwal & Mr. Parimal Gunvantrai Ajmera Independent Director(s) of the Company and Mr. Sanjay Kumar Agarwal Non-Executive Non Independent Director of the Company. Mr. Anand Agarwal is the Chairman of the Committee. The Members of the Committee have requisite knowledge of finance, accounts and Company law.

## Report on Corporate Governance

The Audit Committee's constitution, terms of reference and role are in compliance with the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The terms of reference of the Audit Committee inter alia include the following: -

- Overseeing Company's financial reporting process and examination of the Financial Statement and the Auditor's Report thereon;
- Recommending the terms of appointment of the statutory and cost auditors of the Company along with proposed remuneration;
- Reviewing with management the quarterly and annual financial results before submission to the Board;
- Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit;
- Examining the findings of the Internal Auditors and to discuss these periodically with the Company's officials relating to internal control procedures;
- Reviewing the compliances with Listing Agreement and other legal requirements relating to Financial Statements;
- Reviewing the Company's Financial and Risk Management Policies;
- Disclosure of transactions of the Company with related parties; if any;
- Reviewing the accounting policies and adoption of applicable Accounting Standards;
- Reviewing compliances as regards to the Company's Whistle Blower Policy.

In addition, to carry out any other function as may be referred, from time to time, by the Board of Directors or enforced by any statutory notification / amendment or modification as may be applicable.

The Company Secretary acts as the Secretary of the Audit Committee.

During the financial year 2024-25, the Committee met five times; on 13.05.2024, 06.08.2024, 13.11.2024, 10.02.2025 & 18.03.2025

Attendance of Members at Audit Committee Meetings held during the year 2024-25:

Name of Director	No. of Meetings Held	No. of Meetings attended
Mr. Manoj Mohanka***	5	2
Mr. Satish Kapur*		2
Ms. Nayantara Palchoudhuri***		2
Mr. Bharat Kumar Jalan **		2
Mr. Anand Agarwal		3
Mr. Parimal Gunvantrai Ajmera		3
Mr. Sanjay Kumar Agarwal		2

\*Resigned with effect from 24.09.2024

\*\*Resigned with effect from 30.09.2024

\*\*\*Resigned with effect from 17.10.2024

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee comprises of Mr. Sanjay Kumar Agarwal, Ms. Sruti Sukul Non-Executive Non Independent Directors, Mr. Anand Agarwal Non-Executive Independent Director & Mr. Ashish Chandrakant Agrawal, Managing Director of the Company. Mr. Sanjay Kumar Agarwal is the Chairman of the Committee.

The Stakeholders' Relationship Committee's constitution, terms of reference and role are in compliance with the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The terms of reference of the Stakeholders' Relationship Committee inter alia include the following: -

- To consider and resolve the grievances of shareholders of the Company, including complaints related to transfer / transmission of shares, issue of duplicate share certificate, DEMAT / REMAT of shares, non-receipt of balance sheet, non-receipt of declared dividends.
- To carry out any other function as is referred to the Committee by the Board of Directors from time to time or enforced by any statutory notification / amendment or modification as may be applicable.



## Report on Corporate Governance

The Company Secretary acts as the Secretary of the Stakeholders' Relationship Committee and has been delegated authority to attend to Share transfer formalities as and when required.

There were no outstanding complaints at the beginning of the year. During the year under review, two complaints were received which were reviewed, addressed and replied to the satisfaction of shareholders. There were no outstanding complaints at the end of the year.

During the financial year 2024-25, the Committee met once on 10th February 2025.

Attendance of Members at Stakeholders' Relationship Committee Meetings held during the year 2024-25:

Name of Director	No. of Meetings Held	No. of Meetings attended
Mr. Sanjay Kumar Agarwal	1	1
Mr. Ashish Chandrakant Agrawal		-
Mr. Anand Agarwal		1
Ms. Sruti Sukul		1

### 6. NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee comprises of Mr. Parimal Gunvantrai Ajmera, Mr. Anand Agarwal and Mr. Sanjay Kumar Agarwal, Director(s) of the Company. Mr. Parimal Gunvantrai Ajmera is the Chairman of the Committee

The Nomination & Remuneration Committee's constitution, terms of reference and role are in compliance with the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The terms of reference of the Nomination & Remuneration Committee inter alia include the following: -

- Identify persons who are qualified to become Directors;
- Identify persons who may be appointed as Key Managerial Personnel and in Senior Management Positions;
- Recommend to the Board for re-appointment of Directors based on performance evaluation of the retiring Director;
- Formulating a remuneration policy of the Company;
- To propose remuneration packages for the Directors and Key Managerial Personnel including senior management at one level below the Board;
- Recommending re-constitution of the Board or Senior Management as may be required from time to time under the prevailing laws and for operational effectiveness of the Company.

The Company Secretary acts as the Secretary of the Nomination & Remuneration Committee.

During the financial year 2024-25, the Committee met four times on: 30.09.2024, 03.10.2024, 17.10.2024 and 17.01.2025

Attendance of Members at Nomination & Remuneration Committee Meetings held during the year 2024-25:

Name of Director	No. of Meetings Held	No. of Meetings attended
Mr. Manoj Mohanka	4	2
Mr. Bharat Kumar Jalan		1
Mr. Parimal Gunvantrai Ajmera		1
Mr. Anand Agarwal		3
Mr. Sanjay Kumar Agarwal		3

### Mechanism for evaluation of Non-executive Directors

The role of Non-executive Directors of the Company is extremely important. The peer group comprising the entire Board, except the Director being evaluated, evaluates his/her performance. On the basis of such an evaluation, it is decided as to whether his/her appointment should be extended or not.

### Remuneration of Directors

The remuneration payable to the Executive Director(s) is determined by the Board upon the recommendation of the Nomination and Remuneration Committee. This is subject to the approval of the shareholders at the General Meeting. The Non-Executive Directors do not draw any remuneration from the Company except sitting fees for attending the Meeting(s) of the Board and the Committees where they are members. There are no stock option benefits to any of the Directors.

## Report on Corporate Governance

### Criteria of making payments to Non-Executive Directors

It is recognized that overall remuneration paid to Directors should be reflective of the size of the Company, complexity of the sector/ industry/company's operations and the Company's capacity to pay the remuneration.

Independent Directors ("ID") and Non-Independent Non-Executive Directors ("NED") are paid sitting fees (for attending the meetings of the Board and Committees of which they are member) within regulatory limits, on the basis of number of such meetings attended by them, subject to review on a periodic basis.

In addition to the sitting fees, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending board/committee meetings, general meetings, court convened meetings, meetings with shareholders / creditors/ management, site visits, induction and training (organized by the Company for Directors) in the furtherance of his/her duties as a director.

The Company has also formulated a note on criteria of making payments to Non- Executive Directors and the details of same are available on the website of the Company i.e., [www.ludlowjute.com](http://www.ludlowjute.com).

### Remuneration paid/payable to Executive and Non-Executive Directors for FY 2024-25 by the Company is as follows :

Name of Director	Salary and other benefits						Sitting Fees	
	Salary (including House Rent Allowance)	Perquisites & other benefits (including bonus)	Commission@	Contribution to Provident Fund	Gratuity	Leave Encashment	Board Meetings	Committee Meetings
Mr. Rajya Vardhan Kanoria **	-	-	-	-	-	-	80,000	-
Mr. Jugal Kishore Bhagat *	-	-	-	-	-	-	40,000	-
Mr. Satish Kapur *	-	-	-	-	-	-	40,000	30,000
Ms. Nayantara Palchoudhuri***	-	-	-	-	-	-	1,00,000	20,000
Mr. Bharat Kumar Jalan**	-	-	-	-	-	-	80,000	30,000
Mr. Manoj Mohanka***	-	-	-	-	-	-	1,00,000	50,000
Mr. Parimal Gunvantrai Ajmera###	-	-	-	-	-	-	1,00,000	60,000
Mr. Sanjay Kumar Agarwal#	-	-	-	-	-	-	1,20,000	54,000
Mr. Anand Agarwal#	-	-	-	-	-	-	1,40,000	84,000
Mr. Ashish Chandrakant Agrawal	36,51,000	-	-	-	-	-	-	-
Ms. Sruti Sukul##	-	-	-	-	-	-	1,00,000	4,000

@ Commission being a variable component is provided @1% of net profit of the company, determined in accordance with the terms & provisions of Section 198 of the Companies Act 2013.

\* Resigned with effect from 24th September, 2024

\*\* Resigned with effect from 30th September, 2024

\*\*\* Resigned with effect from 17th October, 2024

# Appointed with effect from 30th September, 2024

## Appointed with effect from 3rd October, 2024

### Appointed with effect from 17th October, 2024

## 7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee comprises of Mr. Sanjay Kumar Agarwal, Ms. Sruti Sukul, Mr. Anand Agarwal & Mr. Ashish Chandrakant Agrawal Directors of the Company. Mr. Sanjay Kumar Agarwal is the Chairman of the Committee.

The Corporate Social Responsibility Committee's constitution, terms of reference and role are in compliance with the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The terms of reference of the Corporate Social Responsibility Committee inter alia include the following: -

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013;

## Report on Corporate Governance

- To recommend to the Board the amount of expenditure to be incurred on the activities as referred in the above clause;
- To monitor the Corporate Social Responsibility Policy of the Company from time to time.

In addition, to carry out any other function as may be referred from time to time by the Board of Directors or enforced by any statutory notification / amendment or modification as may be applicable.

During the financial year 2024-25, the Committee met three times; on 13.05.2024, 06.08.2024, & 13.11.2024.

Attendance of Members at Corporate Social Responsibility Committee Meetings held during the year 2024-25:

Name of Director	No. of Meetings Held	No. of Meetings attended
Mr. Jugal Kishore Bhagat	3	2
Mr. Rajya Vardhan Kanoria		2
Ms. Nayantara Palchoudhuri		2
Mr. Ashish Chandrakant Agrawal		3
Mr. Anand Agarwal		1
Mr. Sanjay Kumar Agarwal		1
Ms. Sruti Sukul		1

### 8. RISK MANAGEMENT COMMITTEE

During the financial year 2024-25, the Committee met on 13.11.2024, wherein all members attended the meeting. Mr. Ashish Chandrakant Agrawal, Mr. Sanjay Kumar Agarwal and Mr. Rajesh Kumar Gupta were the members of Risk Managements Committee and Mr. Sanjay Kumar Agarwal was the Chairman of the Committee. All the members were present in the meeting held on 13.11.2024.

As per the regulation 21(5) the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, constitution of Risk Management Committee is applicable to top 1000 listed companies and on high value debt listed entities. In accordance with that on 28th February, 2025 Risk Management Committee has been dissolved. Further the Audit Committee is entrusted with the responsibility to overview the Risk Management after dissolution of Risk Management Committee.

### 9. POLICY

The various policies of the Company can be accessed on the website of the company at <https://ludlowjute.com/Investors/policies-notices.aspx>

### 10. CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT

The Board of Directors had laid down a Code of Conduct for its Members and Senior Managerial Personnel of the Company. The Code of Conduct can be accessed on the website of the company at [www.ludlowjute.com](http://www.ludlowjute.com). All the Directors and Senior Managerial Personnel of the Company have affirmed compliance with the Code of Conduct of the Company, as envisaged in Regulation 26(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchange. A declaration to this effect signed by the Managing Director forms part of the Annual Report.

### 11. PREVENTION OF SEXUAL HARRASSMENT AT WORKPLACE

The Company's policy on prevention of sexual harassment of women provides for the protection of women employees at the workplace and for prevention and redressal of such complaints. There were no complaints pending for the redressal at the beginning of the year and no complaints received during the financial year.

### 12. MECHANISM TO PREVENT INSIDER TRADING

In pursuance of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has framed a Code of Conduct to regulate, monitor and report trading by designated persons, which inter-alia, prohibits trading in the shares of the Company by the Designated Persons, while in possession of unpublished price sensitive information in relation to the Company.

### 13. DETAILS OF SHAREHOLDING OF DIRECTORS AS ON 31ST MARCH, 2025

Name of the Directors	No. of Shares	Shareholding %
NIL		

## Report on Corporate Governance

### 14. SUBSIDIARY COMPANIES

The Company has no subsidiary as on 31st March 2025.

### 15. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. The amount transferred to IEPF was ₹ 15,28,590/- during the year 2024-25 for the Financial year 2016-17.

### 16. GENERAL BODY MEETINGS

16.1 The last three Annual General Meetings of the Company were held as per details given below:

Year	AGM	Date	Time	Venue	No. of Special Resolution(s) passed
2023-24	45th	24.09.2024	11:00 a.m.	KCI Plaza, 4th Floor, 23C Ashutosh Chowdhury Avenue, Kolkata – 700 019	NIL
2022-23	44th	11.09.2023	11:00 a.m.		NIL
2021-22	43rd	28.09.2022	11:30 a.m.		NIL

### 16.2 POSTAL BALLOT

The Company has issued Postal Ballot Notice dated 30th November, 2024, seeking approval of the members of the Company by Ordinary Resolution for Regularisation of Appointment of Mr. Parimal Gunvantrai Ajmera (DIN: 02126225) as Non Executive Independent Director, Mr. Anand Agarwal (DIN: 03121369) as Non Executive Independent Director, Ms. Sruti Sukul (DIN: 10794840) as Non Executive Non Independent Director and Mr. Sanjay Kumar Agarwal (DIN: 00320459) as Non Executive Non Independent Director.

Postal Ballot was conducted in compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules 2015 and provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

E-voting period for aforesaid Postal Ballot was from Tuesday, 3rd December 2024 (9 AM) to Thursday, 2nd January 2025 (5 PM). Resolution was passed with requisite majority and results thereof was declared on 3rd January 2025 in BSE where Equity Shares of the Company are listed, were informed about the results of the voting by Postal Ballot along with Scrutinizer's Report. Said results were also uploaded on the Website of the Company.

### 17. DISCLOSURES

#### 17.1 Related Party Transactions

During the year under review, the Company had entered into certain transactions with its related parties. All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis.

None of the transactions with any of the related parties were in conflict with the Company's interest. Suitable disclosure as required by the Indian Accounting Standards (Ind AS 24) has been made in Note No. 40 to the Financial Statements, forming part of the Annual Report. There are no pecuniary relationships or transactions with the non-executive Director and Independent Directors. The Policy on Related Party Transactions as approved by the Board of Directors may be accessed on the Company's website i.e., [www.ludlowjute.com](http://www.ludlowjute.com).

17.2 No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or by any other statutory authority on any matter related to capital markets, during the last three years.

## Report on Corporate Governance

### 18. MEANS OF COMMUNICATION

The quarterly, half yearly and annual financial results were taken on record and approved within the prescribed time limits. The approved results were thereafter sent to the Stock Exchange and also posted on website of the Company for the information of shareholders/investors at [www.ludlowjute.com](http://www.ludlowjute.com)

The financial results were also published in leading dailies "Business Standard", "Financial Express" (English newspapers) and "Ek Din" (vernacular language - Bengali newspapers) within 48 hours of the Meeting.

As the Company publishes its quarterly, half-yearly and yearly results in English newspapers having nationwide circulation and in a vernacular language (Bengali), the details of financial performance is not sent individually to each shareholder of the Company.

### 19. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

### 20. CEO / CFO CERTIFICATION

As required under Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, the Managing Director and the Chief Financial Officer of the Company have certified to the Board regarding review of financial statement for the year under review, compliance with the accounting standards and applicable laws and regulations, maintenance of internal control for financial reporting and accounting policies.

### 21. WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company has an established mechanism for Directors / Employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimization of Directors/ employees who avail the mechanism.

None of the employee(s) has been denied access to the Audit Committee.

### 22. TOTAL FEES PAID TO AUDITORS

Total fees for all the services paid by the Company to the Statutory Auditor during the year amounted to Rs. 14.59 lakhs.

### 23. COMPLIANCE OF MANDATORY AND NON-MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015.

Adoption of non-mandatory requirements of the SEBI (LODR), Regulations, 2015 are being reviewed by the Board from time to time and adopted wherever necessary.

Following is the status of the compliance with the non-mandatory requirements of the said Regulations:

- **Audit Opinion:**

For the year under review, the Auditors have expressed their un-modified opinion on the financial statements of the Company.

- **Reporting of Internal Auditor:**

The Internal Auditor may report directly to the Audit Committee. The same is reported by briefing the Audit Committee through observations, review, comments and recommendations etc. in the Internal Audit Reports by the Internal Auditor of the Company.

## Report on Corporate Governance

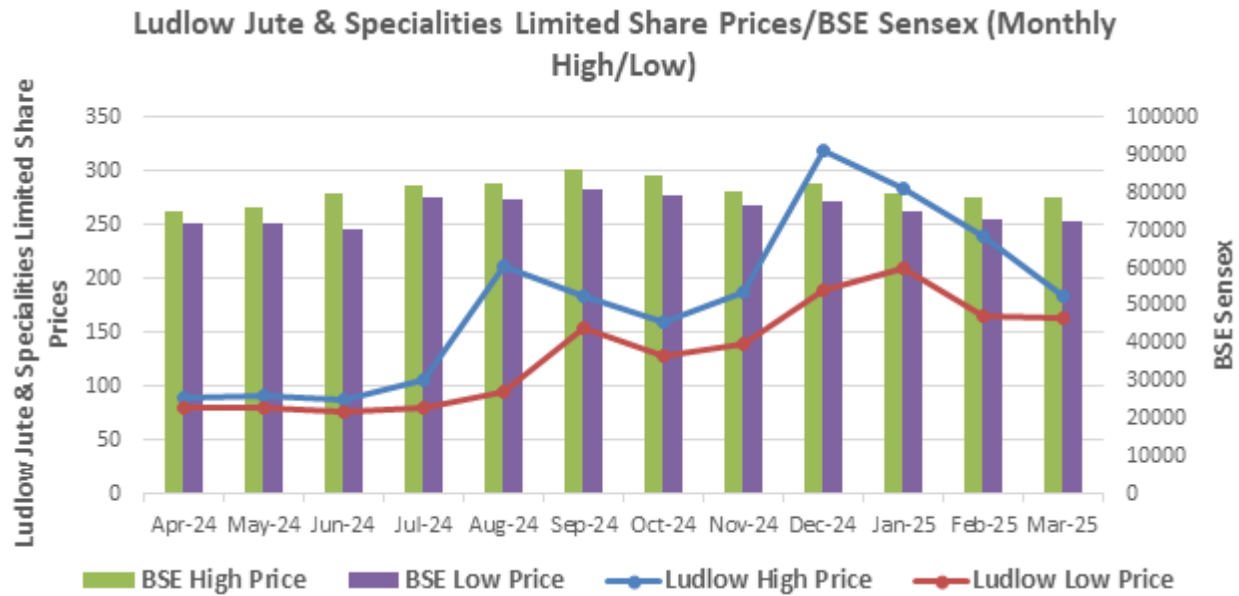
### 24. GENERAL SHAREHOLDERS INFORMATION

1.	Registered Office & Contact Details	Kankaria Estate, 6 Little Russel Street, 5th Floor, Kolkata – 700 071 Email: info@ludlowjute.com investors.grievance@ludlowjute.com Website: www.ludlowjute.com Ph. No. (033) 2288 0064	
2.	Annual General Meeting • Date and Time • Venue	<b>17th September 2025 at 11:30 a.m.</b> Kankaria Estate, 6 Little Russel Street,5th Floor, Kolkata – 700 071	
3.	Financial Year <u>Financial Calendar</u> • Financial Results for the: quarter ended 30th June 2024 quarter ended 30th September 2024 quarter ended 31st December 2024 year ended 31st March 2025 • Annual General Meeting	1st April 2024 to 31st March 2025  6th August 2024 13th November 2024 10th January 2025 22nd May 2025 17th September 2025	
4.	Dividend Payment Date	N.A.	
5.	Listing on Stock Exchange	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Note: Listing fee for the year 2024-25 has been paid to the Stock Exchange	
6.	Script Code	526179	
7.	Stock Price Data (in Rs. /per share)		
	Months	BSE*	
		High	Low
	April 2024	89.90	80.51
	May 2024	91.00	79.60
	June 2024	87.50	77.00
	July 2024	106.00	80.00
	August 2024	211.40	95.40
	September 2024	184.50	154.25
	October 2024	160.70	128.05
	November 2024	187.75	140.00
	December 2024	319.00	190.35
	January 2025	285.00	210.00
	February 2025	238.90	165.10
	March 2025	184.90	163.30

\*Source: Website of BSE.

## Report on Corporate Governance

## Stock Performance in Comparison to broad based indices



9.	Registrar & Share Transfer Agent	MCS Share Transfer Agent Limited 383 Lake Gardens, 1st Floor, Kolkata – 700 045 E-mail id: mcssta@redifmail.com Phone No. (033) 4072 4051/52/53 Fax No. (033) 4072 4050
10.	Share Transfer System	Pursuant to Regulation 40 of the SEBI Listing Regulations, requests for effecting transfer, transmission or transposition of securities shall not be processed unless the securities are held in the dematerialised form with a depository. The Company/Registrar follows the operational guidelines issued by SEBI for issuing a 'Letter of Confirmation' to enable the investor to dematerialise their shares. Share transfer requests received by the Company/Registrar are registered within 15 days from the date of receipt, provided the documents are complete in all respects. The shares lodged for dematerialisation are processed within the stipulated time from the date of their lodgement, if instruments are found valid and complete in all respects.

11.	Distribution of Equity Shareholding as on 31st March 2025				
No. of Shares (Range defined)	No. of Equity Shares held	% of Shareholding	No. of Shareholders	% of Shareholders	
1 – 500	836227	7.76	8285	93.86	
501 – 1000	224518	2.08	272	3.08	
1001 – 2000	207242	1.92	138	1.57	
2001 – 3000	119257	1.11	47	0.53	
3001 – 4000	49526	0.46	14	0.16	
4001 – 5000	72760	0.68	15	0.17	
5001 -10000	189773	1.76	25	0.28	
Above 10000	9073817	84.23	31	0.35	
<b>Total</b>	<b>10773120</b>	<b>100</b>	<b>8827</b>	<b>100</b>	

## Report on Corporate Governance

12.	Equity Shareholding Pattern as on 31st March 2025		
	<b>Category</b>	<b>No. of Shares</b>	<b>% of Shareholding</b>
A	<b>Promoters Holding</b>		
a)	Indian Promoters	7240152	67.21
b)	Foreign Promoters	-	-
	Sub Total (A)	7240152	67.21
B	<b>Non-Promoters Holding</b>		
a)	Banks, Financial Institutions/ Insurance Companies	100	0.00
b)	Private Corporate Bodies	987882	9.17
c)	Govt.	484951	4.50
d)	Resident Individuals (incl. HUF)	1987498	18.45
e)	NRI/ OCB	72289	0.67
f)	Trust & Foundations	10	0.00
g)	Clearing Members	238	0.00
	Sub Total (B)	3532968	32.79
	<b>Grand Total (A+B)</b>	<b>10773120</b>	<b>100.00</b>
13.	Dematerialisation of Shares	96.48% i.e., 10394046 equity shares out of total Equity Capital are held in dematerialized form with NSDL and CDSL as on 31st March 2025.	
14.	Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely to impact on equity	Not Issued	
15.	Commodity price risk or foreign exchange risk and hedging activities	The Company has proper system to monitor the foreign exchange exposures on regular basis and appropriate steps are taken by the management to limit the risks of adverse exchange rate movement by entering into forward contract for hedging foreign exchange exposure against exports and imports. The details of hedged and unhedged foreign currency exposure are reported at Note No. 48(c)(2) to the financial statements for the year ended 31st March, 2025	
16.	Credit Rating	Acuite Ratings & Research Limited has assigned long-term rating of ACUITE BBB; Stable and short-term rating of ACUITE A3	
17.	Plant Location	Chengail, Howrah -711 308, West Bengal, India Phone: (033) 2642-8366	
18.	Address for correspondence: For Investor's matters  For queries related to Financial matters	Company Secretary Same as registered office address  Chief Financial Officer Same as registered office address	

For and on behalf of the Board

**Ashish Chandrakant Agrawal**

Managing Director  
DIN: 10198821

**Anand Agarwal**

Non Executive Independent Director  
DIN: 03121369

Date: 22nd May 2025  
Place: Kolkata



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause 10(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015) as amended

To,  
The Members of  
Ludlow Jute & Specialities Limited  
Kankaria Estate, 5th Floor,  
6, Little Russel Street,  
Kolkata – 700071

We have examined relevant records, forms, returns and disclosures received from the Directors of Ludlow Jute & Specialities Limited (CIN: L65993WB1979PLC032394), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In our opinion and to the best of our information and according to verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers (including by way of electronic mode), we hereby certify that none of the Directors mentioned below on the Board of the Company as on 31st March 2025 was debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India and Ministry of Corporate Affairs under the Companies Act, 2013.

Sl.No.	Name of Director	DIN	Date of appointment in the Company
1	Ashish Chandrakant Agrawal	10198821	14.06.2023
2	Anand Agarwal	03121369	30.09.2024
3	Parimal Gunvantrai Ajmera	02126225	17.10.2024
4	Sanjay Kumar Agarwal	00320459	30.09.2024
5	Sruti Sukul	10794840	03.10.2024

Ensuring eligibility for appointment/continuing of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. The Certificate is neither an assurance as to the future viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.

**Sachin Kumar**

Practicing Company Secretary

Membership No. : A37957

CP No.: 14154

Peer Review No: 2766/2022

UDIN: A037957G00411871

Place: Kolkata  
Date: 22.05.2025

## COMPLIANCE CERTIFICATE

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

To,  
The Board of Directors,  
Ludlow Jute & Specialities Limited,  
Kankaria Estate, 5th Floor,  
6, Little Russel Street,  
Kolkata- 700071

Date: :22.05.2025

Dear Sir(s),

- A. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2025 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the listed entity during the year, which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee :
- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours Sincerely,

For **Ludlow Jute & Specialities Limited**

**Ashish Chandrakant Agrawal**

Managing Director  
DIN No.: 10198821

**Rajesh Kumar Gupta**

Chief Financial officer

## DECLARATION AFFIRMING COMPLIANCE WITH CODE OF CONDUCT

As required under Regulation 34(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that affirmation for compliance of Code of Conduct has been received from all the Board Members and Senior Management Personnel for Financial Year ended 31st March 2025.

For **Ludlow Jute & Specialities Limited**

Place: Kolkata  
Date: 22nd May 2025

**Ashish Chandrakant Agrawal**

Managing Director  
DIN: 10198821

# FINANCIAL STATEMENTS

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF

### LUDLOW JUTE & SPECIALITIES LIMITED

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying Financial Statements of **Ludlow Jute & Specialities Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and the notes to Financial Statements, including a summary of Material Accounting Policies generally accepted in India, and other explanatory information of the state of affairs of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2025, and its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Financial Statements.

Key audit matters	How our audit addressed the key audit matter
<b>Changes in Valuation Method of Gratuity:</b> The Company has reviewed its actuarial provision for gratuity based on legal opinion obtained on gratuity payable for specific segment of employees. Based on the opinion, the gratuity provision has been computed and one-time reversal of provision amounting to Rs. 1,763 Lakhs has been recorded in the books of account under the head Other Comprehensive Income.	i) Reviewed the legal opinion obtained by the Company and assessed its implications on the eligibility of gratuity in consultation with management and, where necessary, legal experts. ii) Verified the revised actuarial valuation report, ensuring it incorporated the changes arising from the legal opinion, and re-performed calculations. iii) Evaluated the accounting treatment of the reversal under Ind AS 19, ensuring its correct presentation under Other Comprehensive Income and adequate disclosure in the financial statements.
<b>Inventory Valuation &amp; existence</b> (Refer to note 11 to the Financial Statements)  As described in the accounting policies in note 3.6 to the Financial Statements, inventories are carried at the lower of cost and net realisable value. Inventories valuation and existence is a significant audit risk. This could result in an overstatement of the value of the inventories if the cost is higher than the net realisable value. Furthermore, the assessment and application of inventories provisions are subject to significant management judgment.	i) We completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk ii) We assessed the adequacy of controls over the existence of Inventory of Finished goods and raw materials iii) We also tested sample of inventories items to ensure they were held at the lower of cost and net realisable value.  Based on the audit procedures performed, we did not identify any significant deviation to the process of Inventory valuation.

## INDEPENDENT AUDITORS' REPORT

Key audit matters	How our audit addressed the key audit matter
<p><b>Assessment of litigations in respect of Taxes &amp; Duties matter</b> [Refer to note 36(i) to the Financial Statements]</p> <p>The company has litigations in respect of Taxes &amp; Duties matter which have been disclosed under Contingent liabilities as at 31st March, 2025.</p> <p>Significant management judgment is required to assess these matters and to determine the probability of material outflow of economic resources and whether a provision should be recognized or disclosure to be made.</p>	<p>i) We obtained a detailed understanding, assessed and tested the design and operating effectiveness of controls surrounding assessment of litigations.</p> <p>ii) We discussed with the management the recent developments and status of these matters. We have also gone through recent judicial pronouncements, wherever relevant, to establish appropriateness of disclosures.</p> <p>iii) We performed our assessment on the underlying calculations supporting the disclosure made in the Financial Statements.</p> <p>iv) We assessed the adequacy of the Company's disclosures.</p> <p>Based on the audit procedures performed, we did not identify any significant deviation to the assessment made by the management in respect of disclosures made under Contingent liabilities in respect of Taxes &amp; Duties matters in the Financial Statements.</p>
<p><b>Recognition of Deferred Tax Asset on current year loss</b> {Refer to note 9 to the Financial Statements}</p> <p>During the current financial year, the company has incurred significant losses on which a substantial deferred tax asset is created.</p> <p>Given the magnitude of current year losses and the consequential impact on the financial statements, the assessment of the recoverability of the deferred tax asset created is a key audit matter.</p>	<p>i) We have evaluated the assumptions used by management to forecast future taxable profits, this includes reviewing the detailed financial projections and understanding the basis for revenue growth and cost assumptions.</p> <p>ii) We have also compared management's past forecast to assess the reliability of their forecasting methodologies</p> <p>Based on the management's estimates and budgeted plans for the coming years, the Deferred Tax Asset has been created against the Losses incurred in the current year.</p>

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is 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 auditor's report thereon.

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

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

### Responsibilities of management and those charged with governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the state of affairs of the Company as at 31st March, 2025, its Profit including other comprehensive income, Changes in equity and its Cash flows in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

## INDEPENDENT AUDITORS' REPORT

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

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

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

## INDEPENDENT AUDITORS' REPORT

2. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except the matters stated in paragraph 2(i)(vi) below on reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;
- c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account;
- d) In our opinion, the aforesaid Financial Statements comply with the Ind-AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time;
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to maintenance of accounts and other matters connected therein, reference is made to our remarks in paragraph 2(b) above on reporting under section 143(3)(b) of the Act;
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Financial Statements and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- h) In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Act; and
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements, Refer Note 36 (i);
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 47 to the Financial Statements;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2025.
  - iv.
    - (a) The Management has represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiary") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The Management has represented to us that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - (c) Based on our audit procedures that are considered reasonable and appropriate in the circumstances nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under paragraph 2(h) (iv)(a) & (b) above, contain any material mis-statement.

## INDEPENDENT AUDITORS' REPORT

- v. The company did not pay any dividend during the year. Further, there was no dividend declared in the current financial year.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account. These systems include an audit trail (edit log) feature that was operational throughout the year, except the audit trail feature in the software used for payroll is not available. Further, the audit trail functionality in the books of accounts do not capture or document direct data modifications made at the database level.

During the course of our audit, we did not come across any instance of the audit trail feature being tampered with, in respect of accounting software for the period for which the audit trail feature was enabled and operating and the audit trail has been preserved by the company as per the statutory requirements for record retention.

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

**SUPRIO GHATAK**  
Partner  
Membership No.: 051889  
UDIN: 25051889BMKNKU2628

Place: Kolkata  
Date: the 22nd Day of May, 2025



## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Report to the Members of Ludlow Jute & Specialities Limited of even date)**

We report that,

- i. (a) (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 Company has a program of verification of Property, Plant and Equipment so as to cover all the items once in every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain Property, Plant and Equipment were verified during the previous year. In our opinion, the periodicity of such physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2025.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its Financial Statements does not arise.
- ii. (a) According to information and explanation given to us, the inventories have been physically verified by the management during the year at reasonable intervals. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. No material discrepancies were noticed on verification between physical stock and book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks and/or financial institutions during the year on the basis of security of assets of the Company. In our opinion, the quarterly returns or statements filed by the Company with such banks and financial institutions are in agreement with the books of account of the Company.
- iii. (a) to (d) and (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided 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, provisions of clauses 3(iii)(a) to 3(iii)(d) & 3(iii)(f) of the Order are not applicable to the company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to same parties.
- iv. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Section 185 and 186 of the Companies Act, 2013 are not applicable to the company. Accordingly, the requirement to report on clause 3 (iv) of the Order are not applicable to the company.
- v. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has prescribed maintenance of cost records under section 148 (1) of the Companies Act. We have broadly reviewed such accounts and records and are of the opinion that prima facie, the prescribed accounts & records have been made & maintained but no detailed examination of such records and accounts have been carried out by us.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, service tax, Goods & Service Tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2025 for a period of more than six months from the date they became payable except those mentioned below.

## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

Name of the Statute	Nature of the Dues	Amount (in lakhs)	Period to which the amount relates	Due date	Date of Payment
EPFO	Pension	6,66,886	Various dates up to 30th September, 2024	15th of every preceding month	Not yet paid

- (b) According to the information and explanations given to us and the records of the Company examined by us, the dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and as at 31st March, 2025 which have not been deposited on account of any dispute and the forum where the disputes are pending are as under:

SI No	Nature of Dues	Gross Amount Outstanding (in ₹ lakhs)	Paid under protest (in ₹ lakhs)	Period to which the amount relates	Forum where dispute is pending
1	WB VAT Act, 2003	16.03	3.77	2005-2006	WBCT (A & R) Board & Appellate Forum
2	CST Act, 1956	126.53	38.02	& 2015-2016	WBCT (A & R) Board & Appellate Forum

- viii. According to information and explanations given to us, the Company has not surrendered or disclosed any transaction previously unrecorded in the books of accounts as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable.
- ix. (a) According to the information and explanations given to us and as per the books and records examined by us, in our opinion, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and the records of the Company examined by us including representation received from the management, the Company has not been declared willful defaulter by any bank, financial institution or other lenders or government or any Government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix) (e) & (f) of the Order is not applicable to the Company.
- x. (a) The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares (fully or partially or optionally convertible debentures) during the year and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act is required to be filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year. Accordingly reporting under this clause is not applicable for the company.
- xii. The Company is not a Nidhi company as per the provision of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xi) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.

## ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

- xiv. (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities and is not required to obtain CoR for such activities from the Reserve Bank of India.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has incurred cash losses of ₹350.33 Lakhs in the current financial year. In the immediately preceding financial year, the Company had incurred cash losses of ₹914.90 Lakhs.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. Whereas the for the current financial year, as per section 135(1) of the Companies Act, 2013 the Company is not required to spent any amount towards Corporate Social responsibility (CSR), therefore there are no unspent CSR amounts for the year requiring a transfer to a fund specified in Schedule VII of the Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.
- xxi. The Company is not required to prepare consolidated financial statements and accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Company.

**For JKVS & CO**

*Chartered Accountants*

Firm's Registration No.318086E

**SUPRIO GHATAK**

Partner

Membership No.: 051889

UDIN: 25051889BMKNKU2628

Place: Kolkata

Date: the 22nd Day of May, 2025

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

**(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Ludlow Jute & Specialities Limited of even date)**

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

We have audited the internal financial controls over financial reporting of LUDLOW JUTE & SPECIALITIES LIMITED ("the Company") as of March 31, 2025 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

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

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

#### **Auditor's Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that-

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

## ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

### Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to Financial Statements

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For JKVS & CO**

*Chartered Accountants*

Firm's Registration No.318086E

**SUPRIO GHATAK**

Partner

Membership No.: 051889

UDIN: 25051889BMKNKU2628

Place: Kolkata

Date: the 22nd Day of May, 2025

## BALANCE SHEET AS AT 31ST MARCH, 2025

(₹ in Lakhs)

	Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
I)	ASSETS			
1)	NON CURRENT ASSETS			
	a) Property, Plant and Equipment	4	19,109.91	18,931.53
	b) Capital Work in Progress	5	188.60	286.79
	c) Right to Use Assets	6	-	31.51
	d) Other Intangible Assets	7	42.17	3.23
	e) Financial Assets			
	(i) Investment	8	11.39	14.81
	(ii) Other Financial Assets	9	24.07	29.00
	f) Deferred Tax Assets	9.1	85.70	174.78
	g) Other Non-Current Assets	10	118.52	90.21
	h) Other Non Current Tax Assets	10.1	86.35	66.64
			19,666.71	19,628.50
2)	CURRENT ASSETS			
	a) Inventories	11	10,956.32	12,404.71
	b) Financial Assets			
	(i) Trade Receivables	12	2,419.52	3,408.96
	(ii) Cash and Cash Equivalents	13	22.94	40.86
	(iii) Bank Balances other than Note No. 13 above	13.1	38.68	43.99
	(iv) Other Financial Assets	14	387.79	181.38
	c) Other Current Assets	15	2,001.45	773.72
			15,826.70	16,853.62
	TOTAL ASSETS		35,493.41	36,482.12
II)	EQUITY AND LIABILITIES			
1)	EQUITY			
	a) Equity Share Capital	16	1,079.77	1,079.77
	b) Other Equity	17	15,696.56	15,434.63
	TOTAL EQUITY		16,776.33	16,514.40
2)	LIABILITIES			
i)	NON-CURRENT LIABILITIES			
	a) Financial liabilities			
	(i) Borrowings	18	4,008.18	1,598.16
	(ii) Lease Liabilities	19	-	-
	b) Provisions	20	162.34	295.28
	c) Deferred Tax Liabilities (Net)	21	-	-
	d) Other Non-Current Liabilities	22	54.70	84.61
			4,225.22	1,978.05
ii)	CURRENT LIABILITIES			
	a) Financial Liabilities			
	(i) Borrowings	18	10,687.31	10,383.81
	(ii) Lease Liabilities	19	-	33.74
	(iii) Trade Payables	23		
	Total outstanding dues of micro enterprises and small enterprises		106.06	0.80
	Total outstanding dues of creditors other than micro enterprises and small enterprises		2,354.55	5,983.09
	(iv) Other Financial Liabilities	24	782.41	992.73
	b) Other Current Liabilities	25	327.77	439.05
	c) Provisions	20	233.76	156.46
	d) Current Tax Liabilities (Net)	26	-	-
			14,491.86	17,989.68
	TOTAL LIABILITIES		18,717.08	19,967.72
	TOTAL EQUITY AND LIABILITIES		35,493.41	36,482.12
	Corporate & General Information	1		
	Basis of Accounting	2		
	Significant Accounting Policies & Significant Judgements and Key Estimates	3		

The Accompanying Notes are an integral part of the Financial Statements

As per our Report annexed.

For **J K V S & Co.**

Chartered Accountants

Firm registration No. 318086E

**SUPRIO GHATAK**

Partner

Membership No. 051889

5A, Nandalal Jew Road,

Kolkata-700 026

The 22th, day of May, 2025

For and on behalf of the Board

**Ashish chandrakant Agrawal**

Managing Director

DIN -10198821

**Anand Agarwal**

Non Executive Independent Director

DIN - 03121369

**R.K. Gupta**

Chief Financial Officer

**Neha Jain**

Company Secretary

**STATEMENT OF PROFIT & LOSS** FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in Lakhs)

Particulars		Note No.	For the year ended 31st March, 2025	For the year ended 31st March, 2024
I)	<b>Income</b>			
	Revenue from Operations	27	30,090.19	47,551.98
	Other Income	28	75.44	65.54
	<b>Total Income (I)</b>		<b>30,165.63</b>	<b>47,617.52</b>
II)	<b>Expenses</b>			
	Cost of Materials Consumed	29	16,568.76	27,786.49
	Changes in Inventories of Finished Goods and Work In Progress	30	(167.55)	(102.51)
	Employee Benefits Expense	31	6,276.15	10,025.74
	Finance Costs	32	1,243.36	988.93
	Depreciation and Amortization Expense	33	1,056.56	888.02
	Other Expenses	34	6,600.65	9,817.13
	<b>Total Expenses (II)</b>		<b>31,577.93</b>	<b>49,403.80</b>
III)	<b>Profit before Taxation ( I-II )</b>		<b>(1,412.30)</b>	<b>(1,786.28)</b>
IV)	<b>Tax Expenses</b>	35		
	Current Tax		-	-
	Deferred Tax		(354.71)	(532.53)
	For Earlier Years ( Net )		-	-
	<b>Total Tax Expenses (IV)</b>		<b>(354.71)</b>	<b>(532.53)</b>
V)	<b>Profit for the year (III-IV)</b>		<b>(1,057.59)</b>	<b>(1,253.75)</b>
VI)	<b>Other Comprehensive Income (OCI)</b>			
	Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
	Re-Measurement gains/(losses) on defined benefit plans		1,763.30	293.37
	Income tax effect on above		(443.79)	(73.83)
	<b>Other Comprehensive Income for the year, net of tax</b>		<b>1,319.51</b>	<b>219.54</b>
VII)	<b>Total Comprehensive Income for the year (V+VI)</b>		<b>261.92</b>	<b>(1,034.21)</b>
	Earnings per share - Basic and Diluted (in INR)	38	<b>(9.82)</b>	<b>(11.64)</b>
	Corporate & General Information	1		
	Basis of Accounting	2		
	Significant Accounting Policies & Significant Judgements and Key Estimates	3		

**The Accompanying Notes are an integral part of the Financial Statements**

As per our Report annexed.

For **J K V S & Co .**

Chartered Accountants

Firm registration No. 318086E

**SUPRIO GHATAK**

Partner

Membership No. 051889

5A , Nandalal Jew Road ,

Kolkata-700 026

The 22th, day of May, 2025

**For and on behalf of the Board****Ashish chandrakant Agrawal**

Managing Director

DIN -10198821

**R.K. Gupta**

Chief Financial Officer

**Anand Agarwal**

Non Executive Independent Director

DIN - 03121369

**Neha Jain**

Company Secretary

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in Lakhs)

Particulars		For the year ended 31st March, 2025 (Audited)	For the year ended 31st March, 2024 (Audited)
<b>A.</b>	<b>Cash Flow From Operating Activities</b>		
	Net Profit Before Taxes as per Statement of Profit and Loss	(1,412.30)	(1,786.28)
	<b>Adjustments For :</b>		
	Depreciation / Amortisation (Net)	1,056.56	888.02
	Finance Cost	1,243.36	988.93
	(Profit)/Loss on Disposal of Property, Plant & Equipment	(1.35)	(1.10)
	Interest Income	(1.48)	(2.26)
	Gain on cancellation of lease agreements	(1.50)	-
	Income on Government Grant	(32.13)	(34.36)
	Net (gain)/loss on fair value changes on equity instrument	3.42	(4.74)
	Dividend received on non current investments	(0.09)	(0.13)
	<b>Operating Profit Before Working Capital Changes</b>	<b>854.49</b>	<b>49.00</b>
	Movements in Working Capital :		
	Decrease / (Increase) in Inventories	1,448.39	850.10
	Decrease / (Increase) in Trade receivables	990.00	(966.34)
	Decrease / (Increase) in Other receivables and prepayments	306.01	564.61
	(Decrease)/Increase in Trade and Other payable	(4,071.48)	1,434.00
	(Decrease) / Increase in provisions	(55.95)	(25.36)
	<b>Cash generated from Operating Activities</b>	<b>(528.54)</b>	<b>1,907.00</b>
	Direct Taxes paid ( net of refunds)	(19.97)	(13.01)
	<b>Net Cash generated/(used) from Operating Activities</b>	<b>(548.51)</b>	<b>1,894.00</b>
<b>B.</b>	<b>Cash Flow From Investing Activities</b>		
	Purchase of PPE including CWIP and Capital Advances	(1,146.49)	(835.26)
	Amount deposited as margin money / security	(10.01)	24.87
	Proceeds from Sale of Property, Plant & Equipment	3.02	-
	Interest Received	1.48	2.26
	Dividend Received	0.09	0.13
	<b>Net Cash generated/(used) in Investing Activities</b>	<b>(1,151.91)</b>	<b>(808.00)</b>
<b>C.</b>	<b>Cash Flow From Financing Activities</b>		
	Proceeds / (Repayment) from Long term borrowings (Net)	2,410.05	(1,442.67)
	Proceeds / (Repayment) from short term borrowings (Net)	303.40	1,392.05
	Dividend Paid	-	(165.89)
	Interest paid	(998.47)	(988.93)
	Changes in Lease Liabilities	(32.48)	(3.86)
	<b>Net Cash generated/(used) from Financing Activities</b>	<b>1,682.50</b>	<b>1,210.00</b>
	<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(17.92)</b>	<b>(124.06)</b>
	Cash and Cash Equivalents as at the beginning of the year	40.86	164.92
	<b>Cash and Cash Equivalents as at the end of the year</b>	<b>22.94</b>	<b>40.86</b>



**CASH FLOW STATEMENT** FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in Lakhs)

Particulars		For the year ended 31st March, 2025 (Audited)	For the year ended 31st March, 2024 (Audited)
1	<b>Components of cash and cash equivalents</b>		
	<b>Balance with Banks:</b>		
	In Current Accounts	6.40	37.00
	Cash on hand	16.54	4.42
	<b>Cash and Cash Equivalents</b>	<b>22.94</b>	<b>40.86</b>

**The Accompanying Notes are an integral part of the Financial Statements**

As per our Report annexed.

For **J K V S & Co .**

Chartered Accountants

Firm registration No. 318086E

**SUPRIO GHATAK**

Partner

Membership No. 051889

5A , Nandalal Jew Road ,

Kolkata-700 026

The 22th, day of May, 2025

**For and on behalf of the Board****Ashish chandrakant Agrawal**

Managing Director

DIN -10198821

**Anand Agarwal**

Non Executive Independent Director

DIN - 03121369

**R.K. Gupta**

Chief Financial Officer

**Neha Jain**

Company Secretary

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in Lakhs)

### A) Equity Share Capital

#### 1. Current reporting Year

Balance as at 01.04.2024	Change in Equity Share Capital due to prior period errors	Restated balance as at 01.04.2024	Changes in equity share capital during the current year	Balance at the end of the current reporting period 31.03.2025
1,079.77		-	-	1,079.77

#### 2. Previous reporting Year

Balance as at 01.04.2023	Change in Equity Share Capital due to prior period errors	Restated balance as at 01.04.2023	Changes in equity share capital during the current year	Balance at the end of the current reporting period 31.03.2024
1,079.77	-	-	-	1,079.77

### B) Other Equity

#### 1. Current Year

Particulars	Reserves and Surplus			Item of other Comprehensive Income		Total Other Equity
	Securities Premium Account	General Reserve	Retained Earnings (Net of Deferred Tax)	Remeasurement of defined benefit obligation through Other Comprehensive Income	Fair Value of Equity Instruments through Other Comprehensive Income	
<b>Balance at March 31, 2024</b>	<b>585.96</b>	<b>324.84</b>	<b>14,523.84</b>	-	-	<b>15,434.64</b>
Profit for the year	-	-	(1,057.59)	-	-	(1,057.59)
Other Comprehensive income	-	-	-	1,319.51	-	1,319.51
Transfer from Other Comprehensive Income to Retained Earnings	-	-	1,319.51	(1,319.51)	-	-
<b>Balance as at March 31st, 2025</b>	<b>585.96</b>	<b>324.84</b>	<b>14,785.76</b>	-	-	<b>15,696.56</b>

#### 2. Previous reporting Year

<b>Balance at March 31, 2023</b>	<b>585.96</b>	<b>324.84</b>	<b>15,719.66</b>	-	-	<b>16,630.46</b>
Profit for the year	-	-	(1,253.75)	-	-	(1,253.75)
Final Dividend on Equity Shares (F.Y. 2022-23)	-	-	(161.61)	-	-	(161.61)
Other Comprehensive income	-	-	-	219.54	-	219.54
<b>Transfer from Other Comprehensive Income to Retained Earnings</b>	-	-	<b>219.54</b>	<b>(219.54)</b>	-	-
<b>Balance at March 31, 2024</b>	<b>585.96</b>	<b>324.84</b>	<b>14,523.84</b>	-	-	<b>15,434.64</b>

Basis of Accounting

2

Material Accounting Policies & Material Judgements and Key Estimates

3

The Accompanying Notes are an integral part of the Financial Statements

As per our Report annexed.

For **J K V S & Co.**

Chartered Accountants

Firm registration No. 318086E

**SUPRIO GHATAK**

Partner

Membership No. 051889

5A, Nandalal Jew Road,

Kolkata-700 026

The 22th, day of May, 2025

For and on behalf of the Board

**Ashish chandrakant Agrawal**

Managing Director

DIN -10198821

**Anand Agarwal**

Non Executive Independent Director

DIN - 03121369

**R.K. Gupta**

Chief Financial Officer

**Neha Jain**

Company Secretary

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

### 1 CORPORATE AND GENERAL INFORMATION

Ludlow Jute & Specialities Limited (the 'Company'), is a public limited company domiciled in India. Its shares are listed on Bombay Stock Exchange ('BSE'). It has remained in the forefront of product innovation and technological breakthroughs was built by Ludlow Corp. of the U.S.A on the bank of the river Hooghly at Chengail in Howrah district of West Bengal. The management has been making adequate investment in modernization and installation of specialized equipment, but it also has heralded the introduction of a number of value-added products as the blending of jute with other natural/manmade fibres. Ludlow has developed products like Jute Mesh/Scrim for Roofing Felt, Agriculture, Horticulture and Webbing for Furniture Industry, Rubber Bonded jute cloth for Landscaping, special fabrics for Furnishing and Apparel, Soil Saver known as Geo-textile and Carpet-backing Cloth.

### 2. BASIS OF PREPARATION

#### 2.1. Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (the "Act") as amended from time to time and in accordance with Schedule III Division II of The Companies Act, 2013, where applicable.

The financial statements of the Company for the year ended 31st March, 2025 have been approved and authorized for issue by the Board of Directors in their meeting held on 22nd May, 2025.

Details of Material Accounting policies are included in Note 3.

Effective 1st April 2023 the Company has applied the following amendments to existing standards which has been notified by the Ministry of Corporate Affairs ("MCA"):

#### i. Ind AS 1, Presentation of Financial Statements:

Effective for annual periods starting on or after 1st April 2023, Ind AS 1 has been amended to replace the requirement for entities to disclose their 'significant accounting policies' with a requirement to disclose 'material accounting policy information'. The explicit requirement to disclose measurement bases has also been removed.

#### ii. Ind AS 8, Accounting policies, Change in Accounting Estimates and Errors:

The company has adopted the amendments to Ind AS 8 for the first time in current year. The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".

#### iii. Ind AS 12, Income Taxes:

"The amendment has narrowed the scope of the Initial Recognition Exemption (IRE) (with regard to leases and decommissioning obligations). Now IRE does not apply to transactions that give rise to equal and offsetting temporary differences. Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision.

The amendments listed above did not have any impact on the amounts recognized in current period."

#### 2.2. Basis of preparation

The financial statements have been prepared on historical cost convention, except for following:

- Certain Financial assets and liabilities (including derivative instruments) that are measured at fair value/ amortised cost;
- Defined benefit plans are measured at fair value.
- Cash Flow Statement

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013 and Ind AS 1 "Presentation of Financial Statements". The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

#### 2.3. Functional and Presentation Currency

The financial statements have been presented in Indian Rupees, which is also the Company's functional currency. All financial information presented in Rupees and has been rounded off to the nearest lakhs (in two decimals) as per the requirements of Schedule III, unless otherwise stated.

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

### 2.4. Key accounting estimates and judgements

#### 2.4.1. Use of Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates and judgements.

The company has assessed the materiality of the accounting policy information, which involves exercising judgement and considering both quantitative and qualitative factors by taking into account not only the size and nature of the item or condition but also the characteristics of the transactions, events or conditions that could make the information more likely to impact the decisions of the users of the financial statements.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in note no 2.4.3.

#### 2.4.2. Change in Estimates

Estimates and underlying assumptions are reviewed on an ongoing basis, revision to accounting estimates are recognised prospectively by including it in profit or loss (a) In the period of the change if the change affects only that period; or (b) the period of the change and future periods, if the change affects both.

However, the change in an accounting estimate that gives rise to changes in assets and liabilities, or relates to an item of equity, is recognized by adjusting the carrying amount of the related asset, liability or equity item in the period of the change.

#### 2.4.3. Key sources of Estimation Uncertainty

Key assumption concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is as given below:

- a) **Recognition of Deferred Tax Assets:** The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits.
- b) **Useful lives of Property, Plant and Equipment and Intangible Assets:** Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to actual normal wear and tear that may change the utility of plant and equipment.
- c) **Defined Benefit Obligation (DBO):** Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.
- d) **Provisions and Contingencies:** The assessments undertaken in recognising provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.
- e) **Impairment of Financial Assets:** The Company reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is indication of impairment. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.

### 3. MATERIAL ACCOUNTING POLICIES

A summary of the Material accounting policies applied in the preparation of the financial statements are given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

#### 3.1. Property, Plant and Equipment & Capital Work in Progress

- Property, plant, and equipment, excluding freehold land, are stated at cost less accumulated depreciation and impairment

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

losses, if any. Freehold land is measured at fair value as of April 1, 2016, with the revaluation surplus credited to retained earnings under other equity. The cost of an asset includes the purchase price, non-refundable taxes, borrowing costs (when capitalization criteria are met), and any direct costs necessary to bring the asset to working condition for its intended use. Self-constructed assets include the cost of materials, direct labor, attributable overheads, borrowing costs, and the estimated costs of dismantling and site restoration.

- Subsequent costs are added to an asset's carrying amount only if they are likely to bring future economic benefits and can be measured reliably. When a component, treated as a separate asset, is replaced, its carrying amount is derecognized. Major inspection, repair, or overhauling expenses are added to the asset's carrying amount if they meet recognition criteria, and any unamortized part of previous similar expenses is derecognized.
- Depreciation on property, plant and equipment is provided on straight line method at the rates determined based on the useful lives of respective assets as prescribed in the Schedule II of the Act. Depreciation on additions (disposals) during the year is provided on a pro-rata basis i.e., from (up to) the date on which asset is ready for use (disposed of). The estimated useful lives of the asset are as follows:

Type of Asset	Useful Life estimated by the management
Plant & Machinery	7.5 years
Buildings	10 years for water supply installation and 30 years for Buildings
Vehicles	8 years
Furniture & Fittings	10 years
Office equipment	3 to 5 years
Computer	3 to 5 years

- Upon derecognition, gains or losses are determined by the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the statement of profit and loss. Residual values, useful lives, and depreciation methods are reviewed at each financial year-end and adjusted prospectively if necessary. Components of an asset that are significant in relation to the total cost and have different useful lives are identified and depreciated separately.
- Capital work-in-progress is carried at cost, which includes expenses incurred during construction, interest on borrowed funds for qualifying assets, and other pre-production expenses. Advances for the acquisition or construction of property, plant, and equipment are presented as capital advances under other non-current assets.

### 3.2. Intangible Assets

- Intangible assets, including separately acquired goodwill, are initially recognized at cost and subsequently carried at cost less accumulated amortization and impairment losses. Intangible assets with finite lives are amortized over their useful economic life and tested for impairment when indications of impairment arise.
- Amortization is typically done on a straight-line basis and recognized in the statement of profit and loss, unless it is included in the carrying amount of another asset. Gains or losses from derecognition of an intangible asset are determined by the difference between the net disposal proceeds and the carrying amount, and are recognized in the statement of profit and loss upon derecognition.
- Goodwill is considered to have indefinite useful life and hence is not subject to amortization but tested for impairment at least annually.

Type of Asset	Useful Life estimated by the management
Software	3 years

### 3.3. LEASES

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

### As a lessee:

Leases are recognised as right of use assets and a correspondence liability at the date at which the leased asset is available for use by the Company. Contract may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative standalone prices. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payment: -

- a) Fixed payments (including in substance fixed payments) less any lease incentive receivable.
- b) Variable lease payment that are based on an index or a rate, initially measured using the index or a rate at the commencement date.
- c) Amount expected to be paid by the Company as under residual value guarantees.
- d) Exercise price of a purchase option if the Company is reasonably certain to exercise that option.
- e) Payment of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right of use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Payment associated with short-term leases of equipment and all the leases of low value assets are recognized on a straight-line basis as an expense in the Statement of Profit and Loss. Short term leases are leases with a lease term of 12 months or less.

### As a lessor:

Lease income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

### 3.4. Borrowing Cost

Borrowing costs (including other ancillary borrowing cost) directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### 3.5. Foreign Currency Transactions

Foreign currency transactions are translated into the functional currency using the spot rates of exchanges at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchanges at the reporting date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities are generally recognised in profit or loss in the year in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those qualifying assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings, the balance is presented in the statement of profit and loss within finance costs. Non-monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rate at the transaction date)

### 3.6. Inventories

- Raw materials, stores and spares and loose tools are valued at lower of cost and net realisable value. However, items held for use in the production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes cost of purchase, non-refundable taxes and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on weighted average basis.
- Work-in-progress and finished goods are valued at lower of cost and net realisable value. Finished goods and work-in-progress

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is computed on weighted average basis.

- Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated cost necessary to make the sale. Net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods.
- Adequate provision is made for obsolete and slow-moving stocks, wherever necessary.

### 3.7. Revenue Recognition

The Company considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the entity expects to be entitled to in exchange for transferring of promised goods and services to the customer after deducting incentive programs, included but not limited to discounts, volume rebates etc.

#### a) Sale of Goods

- The Company derives revenues primarily from sale of jute products. Revenue from contracts with customers is recognized on satisfaction of performance obligation upon transfer of control of promised goods to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods.
- Performance Obligation is satisfied when the products have been shipped or delivered to the specific location as the case may be, risks of loss have been transferred to the customers, and either the customer has accepted the goods in accordance with the sales contract or the acceptance provisions have lapsed or the Company has objective evidence that all criteria for acceptance have been satisfied
- Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation based on the consideration specified in the contract with the customers and excludes any taxes and duties collected on behalf of the government. The transaction price of goods sold is net of variable consideration on account of trade discounts, returns, volume rebates offered by the Company as part of the contract. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.
- The company does not expect to have any contracts where the period between transfer of promised goods or services to the customer and payment by customer exceeds one year. As a consequence, the company does not adjust any of the transaction prices for the time value of money.
- A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only passage of time is required before payment is done.

#### b) Interest Income

Interest income from financial assets is recognised using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset.

#### c) Dividend Income

Dividend income from investments is recognised when the Company's right to receive payment has been established.

#### d) Other Operating Revenue

Export incentives and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the incentive will be received.

### 3.8. Government Grants

Government grants are recognized at their fair value, where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

The grant relating to the acquisition/ construction of an item of property, plant and equipment is included in non- current liability as deferred income and is credited to statement of profit and loss on the same systematic basis as the respective asset is depreciated

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

over its expected life and is presented in other operating income. Alternatively, the same can be presented by deducting the grant from the carrying amount of the asset.

### 3.9. Income Tax

Income tax comprises current and deferred tax. It is recognised in the statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

#### a) Current Tax

Current tax liabilities (or assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities based on tax rates and tax laws that have been enacted during the period.

#### b) Deferred Tax

- Deferred tax assets and liabilities shall be measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.
- Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes (i.e., tax base). Deferred tax is also recognised for carry forward of unused tax losses and unused tax credits.
- Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.
- The carrying amount of deferred tax assets is reviewed at the end of each reporting period. The Company reduces the carrying amount of a deferred tax asset to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.
- Deferred tax relating to items recognised outside the statement of profit and loss is recognised either in other comprehensive income or in equity. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.
- Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

#### c) Minimum Alternate Tax (MAT)

Minimum alternate tax is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of credit to the statement of profit and loss and included in deferred tax assets. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the affect that the company will pay normal income tax during the specified period.

### 3.10. Earnings Per Share:

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

### 3.11. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are determined based on the best estimate required to settle the obligation at the balance sheet date.



## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Company discloses the existence of contingent liabilities in Other Notes to Financial Statements.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

### 3.12. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### 3.13. Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and cash in hand and highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 3.14. Employee Benefits

- **Defined Contribution Plan:** Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation other than the contribution payable to the Provident fund. Contribution payable to the provident fund is recognized as an expenditure in the statement of profit and loss.
- **Defined Benefit Plan:** The Company's obligation towards gratuity, a defined benefit employee retirement scheme is recognized on the basis of period end actuarial valuation determined under the Projected Unit Credit Method. Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.
- **Compensated Absences:** Short term compensated absences are provided for based on estimates. The Company treats accumulated leave expected to be carried forward beyond twelve months as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the unit projected credit method at the end of each financial year.

### 3.15. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### a) Financial Assets

- **Recognition and Initial Measurement:**

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instruments. A financial asset is initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

- **Classification and Subsequent Measurement:**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Measured at amortised cost;
- Measured at fair value through other comprehensive income (FVTOCI);
- Measured at fair value through profit or loss (FVTPL); and
- Equity Instruments measured at fair value through other comprehensive income (FVTOCI).

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

➤ **Measured at amortised cost (AC):**

Financial assets are subsequently measured at amortised cost using the effective interest method, if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company may irrevocably elect at initial recognition to classify a debt instrument that meets the amortised cost criteria above as at FVTPL if that designation eliminates or significantly reduces an accounting mismatch had the financial asset been measured at amortised cost.

➤ **Measured at fair value through other comprehensive income (FVTOCI):**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

➤ **Measured at fair value through profit and loss (FVTPL):**

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

➤ **Equity Instruments measured at FVTOCI:**

All equity investments in scope of Ind AS – 109 are measured at fair value. Equity instruments which are, held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in other comprehensive income. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no reclassification of the amounts from OCI to the statement of profit and loss, even on sale of investment.

- **Derecognition**

The Company derecognises a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

- **Impairment of Financial Assets**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS – 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and/ or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

**b) Financial Liabilities**

- **Recognition and Initial Measurement:**

Financial liabilities are classified at initial recognition, at fair value through profit or loss, as loans and borrowings, as payables or as derivatives, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

- **Subsequent Measurement:**

Financial liabilities are measured subsequently at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

- **Derecognition:**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

**c) Offsetting Financial Instruments:**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

**d) Derivative Financial Instruments:**

The Company enters into derivative financial instruments viz. foreign exchange forward contracts, interest rate swaps and cross currency swaps to manage its exposure to interest rate and foreign exchange rate risks. The Company does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the statement of profit or loss immediately.

### 3.16. Measurement of Fair Values

A number of the accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 — Inputs which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets and liabilities. Involvement of external valuers is decided by the management of the Company considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

### 3.17. Impairment of Non-Financial Assets

- e) The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful lives of the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (Cash Generating Units – CGU).

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

- f) An impairment loss is recognised as an expense in the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognised in earlier accounting period is reversed if there has been an improvement in recoverable amount.

### 3.18. Cash dividend distribution to equity holders

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

### 3.19. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of Directors of the Company has been identified as being the chief operating decision maker. Refer note 39 for segment information presented.

### 3.20. Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

### 3.21. Recent accounting pronouncements

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2024. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

#### (i) Amendments to Ind AS 116 Leases – Lease Liability in a Sale and Leaseback

The MCA notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024, which amend Ind AS 116, Leases, with respect to Lease Liability in a Sale and Leaseback. The amendment specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendment is effective for annual reporting periods beginning on or after 1 April 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116. The amendments do not have a material impact on the Company's financial statements.

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

### 4. Property, Plant & Equipment

Particulars	Gross Carrying Value				DEPRECIATION			Net Carrying Value (₹ in lakhs)
	As at 01.04.2024	Additions	Sales/ Disposal	As at 31st March, 2025	As at 01.04.2024	During the year	Sales/ Disposal	
Freehold / Leasehold Land	11,145.01	-	-	11,145.01	-	-	-	11,145.01
Buildings	4,146.98	110.94	-	4,257.92	1,663.14	93.92	-	2,500.86
Plant & Machinery	16,130.61	977.79	-	17,108.40	11,076.51	879.24	-	5,152.65
Vehicles	458.58	41.59	6.37	493.80	316.30	25.06	3.80	156.24
Furniture & Fittings	144.91	5.30	-	150.21	74.05	7.86	-	68.30
Office equipment	150.53	65.66	-	216.19	115.09	14.25	-	86.85
<b>Grand Total</b>	<b>32,176.62</b>	<b>1,201.28</b>	<b>6.37</b>	<b>33,371.53</b>	<b>13,245.09</b>	<b>1,020.33</b>	<b>3.80</b>	<b>19,109.91</b>

Particulars	Gross Carrying Value				DEPRECIATION			Net Carrying Value (₹ in lakhs)
	As at 01.04.2023	Additions	Sales/ Disposal	As at 31st March, 2024	As at 01.04.2023	During the year	Sales/ Disposal	
Freehold / Leasehold Land	11,145.01	-	-	11,145.01	-	-	-	11,145.01
Buildings	4,046.70	100.28	-	4,146.98	1,571.59	91.55	-	2,483.84
Plant & Machinery	14,513.62	1,616.99	-	16,130.61	10,354.42	722.09	-	5,054.10
Vehicles	398.55	77.05	17.02	458.58	315.53	16.94	16.17	142.28
Furniture & Fittings	133.61	11.30	-	144.91	67.26	6.79	-	70.86
Office equipment	141.65	8.88	-	150.53	103.98	11.11	-	35.44
<b>Grand Total</b>	<b>30,379.14</b>	<b>1,814.50</b>	<b>17.02</b>	<b>32,176.62</b>	<b>12,412.78</b>	<b>848.48</b>	<b>16.17</b>	<b>18,931.53</b>

4.1. Refer Note - 45 for information on the carrying amounts of financial and non financial assets pledged as security for the borrowings.

4.2. The Company has not revalued its property plant and equipment during the year ended 31st March, 2025 and 31st March, 2024

4.3. The Company does not have any immovable property, whose title deeds are not held in the name of the Company during the year ended March 31, 2025 and also as at March 31, 2024.

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

4.5 No borrowing cost has been capitalised during the year (P.Y. ₹ 25.81) against qualifying asset.

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

### 5. CAPITAL WORK IN PROGRESS

Particulars	As at 31st March, 2025	As at 31st March, 2024
Opening	286.79	1,207.82
Addition (Including interest)	172.54	531.93
Capitalised during the year	270.73	1,452.96
Closing	<b>188.60</b>	<b>286.79</b>

#### 5.1. CWIP aging schedule as at 31st March'2025

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 year-2 years	2 years-3 years	More than 3 years	Total
Projects in progress	172.54	-	-	-	172.54
Projects temporarily suspended	-	-	-	16.06	16.06
<b>Total</b>	<b>172.54</b>	<b>-</b>	<b>-</b>	<b>16.06</b>	<b>188.60</b>

#### CWIP AGING SCHEDULE AS AT 31ST MARCH'2024

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1 year-2 years	2 years-3 years	More than 3 years	Total
Projects in progress	270.73	-	-	-	270.73
Projects temporarily suspended	-	-	-	16.06	16.06
<b>Total</b>	<b>270.73</b>	<b>-</b>	<b>-</b>	<b>16.06</b>	<b>286.79</b>

- (1) There are no projects in progress as on the reporting period which has exceeded cost as compared to the original plan or where completion is overdue.
- (2) Included under CWIP for more than 3 years is an amount of ₹16 lakhs relating to the purchase of weaving looms from a vendor. Since the performance criteria were not met and the machinery has not been put to use, the said looms, have not been capitalised and continue to remain under CWIP. The Company is in the process of evaluating further steps in relation to the same.

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

### 6. RIGHT OF USE ASSETS AS ON 31ST MARCH, 2025

Particulars	Gross Carrying Value			Depreciation/Amortisation			Net Carrying Value
	As at 1.04.24	Additions	Sale/ Disposal	As at 31st March, 2025	As at 1.04.24	during the year	As at 31st March, 2025
Leasehold Building	113.44	-	113.44	-	81.93	31.51	-
<b>Grand Total</b>	<b>113.44</b>	<b>-</b>	<b>113.44</b>	<b>-</b>	<b>81.93</b>	<b>31.51</b>	<b>-</b>

### RIGHT OF USE ASSETS AS ON 31ST MARCH, 2024

Particulars	Gross Carrying Value			Depreciation/Amortisation			Net Carrying Value
	As at 1.04.23	Additions	Sale/ Disposal	As at 31st March, 2024	As at 1.04.23	during the year	As at 31st March, 2024
Leasehold Building	113.44	-	-	113.44	44.12	37.81	81.93
<b>Grand Total</b>	<b>113.44</b>	<b>-</b>	<b>-</b>	<b>113.44</b>	<b>44.12</b>	<b>37.81</b>	<b>31.51</b>

6.1. The Company has not revalued its Right of use assets during the year ended 31st March, 2025 and 31st March, 2024

### 7. Intangible Assets as on 31st March, 2025

Particulars	Gross Carrying Value			Depreciation/Amortisation			Net Carrying Value
	As at 1.04.24	Additions	Sale/ Disposal	As at 31st March, 2025	As at 1.04.24	during the year	As at 31st March, 2025
Goodwill	(1.00)	-	-	(1.00)	-	-	(1.00)
Software	5.20	43.66	-	48.86	1.97	4.72	42.17
<b>Grand Total</b>	<b>5.20</b>	<b>43.66</b>	<b>-</b>	<b>48.86</b>	<b>1.97</b>	<b>4.72</b>	<b>42.17</b>

### Intangible Assets as on 31st March, 2024

Particulars	Gross Carrying Value			Depreciation/Amortisation			Net Carrying Value
	As at 1.04.23	Additions	Sale/ Disposal	As at 31st March, 2024	As at 1.04.24	during the year	As at 31st March, 2024
Goodwill	(1.00)	-	-	(1.00)	-	-	(1.00)
Software	-	5.20	-	5.20	0.24	1.73	3.23
<b>Grand Total</b>	<b>(1.00)</b>	<b>-</b>	<b>-</b>	<b>5.20</b>	<b>0.24</b>	<b>1.73</b>	<b>3.23</b>

7.1. The Company has not revalued its intangible assets during the year ended 31st March, 2025 and 31st March, 2024

7.2 Goodwill is shown at actual in brackets.

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

### 8. NON-CURRENT INVESTMENTS

Particulars	Face Value	As at 31st March, 2025		As at 31st March, 2024	
		Number / Units	Amount	Number / Units	Amount
<b>Investment measured at Fair Value through Profit &amp; Loss</b>					
<b>a) Investment in Equity Shares (Quoted)</b>					
Birla Corporation Ltd.	10	660	6.97	660	9.40
Cheviot Company Ltd.	10	411	4.17	411	5.16
Al Champdany Jute Co.Ltd.	5	314	0.13	314	0.15
Gillanders Arbuthnot & Co Ltd.	10	135	0.13	135	0.10
<b>Total (a)</b>			<b>11.39</b>		<b>14.81</b>
<b>(b) Investment in Equity Shares (Unquoted)</b>					
Santosh Garden Maintenance (Section 8 Company)	10	200	-	200	-
<b>Total (b)</b>			<b>-</b>		<b>-</b>
<b>Grand Total (a+b)</b>			<b>11.39</b>		<b>14.81</b>

The carrying value and fair value of investments are as below:

Particulars		As at 31st March, 2025		As at 31st March, 2024	
Aggregate fair value of Quoted Investments			11.39		14.81
<b>Total</b>			<b>11.39</b>		<b>14.81</b>
Aggregate cost of acquisition of Quoted Investment			1.65		1.65
Aggregate cost of acquisition of Unquoted Investment			0.02		0.02

### 9. OTHER NON CURRENT FINANCIAL ASSETS

Particulars		As at 31st March, 2025		As at 31st March, 2024	
<b>(Unsecured, considered goods)</b>					
Security Deposits			24.07		29.00
<b>Total</b>			<b>24.07</b>		<b>29.00</b>

### 9.1. DEFERRED TAX ASSETS :

Particulars		As at 31st March, 2025		As at 31st March, 2024	
<b>a) Deferred Tax Liabilities</b>					
Depreciation and Amortization Expenses			308.89		331.48
On Others			11.18		3.27
<b>Total</b>			<b>320.07</b>		<b>334.75</b>
<b>b) Deferred Tax Assets</b>					
Items U/S 43B of the Income Tax Act, 1961			(341.43)		62.80
On Others			114.98		79.66
On Business Loss			632.22		367.07
<b>Total</b>			<b>405.77</b>		<b>509.53</b>
<b>Deferred Tax Assets (Net) (b-a)</b>			<b>85.70</b>		<b>174.78</b>



**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

**MOVEMENT IN DEFERRED TAX ASSETS AND LIABILITIES DURING THE YEAR ENDED 31ST MARCH'24**

Particulars	Balance as at 1st April, 2023	Recognised In Statement of Profit & Loss	Recognised In Other Comprehensive Income(OCI)	Balance as at 31st March, 2024
<b>Deferred Tax Liabilities</b>				
Depreciation and Amortization Expenses	492.03	(160.55)	-	331.48
On Others	13.30	(10.03)	-	3.27
	<b>505.33</b>	<b>(170.58)</b>	<b>-</b>	<b>334.75</b>
<b>Deferred Tax Assets</b>				
Items U/S 43B of the Income Tax Act, 1961	88.53	48.10	(73.83)	62.80
On Others	132.88	(53.22)	-	79.66
On Business Loss	-	367.07	-	367.07
	<b>221.41</b>	<b>361.95</b>	<b>(73.83)</b>	<b>509.53</b>
<b>Deferred Tax Assets (Net)</b>	<b>(283.92)</b>	<b>532.53</b>	<b>(73.83)</b>	<b>174.78</b>

**MOVEMENT IN DEFERRED TAX ASSETS AND LIABILITIES DURING THE YEAR ENDED 31ST MARCH'25**

Particulars	Balance as at 31st March, 2024	Recognised In Statement of Profit & Loss	Recognised In Other Comprehensive Income(OCI)	"Balance as at 31st March, 2025"
<b>Deferred Tax Liabilities</b>				
Depreciation and Amortization Expenses	331.48	(22.59)	-	308.89
On Others	3.27	7.91	-	11.18
	<b>334.75</b>	<b>(14.68)</b>	<b>-</b>	<b>320.07</b>
<b>Deferred Tax Assets</b>				
Items U/S 43B of the Income Tax Act, 1961	62.80	39.56	(443.79)	(341.43)
On Others	79.66	35.32	-	114.98
On Business Loss	367.07	265.15	-	632.22
	<b>509.53</b>	<b>340.03</b>	<b>(443.79)</b>	<b>405.77</b>
<b>Deferred Tax Assets (Net)</b>	<b>174.78</b>	<b>354.71</b>	<b>(443.79)</b>	<b>85.70</b>

**10. OTHER NON CURRENT ASSETS**

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>(Unsecured, Considered Good)</b>		
Capital Advance	37.60	-
Long term prepaid Expenses	7.52	16.81
Balance with Government Authorities*	73.40	73.40
<b>Total</b>	<b>118.52</b>	<b>90.21</b>

\* Balance with Government Authorities includes ₹ 41.79 for March 2025 and ₹ 41.79 for March 2024, paid under protest / adjusted for appeal and legal cases in respect of contingent liability disclosed under not number 36.

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

### 10.1 OTHER NON CURRENT ASSETS

Particulars	As at 31st March, 2025	As at 31st March, 2024
Tax paid in advance (Net of Provision) (Refer note 35)	86.35	66.64
<b>Total</b>	<b>86.35</b>	<b>66.64</b>

### 11. INVENTORIES

Particulars	As at 31st March, 2025	As at 31st March, 2024
(As taken, valued and certified by the Management)		
Raw Materials	4,711.13	6,184.42
Finished Goods (including in transit CY- ₹ 211.29, PY ₹ 294.40)	4,208.03	4,731.83
Work-in-Progress	1,228.22	536.86
Stores and Spares	808.94	951.60
<b>Total</b>	<b>10,956.32</b>	<b>12,404.71</b>

11.1 Inventories are hypothecated against working capital borrowings (Refer note no. 18)

11.2 Mode of valuation - Refer Note 3.6 of significant accounting policies.

### 12. TRADE RECEIVABLES

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Unsecured</b>		
Trade Receivables considered good - Secured;	-	-
Trade Receivables considered good - Unsecured;	2,419.52	3,408.96
Trade Receivables which have significant increase in Credit Risk and;	-	-
Trade Receivables - credit impaired	20.00	20.00
Less : Allowance for credit losses	20.00	20.00
<b>Total</b>	<b>2,419.52</b>	<b>3,408.96</b>

#### 12.1 TRADE RECEIVABLES INCLUDES

Particulars	As at 31st March, 2025	As at 31st March, 2024
Receivable from Related Party	5.58	-
Unbilled Receivables	57.00	57.00
<b>Total</b>	<b>62.58</b>	<b>57.00</b>

12.2 Trade Receivable are hypothecated against working capital borrowings (Refer note no. 18)

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

12.4 Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days.

12.5 The Unbilled receivable of ₹57.00 (P.Y. ₹57.00) is against the amendment in bonus due from The Jute commissioner office.

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

### 12.6 TRADE RECEIVABLES AGING SCHEDULE

Particulars	Outstanding from the due date of payment as on 31st March 2025							Total
	Unbilled Receivables	Not due	upto 6 months	6 months - 1 year	1 year- 2 years	2 years- 3 years	More than 3 years	
<b>Undisputed</b>								
considered good	57.00	2126.92	20.38	185.92	9.53	9.75	10.02	2419.52
credit impaired	-	-	-	-	-	-	-	-
Less: credit impaired	-	-	-	-	-	-	-	-
<b>Total</b>	<b>57.00</b>	<b>2126.92</b>	<b>20.38</b>	<b>185.92</b>	<b>9.53</b>	<b>9.75</b>	<b>10.02</b>	<b>2419.52</b>
<b>Disputed</b>								
considered good	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	4.85	15.15	20.00
Less: Allowance for credit losses	-	-	-	-	-	4.85	15.15	20.00
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand total</b>	<b>57.00</b>	<b>2126.92</b>	<b>20.38</b>	<b>185.92</b>	<b>9.53</b>	<b>9.75</b>	<b>10.02</b>	<b>2419.52</b>

Particulars	Outstanding from the due date of payment as on 31st March 2024							Total
	Unbilled Receivables	Not due	upto 6 months	6 months - 1 year	1 year- 2 years	2 years- 3 years	More than 3 years	
<b>Undisputed</b>								
considered good	57.00	2967.31	323.47	41.41	9.75	3.02	7.00	3408.96
credit impaired	-	-	-	-	-	-	-	-
Less: credit impaired	-	-	-	-	-	-	-	-
<b>Total</b>	<b>57.00</b>	<b>2967.31</b>	<b>323.47</b>	<b>41.41</b>	<b>9.75</b>	<b>3.02</b>	<b>7.00</b>	<b>3408.96</b>
<b>Disputed</b>								
considered good	-	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	4.85	15.15	20.00
Less: Allowance for credit losses	-	-	-	-	-	4.85	15.15	20.00
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand total</b>	<b>57.00</b>	<b>2967.31</b>	<b>323.47</b>	<b>41.41</b>	<b>9.75</b>	<b>3.02</b>	<b>7.00</b>	<b>3408.96</b>

### 13. CASH & CASH EQUIVALENTS

Particulars	As at	As at
	31st March, 2025	31st March, 2024
<b>Balance with Banks:</b>		
Cash in hand	6.40	4.42
- In Current Accounts	16.54	36.44
<b>Total</b>	<b>22.94</b>	<b>40.86</b>

#### 13.1 OTHER BANK BALANCES

Particulars	As at	As at
	31st March, 2025	31st March, 2024
<b>Earmarked Balances with Banks</b>		
Unpaid Dividend account	25.25	40.57
Fixed Deposits held as Margin Money	13.43	3.42
<b>Total</b>	<b>38.68</b>	<b>43.99</b>

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

**13.2** Cash and Cash equivalents and other bank balances are hypothecated against working capital borrowings ( Refer note no . 18 )

### Changes in liabilities arising from financing activities

Particulars	April 1,2024	Cash Flows	March 31, 2025
Non Current Borrowings (including current maturities of long term debts) (Refer note no.18)	1,598.16	2,410.02	4,008.18
Current Borrowings	10,383.81	303.50	10,687.31
<b>Total liabilities</b>	<b>11,981.97</b>	<b>2,713.52</b>	<b>14,695.49</b>

Particulars	April 1,2023	Cash Flows	March 31, 2024
Non Current Borrowings (including current maturities of long term debts) (Refer note no.18)	3,007.09	(1,408.93)	1,598.16
Current Borrowings	8,991.76	1,392.05	10,383.81
<b>Total liabilities</b>	<b>11,998.85</b>	<b>(16.88)</b>	<b>11,981.97</b>

## 14. OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>(Unsecured, Considered Good)</b>		
(a) Advance to Employees	116.41	75.42
Less : Allowance or expected credit loss	(67.94)	(67.94)
	48.47	7.48
(b) Mark to Market gain on inward contract	-	0.86
(c)Export Incentives Receivables	59.18	52.80
(d) Security Deposit ( Short Term )	4.43	4.23
(e) Insurance Claim Receivable	418.91	259.21
Less : Provision for Doubtful claims receivable	(143.20)	(143.20)
	562.11	402.41
<b>Total</b>	<b>387.79</b>	<b>181.38</b>

## 15.OTHER CURRENT ASSETS

Particulars	As at 31st March, 2025	As at 31st March, 2024
(Unsecured, Considered Good)		
Advance against supply of Goods & Services	168.17	270.17
Balances with Government Authorities	234.04	251.89
Prepaid Expenses *	1,549.73	214.76
Receivable from Employees	46.46	33.86
Assets held for Sale	3.04	3.04
<b>Total</b>	<b>2,001.45</b>	<b>773.72</b>

\*Includes amount of Rs. 1454.53 lakhs related to grauity assets of which disclosure is provided under Note 37 (b)

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

**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

**16. EQUITY SHARE CAPITAL**

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Number	Amount	Number	Amount
<b>Authorized:</b>				
Equity Shares of ₹ 10/- each	1,49,90,000	1,499.00	1,49,90,000	1,499.00
Redeemable Preference Shares ₹ 100/-each	1,000	1.00	1,000	1.00
		<b>1,500.00</b>		<b>1,500.00</b>
<b>Issued:</b>				
Equity Shares of ₹ 10/- each fully paid up	1,07,73,120	1,077.31	1,07,73,120	1,077.31
		<b>1,077.31</b>		<b>1,077.31</b>
<b>Subscribed and Paid-up:</b>				
Equity Shares of ₹ 10/- each fully paid up	1,07,73,120	1,077.31	1,07,73,120	1,077.31
Add:- Forfeited Equity Shares (Amount originally paid up)	-	2.46	-	2.46
<b>Total</b>	<b>-</b>	<b>1,079.77</b>	<b>-</b>	<b>1,079.77</b>

**16.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	Opening Balance	Addition during the year	Deletion during the year	Closing Balance
<b>Period ended 31st March, 2025</b>				
Number of shares	1,07,73,120	-	-	1,07,73,120
Amount (Lakhs)	1,079.77	-	-	1,079.77
<b>Year ended 31st March, 2024</b>				
Number of shares	1,07,73,120	-	-	1,07,73,120
Amount (Lakhs)	1,079.77	-	-	1,079.77

**16.2 Terms /Rights attached to Shareholders**

The Company has only one class of issued shares i.e. Equity Shares having par value of ₹ 10 per share. Each holder of Equity Shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

**16.3** Panchjanya Distributors Private Limited is the Holding Company of this Company (w.e.f. 30.09.2024). (PY-R V Investment & Dealers Limited Upto 30.09.2024) .

**16.4** Details of shareholders holding more than 5% shares in the Company:

Equity Shares of ₹10 each fully paid	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	% Holding	No. of Shares	% Holding
R V Investment & Dealers Ltd	-	-	67,16,507	62.35
Panchjanya Distributors Private Limited	72,40,152	67.21	-	-
Ratanbali Equity Private Limited	7,61,719	7.07	-	-

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

### 16.5 Disclosure of shareholding of promoters and promoter group

#### Shares held by promoters and promoter group at the end of the year

Promoter name	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	% Holding	No. of Shares	% Holding
Rajya Vardhan Kanoria	-	-	10,300	0.10
Kirtivardhan Finvest Services Limited	-	-	5,12,401	4.76
R V Investment & Dealers Ltd	-	-	67,16,507	62.35
Panchjanya Distributors Private Limited	72,40,152	67.21	-	-
<b>Total</b>	<b>72,40,152</b>	<b>67.21</b>	<b>72,39,208</b>	<b>67.21</b>

**Note:** There has been change/movements in number of shares outstanding at the beginning and at the end of the reporting period.

**16.6** No Equity Shares have been reserved for issue under options and contracts/commitments for the sale of shares/disinvestment as at the Balance Sheet date.

**16.7** The company has neither allotted any equity shares for consideration other than cash nor has issued any bonus shares nor has bought back any shares during the period of five years preceeding the date at which Balance Sheet is prepared.

**16.8** No securities which are convertible into Equity/Preference shares have been issued by the Company during the year.

**16.9** No calls are unpaid by any directors or officers of the company during the year.

**16.10** On August 16, 2024, Panchjanya Distributors Private Limited has entered into a share purchase agreement with the existing Promoters of the Company for total acquisition of 72,39,208 (Seventy-Two Lakhs Thirty-Nine Thousand Two Hundred and Eight) equity shares, constituting 67.20% of the total paid up equity and voting share capital of the Company. This transaction results in a change in control, with Panchjanya Distributors Private Limited assuming the position of Promoter in accordance with applicable regulations.

In conjunction with the acquisition, Panchjanya Distributors Private Limited has announced an open offer to acquire an additional 26% of the equity share capital from the Company's public shareholders, in compliance with the Securities and Exchange Board of India (SEBI) (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. This offer provides public shareholders with an opportunity to tender their shares.

### 17. OTHER EQUITY

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>a) Securities Premium Account</b>		
Balance at beginning of year	585.96	585.96
Movement during the year	-	-
Balance at end of year	<b>585.96</b>	<b>585.96</b>
<b>b) General Reserve</b>		
Balance at beginning of year	324.84	324.84
Movement during the year	-	-
Balance at end of year	<b>324.84</b>	<b>324.84</b>
<b>c) Retained Earnings</b>		
Balance at the beginning of the year	14,523.84	15,719.66
Add: Profit for the period	(1,057.59)	(1,253.75)
	<b>13,466.25</b>	<b>14,465.91</b>
Less: Final Dividend on Equity Shares including TDS on dividend	-	161.61
Add: Transfer from OCI	1,319.51	219.54
<b>Balance at the end of the year</b>	<b>14,785.76</b>	<b>14,523.84</b>

**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
d) Other Comprehensive Income		
Remeasurement of Defined Benefits Plans		
Balance at the beginning of the year	-	-
Add/(Less): Remeasurement of Defined Benefits Plans	1,763.30	293.37
Add/(Less): Tax on the above	(443.79)	(73.83)
	<b>1,319.51</b>	<b>219.54</b>
Less : Transfer to retained earnings	1,319.51	219.54
Balance at the end of the year	-	-
Total Other Equity	<b>15,696.56</b>	<b>15,434.63</b>

**Nature & Purpose of Reserves**

- Securities Premium Reserve :** The Reserve represents the premium on issue of shares and can be utilized in accordance with the provision of the Companies Act, 2013.
- General Reserve :** The Reserve is created by an appropriation from one component of equity ( generally retained earnings ) to another, not being an item of Other Comprehensive Income . The same can be utilised by the company in accordance with the provisions of the Companies Act , 2013.
- Retained Earnings :** This Reserve represents the cumulative profits of the Company and effects of Re-measurement of defined benefit obligations . This reserve can be utilised in accordance with the provisions of the Companies Act 2013.
- Item of other Comprehensive Income ( Re - Measurement of defined benefit plans ) :** Re - Measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable ) and the return on plan assets ( excluding net interest ), is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income ( OCI ) in the period in which they occur. Re - measurement recognised in OCI is reflected immediately in retained earnings and will not be re classified to statement of Profit and Loss.

**18. BORROWINGS**

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Non - Current	Current Maturities	Non - Current	Current Maturities
<b>Secured</b>				
Term Loan From Banks	1,008.18	579.54	1,598.16	943.53
<b>Total (a)</b>	<b>1,008.18</b>	<b>579.54</b>	<b>1,598.16</b>	<b>943.53</b>

Particulars	Non - Current	Current Maturities	Non - Current	Current Maturities
<b>Secured</b>				
Working Capital Loan from Banks				
- Cash Credit	-	2,025.10	-	35.41
- Export Packing Credit	-	784.37	-	2,705.22
- WCDL	-	4,466.30	-	6,699.65
<b>Un-Secured</b>				
Inter Corporate loan	3,000.00	2,832.00	-	-
<b>Total (b)</b>	<b>3,000.00</b>	<b>10,107.77</b>	<b>-</b>	<b>9,440.28</b>
<b>Total (a + b)</b>	<b>4,008.18</b>	<b>10,687.31</b>	<b>1,598.16</b>	<b>10,383.81</b>

- 18(a)i) Term loan's - III closing balance from Yes Bank of ₹ 87.77 @ 8.50% interest p.a. is secured as charge over all the assets of the Company funded by the specified Bank and subservient charge over all the current assets and movable Fixed assets of the Company ( both present and future ) and repayable in monthly instalments of ₹ 7.98 each.

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

- ii) Term Loan - II - closing balance from State Bank of India of ₹ 33.80 @ 9.25% interest p.a. is secured as charge over all the assets of the Company funded by the specified Bank and subservient charge over all the current assets and movable Fixed assets of the Company ( both present and future ) and repayable in Monthly instalments of ₹ 9.31 each.
- iii) Term Loan III from State Bank of India of ₹ 542.80 @ 16.00% interest p.a. is secured as charge over all the assets of the Company funded by the specified Bank and subservient charge over all the current assets and movable Fixed assets of the Company ( both present and future ) and repayable in Monthly instalments of ₹ 13.89 each.
- iv) GECL - I Loan from CBI of ₹ 408.58 @ 9.25% interest p.a. is secured as charge over all the assets of the Company funded by the specified Bank and subservient charge over all the current assets and movable Fixed assets of the Company ( both present and future ) and repayable in Monthly instalments of ₹ 11.35.
- v) GECL - II from YES Bank of ₹ 428.19 @ 8.50% interest p.a. is secured as charge over all the assets of the Company funded by the specified Bank and subservient charge over all the current assets and movable Fixed assets of the Company ( both present and future ) and repayable in Monthly instalments of ₹ 10.98 .
- vi) Vehicle loan from Bank of Baroda of ₹ 50.78 @ 8.75 % interest p.a. is secured as charge over vehicle financed by it and repayable in Monthly instalments of ₹ 0.81
- vii) Vehicle loan from ICICI Bank of ₹ 10.90 @ 9.15 % interest p.a. is secured as charge over vehicle financed by it and repayable in Monthly instalments of ₹ 0.23

**18(b)** As at March 31, 2025 Rs. 8,863.49 (March 31, 2024 , ₹11,981.97) of the total outstanding borrowings were secured by charge on property plant & equipment, Inventories, Receivables & Current Assets.

**18(c)** The Company has used borrowings from Banks and financial Institutions for the specific purpose for which it was taken .

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

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

**18(f)** Working Capital Borrowings is secured against hypothecation of entire stocks and trade receivable together with banks parri passu 1st charge on entire assets both present and future of the Company.

**18(g)** Inter Corporate Loan provided by the holding Company and Related Parties amounting to Rs 28.32 crores will be repaid during the next financial year, carry interest @10% from October' 24 to March' 25.

**18(h)** Inter Corporate Loan provided by the holding Company and Related Parties amounting to Rs 30 crores will be repaid during the financial year 26-27 , carry interest @10% from October' 24 to March' 25.

**18(i)** The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities, which are in agreement with the books of accounts.

### 19. LEASE LIABILITY

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Non - Current	Current Maturities	Non - Current	Current Maturities
Lease Rent Liability	-	-	-	33.74
<b>Total</b>	-	-	-	<b>33.74</b>

### MOVEMENT OF LEASE LIABILITY

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Opening Balance</b>	33.74	71.34
Additions	-	-
Interest cost accrued during the year	1.06	4.35
Payment of lease liability	(34.80)	(41.95)
<b>Closing Balance</b>	<b>-</b>	<b>33.74</b>



**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

**20. PROVISIONS**

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Non - Current	Current	Non - Current	Current
Employee Benefits				
- Gratuity (Refer Note No. 37 (b))	-	-	96.78	-
- Leave Encashment	162.34	121.15	198.50	33.56
- Provision for Provident Fund (Refer Note No. 37 (b)(10))	-	112.61	-	122.90
<b>Total</b>	<b>162.34</b>	<b>233.76</b>	<b>295.28</b>	<b>156.46</b>

**21 DEFERRED TAX LIABILITIES (NET)**

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) <b>Deferred Tax Liabilities</b>	-	-
<b>Total</b>	-	-

21(a) Refer note no. 9.1 for other disclosures in respect to deferred tax assets/liabilities.

**22. OTHER NON CURRENT LIABILITIES**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Deferred Revenue Grant	54.70	84.61
<b>Total</b>	<b>54.70</b>	<b>84.61</b>

**22.a MOVEMENT OF DEFERRED REVENUE GRANT**

Particulars	For the period ending 31st March, 2025	For the period ending 31st March, 2024
Opening Balance ( including current portion )	118.96	153.33
Add: Grant Received during the year	-	-
Less: Released to Statement of Profit & Loss	(32.13)	(34.36)
Less: Transferred to Current Deferred Revenue Grant	(32.13)	(34.36)
<b>Closing Balance</b>	<b>54.70</b>	<b>84.61</b>

**23. TRADE PAYABLES**

	As at 31st March, 2025	As at 31st March, 2024
<b>For Goods and Services</b>		
Total outstanding dues of micro enterprises and small enterprises	106.06	0.80
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,354.55	5,983.09
Disputed dues of micro enterprise and small enterprise	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-
<b>Total</b>	<b>2,460.61</b>	<b>5,983.89</b>

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

Disclosure as required under the Micro, Small and Medium Enterprises Development Act, 2006, to the extent ascertained as on 31st March, 2025 were as follows:

	As at 31st March, 2025	As at 31st March, 2024
(i) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each financial year.	106.06	0.80
(ii) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development (MSMED) Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(iii) The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act 2006.	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act 2006.	-	-

The above information has been compiled in respect of parties to the extent to which they could be identified as Micro and Small Enterprises under Micro, Small and Medium Enterprises Development Act, 2006 on the basis of information available with the Company.

### 23.1

Particulars	Outstanding from the due date of payment as on 31st March 2025						
	Unbilled Due	Not due	Less than 1 Year	1 year-2 years	2 years-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	106.06	-	-	-	-	106.06
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	1,989.86	267.56	53.94	17.73	25.46	2,354.55
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	-	2,095.92	267.56	53.94	17.73	25.46	2,460.61

Particulars	Outstanding from the due date of payment as on 31st March 2024						
	Unbilled Due	Not due	Less than 1 Year	1 year-2 years	2 years-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	0.80	-	-	-	-	0.80
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	2,493.23	3,446.67	17.73	14.17	11.29	5,983.09
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	-	2,494.03	3,446.67	17.73	14.17	11.29	5983.89

**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

**24.OTHER CURRENT FINANCIAL LIABILITIES**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Interest accrued and due on Loans	273.38	28.23
Unpaid Dividends*	25.25	40.57
Employee Related Liabilities**	368.24	852.27
Trade & Security Deposit	76.66	71.66
Mark to Market Loss on forward contract	38.88	-
<b>Total</b>	<b>782.41</b>	<b>992.73</b>

\*During the year, the company transferred ₹ 15.32 Lakhs in IEPF account as per section 125 of the Companies Act, 2013 (PY NIL).

\*\*The company has no outstanding dues payable to its directors for the current year and the previous year.

**25.OTHER CURRENT LIABILITIES**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Statutory Dues	203.18	238.94
Contract Liabilities *	92.46	165.75
Deferred Revenue Grant	32.13	34.36
<b>Total</b>	<b>327.77</b>	<b>439.05</b>

\* Represents Advance from customers

**26.CURRENT TAX LIABILITIES**

	As at 31st March, 2025	As at 31st March, 2024
Provision for Income Tax (Net of Advance Tax)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**27.REVENUE FROM OPERATIONS**

	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Sale of products</b>		
Finished Goods - Jute Products	29,828.83	47,325.28
<b>Total (A)</b>	<b>29,828.83</b>	<b>47,325.28</b>
<b>Other Operating Revenue</b>		
Scrap Sales	37.60	66.80
Insurance and Other Claims (Net)	29.27	-
Miscellaneous Income	60.33	31.84
Export Incentive	134.16	128.06
<b>Total (B)</b>	<b>261.36</b>	<b>226.70</b>
<b>Grand Total (A+B)</b>	<b>30,090.19</b>	<b>47,551.98</b>

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

### 28. OTHER INCOME

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Interest Income</b>		
(a) On Bank Deposits	0.51	0.15
(b) On Others	0.61	1.48
(c) on Security Deposits	0.36	0.63
<b>Total</b>	<b>1.48</b>	<b>2.26</b>
<b>Dividend Income</b>		
(a) Dividend Income on Long Term Investment	0.09	0.12
<b>Other Non Operating Income</b>		
Net Gains(losses) on Fair Value Changes on Equity Instruments measured at FVTPL	-	4.74
Exchange Gain / (loss) on foreign currency transaction & translation (Net)	32.54	11.90
Gain/ (Loss ) on cancellation of Lease agreement	1.50	-
Profit on disposal of PPE (Net)	1.35	1.09
Income from Deferred Government Grant*	32.13	34.36
Production Incentive Grant	6.35	11.07
<b>Total</b>	<b>75.44</b>	<b>65.54</b>

\*Income from Deferred Government Grant is the Grant sanctioned by Govt. of India against Plant & Machinery.

### 29. COST OF MATERIALS CONSUMED

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Inventory at the beginning of the year	6,184.42	7,292.14
Add : Purchases	15,095.47	26,678.77
	<b>21,279.89</b>	<b>33,970.91</b>
Less : Inventory at the end of the year	4,711.13	6,184.42
<b>Total</b>	<b>16,568.76</b>	<b>27,786.49</b>

### 30. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Opening Stock :</b>		
Finished Goods	4,731.83	4,231.56
Work-In-Progress	536.86	934.62
	<b>5,268.69</b>	<b>5,166.18</b>
<b>Less: Closing Stock</b>		
Finished Goods	4,208.03	4,731.83
Work-In-Progress	1,228.22	536.86
	<b>5,436.25</b>	<b>5,268.69</b>
<b>Increase / (Decrease) in Inventories of Finished Goods &amp; Work-In-Progress</b>	<b>(167.56)</b>	<b>(102.51)</b>

**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

**31.EMPLOYEE BENEFITS EXPENSE**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, Wages & Bonus	5,148.25	8,335.91
Contribution to Provident and Other Funds	641.93	1,108.85
Contribution to Gratuity Fund ( Refer Note No . 37 (b))	308.77	390.15
Workmen and Staff Welfare Expenses	177.21	190.83
<b>Total</b>	<b>6,276.16</b>	<b>10,025.74</b>

**31.1** During the year ended March 31,2025, the company has recognised an amount of ₹ 79.72 (PY ₹ 124.51) as remuneration to the key managerial personnel.

**32.FINANCE COST**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Interest Expenses</b>		
On Term Loans	212.78	239.05
On Working Capital Loans	634.08	637.78
On Vehicle Loan	5.72	1.88
On Inter corporate Loans	348.98	53.73
On Others	-	4.46
Other Borrowing Cost (Includes interest cost on lease liabilities of ₹ 1.06 PY ₹ 4.35)	41.80	52.03
<b>Total</b>	<b>1,243.36</b>	<b>988.93</b>

**32.1** Interest cost of ₹ Nil (P.Y. ₹ 15.16) and ₹ Nil ( P.Y. ₹ 25.81) has been transferred to CWIP and PPE respectively .

**33.DEPRECIATION EXPENSES**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on Property ,Plant & Equipment	1,020.33	848.48
Depreciation on Right - of - Use - assets	31.51	37.81
Amortisation on Intangible Assets	4.72	1.73
<b>Total</b>	<b>1,056.56</b>	<b>888.02</b>

**34.OTHER EXPENSES**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>Manufacturing Expenses</b>		
Consumption of Stores and Spares	1,444.72	2,311.52
Power & Fuel	983.74	1,442.44
Sub Contracting/Job Work Charges	1,200.65	2,003.35
Repairs to Machinery	59.46	99.19
Repairs to Building	87.58	117.59
<b>Total</b>	<b>3,776.15</b>	<b>5,974.09</b>
<b>Selling and Administration Expenses</b>		
Rates and Taxes	44.59	58.86
Repairs to Others	231.56	578.85
Insurance	172.73	156.80
Rent	23.33	8.85

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Travelling and Conveyance Expenses	33.48	54.69
Freight and Forwarding Expenses	1,741.06	2,197.94
Legal and Professional Fees	79.56	81.39
Brokerage & Commission	57.81	151.09
Net losses on Fair Value Changes on Equity Instruments ,measured at FVTPL	3.42	-
Marked to Market (Gain)/Loss on Derivative Instruments	38.88	-
Net Gains(losses) on Foreign exchange Instruments	-	0.88
Contribution to CSR Activities (Refer Note No 43)	-	1.40
Director Sitting Fees	12.32	9.88
Auditors' Remuneration (Refer note no. 34.1)	14.89	14.32
Miscellaneous Expenses	370.86	528.09
<b>Total (B)</b>	<b>2,824.49</b>	<b>3,843.04</b>
<b>Grand Total (A+B)</b>	<b>6,600.64</b>	<b>9,817.13</b>

### 34.1 PAYMENT TO AUDITOR

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Statutory Audit fees	7.00	7.00
Limited Review	4.40	4.40
Issue of certificates	2.72	2.25
OPE ( Other pocket expenses )	0.47	0.37
Cost Audit Fees	0.30	0.30
	<b>14.89</b>	<b>14.32</b>

### 35. TAX EXPENSES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Income Tax recognised in Statement of Profit and Loss		
Current Tax	-	-
Deferred Tax	(354.71)	(532.53)
<b>Total Tax Expenses</b>	<b>(354.71)</b>	<b>(532.53)</b>

### 35.1 RECONCILIATION OF INCOME TAX EXPENSE FOR THE YEAR WITH BOOK PROFITS

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before Tax	(1,412.30)	(1,786.28)
Income before Income Taxes	(1,412.30)	(1,786.28)
Indian statutory Income Tax Rate	25.17%	25.17%
Estimated Income Tax Expense	(355.48)	(449.61)
<b>Tax Effect of adjustments to reconcile expected income tax expense to reported income tax expense :</b>		
Income exempt or not chargeable to tax :	(8.01)	(23.99)
Expenses Disallowed for tax purpose	9.35	5.62
Others *	(0.57)	-
	<b>0.77</b>	<b>(18.37)</b>
<b>Tax Expense in Statement of Profit and Loss</b>	<b>(354.71)</b>	<b>(467.98)</b>

\* Includes impact of reinstatement of deferred tax assets / liability created at different tax rates.

**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

**36. CONTINGENCIES & COMMITMENTS**

Particulars	As at 31st March 2025	As at 31st March 2024
<b>i) Contingent Liabilities not provided for in respect of :</b>		
a) i) Disputed demand against WB VAT ACT'2003 (C.Y. ₹ 16.03 , P.Y. ₹ 16.03 ). CST Act'1956 (C.Y. ₹ 126.53 , P.Y. ₹ 126.53) for the year 2005-06 to 2015-2016 for which Appeal is pending before WBCT (A&R) Board and Appellate Forum (Adv. Paid against CST Act '1956 C.Y ₹ 38.02, P.Y. ₹ 38.02 and WB VAT ACT'2003 C.Y ₹ 3.77, P.Y. ₹ 3.77)	142.56	142.56
b) i) Outstanding Bank Guarantees	355.70	518.16
ii) Outstanding Letter of Credit	157.57	630.61
The amounts shown in (a) and (b) above represent the best possible estimates arrived at on the basis of available information. The uncertainties and timing of the cash flows are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be estimated accurately. In the opinion of the management, no provision is considered necessary for the disputes mentioned above on the ground that there are fair chances of successful outcome of appeals. The Company does not expect any reimbursements in respect of the above contingent liabilities.		
<b>ii) Capital &amp; Other Commitments</b>		
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of advance amounting to CY. ₹ Nil, PY ₹ Nil)	-	-

**37. EMPLOYEE BENEFITS**

In accordance with the revised IND AS 19 on Employee Benefits, the requisite disclosure are as follows:

**a) Defined Contribution Plans :** The amount recognized as expense for the Defined Contribution Plans are as under:-

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
i) Employees Provident Fund	162.47	254.56
ii) Employees Pension Scheme	333.46	594.98

**b) Defined Benefit Plans :** Benefits are of the following types :

**i) Gratuity Plan**

Every employee who has completed continuous five years or more of service is entitled to gratuity on terms not less favourable than the provisions of the Payment of Gratuity Act, 1972.

**ii) Provident Fund**

Provident Fund (other than government administered) as per the provisions of Employees Provident Funds and Miscellaneous Provisions Act, 1952.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for Gratuity Plan.

**1. The amount recognised in the Balance Sheet are as follows :**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Present Value of funded obligations	3,766.51	5,086.26
Fair value of plan assets	5,124.25	4,989.48
<b>Net Liabilities/ (Assets) in respect of funded obligations on actuarial valuation basis</b>	<b>(1,357.74)</b>	<b>96.78</b>

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

### 2. The expenses recognized in the statement of Profit and Loss for the year ended 31st March, 2025 are as follow:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 20204
Current Service Cost	301.81	380.85
Past Service Cost	-	-
Net Interest Cost / (Income) on the Net Defined Benefit Liability/(Asset)	6.96	9.30
<b>Expenses recognised in statement of profit and loss</b>	<b>308.77</b>	<b>390.15</b>
<b>Expenses recognised during the year:</b>		
In Income Statement	308.77	390.15
In Other Comprehensive Income *	(1,763.30)	(293.37)
<b>Total expenses recognised during the year</b>	<b>(1,454.53)</b>	<b>96.78</b>

\* The Company has reviewed its actuarial provision for gratuity based on legal opinion obtained on gratuity payable for specific segment of employees. Based on the opinion, the gratuity provision has been computed and one-time reversal of provision amounting to ₹1,763 Lakhs has been recorded in the books of account under the head Other Comprehensive Income.

### 3. Changes in the present value of defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:

Particulars	As at 31st March, 2025	As at 31st March, 2024
Present value of defined benefit obligation at the beginning of the year	5,086.26	5,026.08
Current Service Cost (+)	301.81	380.85
Interest Cost (+)	365.95	377.76
<b>Re-measurement (or Actuarial) ( Gain )/ Loss arising from</b>		
- change in demographic assumption	-	-
- change in financial assumptions	116.73	122.63
- experience variance (i.e. Actual experience vs assumptions)	(1,871.02)	(443.99)
Past Service Cost	-	-
Benefits paid (-)	(233.22)	(377.07)
<b>Present value of defined benefit obligation at the end of the year</b>	<b>3,766.51</b>	<b>5,086.26</b>

### 4. Changes in the fair value of plan assets representing reconciliation of opening and closing balances thereof are as follows :

Particulars	As at 31st March, 2025	As at 31st March, 2024
Fair value of Plan Assets at the beginning of the year	4,989.48	4,902.40
Acquisition adjustments		
Investment Income (+)	358.99	368.46
Actual Company Contribution (+)	-	123.68
Benefit Payments (-)	(233.22)	(377.07)
Return on plan assets, excluding amount recognized in net interest expense	9.01	(27.99)
<b>Fair Value of Plan Assets at the end of the year</b>	<b>5,124.26</b>	<b>4,989.48</b>



**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

**5. Other Comprehensive Income**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Actuarial (gains) / losses		
- change in demographic assumptions	-	-
- change in financial assumptions	116.73	122.63
- experience variance (i.e. Actual experience vs assumptions)	(1,871.02)	(443.99)
- others	-	-
Return on plan assets, excluding amount recognized in net interest expenses	(9.01)	27.99
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-
<b>Components of defined benefit cost recognised in other comprehensive income</b>	<b>(1,763.30)</b>	<b>(293.37)</b>

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

Particulars	As at 31st March, 2025	As at 31st March, 2024
Qualifying insurance policy	100%	100%

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

Particulars	As at 31st March, 2025	As at 31st March, 2024
1. Mortality Rate (%)	100% of IALM 2012-14	100% of IALM 2012-14
2. Withdrawal rates, based on age (per annum)	2% to 1%, depending on the age and length of service	2% to 1%, depending on the age and length of service
3. Discount Rate (per annum)	6.75%	7.20%
4. Salary growth rate (per annum)	6%	6%
5. Normal Age of Retirement	58 Years	58 Years

**8. A quantitative sensitivity analysis for significant assumption as at 31 March 2025 are as shown below:**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity to the change in liability due to change in assumptions is given below:

	Sensitivity Level	Defined benefit obligations			
		31-Mar-2025		31-Mar-2024	
		Increase	Decrease	Increase	Decrease
Discount Rate	1% Increase or Decrease	3,517.75	4,053.37	4,700.02	5,537.79
Further salary increase	1% Increase or Decrease	4,052.47	3,514.07	5,538.18	4,692.90

Please note that the sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

**9. Expected Cash Flows over the next years (valued on undiscounted basis):**

At 31st March 2025, the weighted average duration of the defined benefit obligation was 7 years (31st March, 2024, 8 years). The distribution of the timing of benefits payment i.e., the maturity analysis of the benefit payments is as follows:

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Within the next 12 months	740.02	686.90
Between 2 and 5 years	1590.99	2206.73
Between 6 and 10 years	1217.95	1738.84
Beyond 10 years	3415.95	6494.45
Company's best estimate of Contribution during the next year	-	518.31

### Funding arrangements and Funding Policy :

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

10. In respect of provident funds for eligible employees maintained by a trust, in the nature of defined benefits plan, shortfall towards 'interest rate guarantee liability' amounting to ₹ 112.61 up to 31.03.25 (PY ₹ 122.90 up to 31.03.2024 ) as per actuarial valuation in respect of contribution towards such funds. Incremental liability for the CY 2024-25 ₹ (10.29) (PY ₹ 9.33) has been provided and included as expenses in 'Contribution to PF & Other Fund' under the heading "Employees benefit Expenses.

### 38. Earnings Per Share (EPS)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<b>(a) BASIC</b>		
Profit after Tax attributable to Equity Shareholders (₹ in lakhs) (i)	(1,057.58)	(1,253.75)
Weighted average number of Equity Shares of ₹.10/- each outstanding during the year (ii)	1,07,73,120	1,07,73,120
Basic Earnings per share (in ₹) [(i)/(ii)]	(9.82)	(11.64)
<b>(b) DILUTED</b>		
Dilutive potential Equity shares	Nil	Nil
Diluted Earnings per share (in ₹) [a (i)/ a (ii)]	(9.82)	(11.64)

### 39. Segment Reporting

- (a) The Company is engaged in a single business segment i.e. manufacturing and sale of jute goods. Therefore Ind AS -108 regarding "Segment Reporting " stands complied .

#### (b) Secondary information : (Geographical Segment)

The Company primarily operates in India and therefore the geographical segments considered for disclosures on the basis of sales are as under: -

Particulars	Amount			Amount		
	For the year ended 31st March, 2025			For the year ended 31st March, 2024		
	India	Overseas	Total	India	Overseas	Total
Revenue from Operations	25,037.14	5,053.05	30,090.19	40,757.08	6,794.90	47,551.98
Non-current assets *	19,545.55	-	19,545.55	19,378.39	-	19,378.39

\*Non-current assets other than financial instruments include property, plant and equipment, capital work-in-progress, other intangible assets, non-current tax assets (net) and other non-current assets.

#### (c) Extent of reliance on major customer

Revenue from government agencies amounting to ₹18851.14 (65.65 % of total revenue); F.Y. 2023-24 ₹34532 (72.62% of total revenue) has arisen on sale of jute bags within India.

**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

**40. Related Party Transactions**

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

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

Name of Entity	Place of Incorporation	Ownership Interest held in the Company	
		31st March 2025	31st March 2024
R.V. Investments & Dealers Ltd (upto 30.09.2024)	India	-	62.35%
Panchjanya Distributors Private Limited (w.e.f. 30.09.2024)	India	67.21%	0.00%

**2) Enterprises over which holding company or their substantial controlling shareholder or KMP are able to exercise significant influence (within Group) :**

- a) Kirtivardhan Finvest Services Ltd. (upto 30.09.2024)
- b) Belvedere Gardens Limited (upto 30.09.2024)
- c) Gold View Financial Services Limited (w.e.f. 30.09.2024)
- d) Ambica Capital Market Limited (w.e.f. 30.09.2024)
- e) Everest Cowork LLP (w.e.f. 30.09.2024)
- f) Ambica Jute Mills Limited (w.e.f. 30.09.2024)
- g) Bally Jute Company Limited (w.e.f. 30.09.2024)
- h) BallyFabs International Limited (w.e.f. 30.09.2024)
- i) Kelvin Jute Limited (w.e.f. 30.09.2024)
- j) Kelvin Ecopack Limited (w.e.f. 30.09.2024)
- k) Score Information Technologies Limited (w.e.f. 30.09.2024)
- l) Score Infovision Limited (w.e.f. 30.09.2024)
- m) Yajur Fibres Limited (w.e.f. 30.09.2024)

**3) Post-employment benefit plan entities**

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

**4) Key Managerial Personnel (KMP):**

Name	Designation
Mr R V Kanoria (up to 30.09.2024)	Non Executive Chairman
Mr Ashish Chandrakant Agrawal (w.e.f 14.06.2023)	Managing Director
Mr. Tonmoy Bera (up to 12.06.2023)	Managing Director
Mr. R K Gupta	Chief Financial Officer
Ms. Pratibha Jaiswal (up to 19.10.2024)	Company Secretary & Compliance Officer
Ms. Neha Jain (w.e.f 17.01.2025)	Company Secretary & Compliance Officer

**5) Directors:**

Name	Designation
Mr Jugal Kishore Bhagat(up to 24.09.2024)	Non-Executive - Independent Director
Mr Satish Kapur (up to 24.09.2024)	Non-Executive - Independent Director
Mr Bharat Kumar Jalan (up to 30.09.2024)	Non-Executive - Independent Director
Ms. Nayantara Palchoudhuri (up to 17.10.2024)	Non-Executive - Independent Director

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

Name	Designation
Mr Manoj Mohanka (up to 17.10.2024)	Non-Executive - Independent Director
Mr. Anand Kumar Agarwal (w.e.f 30.09.2024)	Non-Executive - Independent Director
Mr. Parimal Gunvantrai Ajmera (w.e.f 17.10.2024)	Non-Executive - Independent Director
Mr. Sanjay Kumar Agarwal (w.e.f 30.09.2024)	Non-Executive - Non-Independent Director
Ms. Sruti Sukul (w.e.f 03.10.2024)	Non-Executive - Non-Independent Director

### 6) Relatives of Key Managerial Personnel:

Mrs. Vaidehi Kanoria (up to 16.09.2024)	Daughter in law of Mr. R V Kanoria
Mrs. Amisha Agrawal	Wife of Mr Ashish Chandrakant Agarwal

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

#### Holding Co.

Nature of transaction	Name of parties	2024-25	2023-24
Borrowings (Paid)/ Received (Net)	R.V. Investment & Dealers Ltd.	-	(500.00)
	Panchjanya Distributor Private Limited.	627.00	-
Interest on borrowings	R.V. Investment & Dealers Ltd.	-	53.73
	Panchjanya Distributor Private Limited.	17.00	-

#### Enterprise having significant influence

Nature of transaction	Name of parties	2024-25	2023-24
Borrowings (Paid)/ Received (Net)	Goldview Financial Services Limited.	4580.00	-
	Ambica Capital Market Limited.	625.00	-
Interest on borrowings	Goldview Financial Services Limited.	237.00	-
	Ambica Capital Market Limited.	36.00	-
Rent Paid	Bally Jute Company Limited and Everest Cowork LLP	9.24	-
Contributions made (including employees share & contribution):	Ludlow Jute Co. Ltd. Provident Fund	443.48	794.37
	Ludlow Jute Employees' Gratuity Trust	-	123.68
Purchase of Goods from Related Parties.	Ambica Jute Mills Limited	140.20	-
	Bally Jute Company Limited	93.13	-
	BallyFabs International Limited	-	-
	Kelvin Jute Limited	187.59	-
	Kelvin Ecopack Limited	56.17	-
	Score Information Technologies	11.86	-
	Score Infovision Limited	58.13	-
	Yajur Fibres Limited	4.31	-

**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

Nature of transaction	Name of parties	2024-25	2023-24
Sale of Goods to Related Parties.	Ambica Jute Mills Limited	58.20	
	Bally Jute Company Limited	4.25	
	BallyFabs International Limited	15.20	
	Kelvin Jute Limited	20.92	
	Kelvin Ecopack Limited	-	
	Score Information Technologies	-	
	Score Infovision Limited	-	
	Yajur Fibres Limited	8.76	
Sale of Fixed Assets to Related Parties.	Bally Jute Company Limited	0.51	-
Purchase of Fixed Assets from Related Parties.	Kelvin Jute Limited	2.36	-
Payment against Lease and Maintenance charges (excluding GST)	Everest Cowork LLP	-	-
	Kirtivardhan Finvest Services Ltd.	56.37	112.75

**Key Managerial Personnel and their relatives**

Nature of transaction	2024-25	2023-24
Remuneration paid to Managing Director	36.51	85.69
Salary Paid to KMP other than Managing Director	43.21	38.82
Salary paid to relative of KMP	31.31	33.30
Director Sitting Fees	12.32	9.88

**c. Balance Outstanding as at the balance sheet date:**

Particulars	Enterprise having significant influence		Key Managerial Personnel and their relatives	
	2024-25	2023-24	2024-25	2023-24
<b>Security Deposit given (Asset)</b>				
Everest Cowork LLP	3.48	-	-	-
Kirtivardhan Finvest Services Ltd.	-	8.77	-	-
Provident Fund Payable				
Ludlow Jute Co. Provident Fund	44.08	133.23		
Trade Receivables				
Ambica Jute Mills Limited	4.95	-	-	-
Yajur Fibres Limited	0.63	-	-	-

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

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

### 41. Disclosures pursuant to IND AS - 115

- a) **Nature of goods and services :** The Company is engaged in the manufacturing and sale of jute products and the same is only reportable segment of the Company.
- b) **Disaggregation of revenue :** In the following table, revenue is disaggregated by primary geographical market, major products lines and timing of revenue recognition, etc :

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>A. Primary geographical markets</b>		-
Within India	25,037.14	40,757.08
Overseas	5,053.05	6,794.90
<b>Total</b>	<b>30,090.19</b>	<b>47,551.98</b>
<b>B. Major products</b>		
Jute products	30,090.19	47,551.98
<b>Total</b>	<b>30,090.19</b>	<b>47,551.98</b>

C. The company recognises revenue at a point in time. The contract with customers are of short term duration and all sales are direct to customer.

- c) **Contract balances :** The following table provides information about receivables, contract assets and contract liabilities from contract with customers :

Particulars	As at 31st March, 2025	As at 31st March, 2024
Receivables, which are included in 'Trade and other receivables' (Refer Note - 12)	2,419.52	3,408.96
Less : Contract liabilities (Refer Note - 25)	92.46	165.75
<b>Total (Assets - Liabilities)</b>	<b>2,327.06</b>	<b>3,243.21</b>

- d) **Other information :**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
(i) Transaction price allocated to the remaining performance obligations	Nil	Nil
(ii) The amount of revenue recognised in the current period that was included in the opening contract liability balance	165.75	147.72
(iii) The amount of revenue recognised in the current period from performance obligations satisfied (or partially satisfied) in previous periods	Nil	Nil

(iv) Performance obligations : The Company satisfy the performance obligation on shipment / delivery.

(v) Significant payment terms : The amounts receivable from customers become due after expiry of credit period which on an average is less than 30 days. There is no significant financing component in any transaction with the customer.

**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

**42. Leases****a) As Lessee**

During the year ended 31st March, 2025, the company due to relocation, terminated certain lease arrangement relating to office premises. As a result the company derecognised ROU Asset and lease liability. The termination resulted in net gain/ (loss) of ₹ 1.50, which has been recognised under other income in the statement of Profit and Loss

Particulars	As at March 31, 2025	As at March 31, 2024
<b>ROU balance at the beginning of the year</b>	31.51	69.32
Additions	-	-
Depreciation	31.51	37.81
Deletions	-	-
<b>ROU balance at the end of the year</b>	-	31.51
<b>Lease Liabilities at the beginning of the year</b>	33.74	71.34
Additions	-	-
Interest cost accrued during the year	1.06	4.35
Payment of Lease Liabilities	(34.80)	(41.95)
Deletions	-	-
<b>Lease Liabilities at the end of the year</b>	-	33.74
Current Lease Liabilities	-	37.60
Non-Current Lease Liabilities	-	-
<b>Total Lease Liabilities</b>	-	37.60

**b) As lessor**

The company has given office and building premises under cancellable operating leases. The leasing arrangements range between 1 to 3 years generally or longer and are usually renewable by mutual consent on mutually agreeable terms. Initial direct costs for such leases are borne by the company and charged off to revenue. Lease rentals are recognised as income for ₹ 32.98 during the year (P.Y. ₹ 26.76 ).

**43. Corporate Social Reporting**

In accordance with the Guidance Note on Accounting for Expenditure on Corporate Social Responsibility Activities, the requisite disclosure are as follows:

**a) Expenditure incurred on CSR activities:**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Gross amount required to be spent by the Company during the year	-	-
Gross amount spent by the Company during the year	-	5.06
Provision made in relation to CSR expenditure	-	-

**b) Amount spent or unspent during the year:**

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
(i) Construction/Acquisition of any asset	-	-
(ii) On purposes other than (i) above	-	5.06
(Excess)/Shortfall at the end of the year	-	(5.06)
Total of previous year's (excess) / shortfall	(1.40)	3.66
Amount available to set off in succeeding financial years	(1.40)	-
Contribution to a trust controlled by the Company	-	-
Nature of CSR activities	N/A	Refer Note 1 below

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

### c) Details of ongoing CSR projects :

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Opening Balance	-	-
Amount required to be spent	-	-
Amount spent	-	-
Closing Balance	-	-

### d) Details of other than ongoing CSR projects :

Particulars	For the Year ended 31st March 2025	For the Year ended 31st March 2024
Opening Balance	-	3.66
Amount required to be spent	-	3.66
Amount spent (Refer Note 2 Below)	-	(5.06)
Closing Balance	-	-

e) No amount of Provision of CSR expenditure was required to be made during the year by the company .

#### Note:

- Promotion of education, health care including preventive health care & sanitation, improving the lives of physically disabled people, awareness programme and to help poor effected by Covid 19 & training program for sewing machine operator.
  - The company has excess spending of ₹ 1.40 Lacs which will be available to set off in succeeding financial years".
44. Certain Trade Receivable, Loans and Advances and Trade Payable are subject to confirmation. In the opinion of the management the value of Trade Receivables and Loans & Advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the Balance Sheet.
45. The carrying amount of assets pledged as security for current and non current borrowings are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Current Asset</b>		
<b>Financial Asset</b>		
Trade Receivables	2,419.52	3,408.96
Cash & Cash Equivalent	61.62	84.85
Other Current Financial Assets	387.79	181.38
<b>Total</b>	<b>2,868.93</b>	<b>3,675.19</b>
<b>Non-Financial Asset</b>		
Inventory	10,956.32	12,404.71
Other Current Assets	2,001.45	773.72
<b>Total</b>	<b>12,957.77</b>	<b>13,178.43</b>
<b>Non Current Asset</b>		
Freehold / Leasehold Land	11,145.01	11,145.01
Buildings	2,500.86	2,483.84
Plant & Machinery	5,152.64	5,054.10
Vehicles	156.25	142.28
Furniture & Fittings	68.30	70.86
Office Equipment	86.84	35.44
Software	42.17	3.23
<b>Total</b>	<b>19,152.07</b>	<b>18,931.53</b>



**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

**46. Capital Management**

The Company's objective to manage its capital is to ensure continuity of business while at the same time provide reasonable returns to its various stakeholders but keep associated costs under control. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Sourcing of capital is done through judicious combination of equity / internal accruals and borrowings, both short term and long term. Net debt to Equity ratio is used to monitor capital.

**Gearing Ratio**

The gearing ratio at the end of the reporting period was as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Debt(A)	14,695.48	11,981.97
Cash and Bank Balance (B)	22.94	40.86
<b>Net Debt(A-B)</b>	<b>14,672.54</b>	<b>11,941.11</b>
<b>Total equity before exceptional items</b>	<b>16,776.33</b>	<b>16,514.40</b>
Net debt to equity ratio before exceptional items (%)	87%	72%
<b>Total equity</b>	<b>16,776.33</b>	<b>16,514.40</b>
Net debt to equity ratio (%)	87%	72%

**47. Fair Value Measurement****i) Fair Value Measurement**

The following table shows the carrying amount and fair values of financial assets and liabilities by category :

Particulars	As at March 31, 2025			As at March 31, 2024		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
<b>Financial Assets ( Non Current)</b>						
(i) Investments						
- In Equity Instruments	11.39	-	-	14.81	-	-
(ii) Other Financial Assets	-	-	24.07	-	-	29.00
<b>Total (a)</b>	<b>11.39</b>	<b>-</b>	<b>24.07</b>	<b>14.81</b>	<b>-</b>	<b>29.00</b>
<b>Financial Assets (Current)</b>						
(i) Trade Receivables	-	-	2,419.52	-	-	3,408.96
(ii) Cash & Cash Equivalents	-	-	22.94	-	-	40.86
(iii) Other Bank Balances	-	-	38.68	-	-	43.99
(iv) Other Financial Assets	-	-	387.79	-	-	181.38
<b>Total (b)</b>	<b>-</b>	<b>-</b>	<b>2,868.93</b>	<b>-</b>	<b>-</b>	<b>3,675.19</b>
<b>Total Financial assets (a+b)</b>	<b>11.39</b>	<b>-</b>	<b>2,893.00</b>	<b>14.81</b>	<b>-</b>	<b>3,704.19</b>

Particulars	As at March 31, 2025		As at March 31, 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
<b>Financial Liabilities (Non-Current)</b>				
(i) Borrowings	-	4,008.18	-	1,598.16
<b>Total (a)</b>	<b>-</b>	<b>4,008.18</b>	<b>-</b>	<b>1,598.16</b>
<b>Financial Liabilities (Current)</b>				
(i) Borrowings	1,665.64	9,021.67	-	10,383.81
(iii) Lease Liabilities	-	-	-	33.74
(ii) Trade Payables	-	2,460.61	-	5,983.89
(iv) Other Financial Liabilities	38.88	743.52	-	992.73
<b>Total (b)</b>	<b>1,704.52</b>	<b>12,225.80</b>	<b>-</b>	<b>17,394.17</b>
<b>Financial Liabilities (a+b)</b>	<b>1,704.52</b>	<b>16,233.98</b>	<b>-</b>	<b>18,992.33</b>

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

### ii) Fair Value of Financial Assets & Liabilities

The following is the comparison by class of the carrying amounts and fair value of the Company's financial instruments that are measured at amortized cost:

Particulars	31st March 2025		As at March 31, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets</b>				
Trade Receivables	2,419.52	2,419.52	3,408.96	3,408.96
Cash and Cash Equivalents	22.94	22.94	40.86	40.86
Other Bank Balances	38.68	38.68	43.99	43.99
Other Financial Assets (include Security Deposit)	411.86	411.86	210.38	210.38
<b>Total Financial Assets</b>	<b>2,893.00</b>	<b>2,893.00</b>	<b>3,704.19</b>	<b>3,704.19</b>
<b>Financial Liabilities</b>				
Long Term Borrowings	4,008.18	4,008.18	1,598.16	1,598.16
Short Term Borrowings	9,021.67	9,021.67	10,383.81	10,383.81
Lease Liabilities	-	-	33.74	33.74
Trade Payables	2,460.61	2,460.61	5,983.89	5,983.89
Other Financial Liabilities	743.52	743.52	992.73	992.73
<b>Total Financial Liabilities</b>	<b>16,233.98</b>	<b>16,233.98</b>	<b>18,992.33</b>	<b>18,992.33</b>

The management has assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, short term borrowings, and other current financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments. The management has assessed that the fair value of floating rate instruments approximates their carrying value.

#### The following methods and assumptions were used to estimate the fair values:

- The investments being listed, the fair value has been taken at the market rates of the same on the reporting dates. They are classified as Level 1 fair values in the fair value hierarchy.
- The values of non current borrowings are based on the discounted cash flows using a current borrowing rate. They are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own credit risks, which was assessed as on the balance sheet date to be insignificant.

### iii) Fair Value Hierarchy

The following are the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortized cost and for which fair value are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels of fair value measurement as prescribed under the Ind AS 113 "Fair Value Measurement". An explanation of each level follows underneath the tables:

#### Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

**Level 1:** Quoted prices (unadjusted) in active market for identical assets or liabilities.

**Level 2:** Inputs other than quoted price including within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant input being the discount rate that reflects the credit risk of counterparty. This is the case with listed instruments where market is not liquid and for unlisted instruments.

**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

**a) Assets and Liabilities measured at Fair Value - recurring fair value measurements:**

Levels	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>As at 31st March, 2025</b>			
Investment in Unquoted Equity Shares	-	-	-
Investment in Quoted Equity Shares	11.39	-	-
Forward Exchange Forward Contract (MTM)	-	38.88	-
<b>As at 31st March, 2024</b>			
Investment in Unquoted Equity Shares	-	-	-
Investment in Quoted Equity Shares	14.81	-	-
Forward Exchange Forward Contract (MTM)	-	-	-

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

Particulars	As at March 31, 2025			As at March 31, 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial Assets ( Non Current)</b>						
(i) Security Deposit	-	-	24.07	-	-	29.00
<b>Total (a)</b>	-	-	<b>24.07</b>	-	-	<b>29.00</b>
<b>Financial Assets (Current)</b>						
(i) Trade Receivables	-	-	2,419.52	-	-	3,408.96
(ii) Cash & Cash Equivalents	-	-	22.94	-	-	40.86
(iii) Other Bank Balances	-	-	38.68	-	-	43.99
(iv) Other Financial Assets	-	-	387.79	-	-	181.38
<b>Total (b)</b>	-	-	<b>2,868.93</b>	-	-	<b>3,675.19</b>
<b>Total Financial assets (a+b)</b>	-	-	<b>2,893.00</b>	-	-	<b>3,704.19</b>

Particulars	As at March 31, 2025			As at March 31, 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial Liabilities (Non-Current)</b>						
(i) Borrowings	-	-	4,008.18	-	-	1,598.16
<b>Total (a)</b>	-	-	<b>4,008.18</b>	-	-	<b>1,598.16</b>
<b>Financial Liabilities (Current)</b>						
(i) Borrowings	-	1,665.64	9,021.67	-	-	10,383.81
(ii) Trade Payables	-	-	2,460.61	-	-	5,983.89
(iii) Other Financial Liabilities	-	38.88	743.52	-	-	992.73
<b>Total (b)</b>	-	<b>1,704.52</b>	<b>12,225.81</b>	-	-	<b>17,360.43</b>
<b>Financial Liabilities (a+b)</b>	-	<b>1,704.52</b>	<b>16,233.99</b>	-	-	<b>18,958.59</b>

During the year ended 31st March 2025 and 31 March 2024, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements.

**48. Financial risk management objectives and policies**

The Company's activities expose it to the following risks:

- Credit risk
- Liquidity risk
- Market risk

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

### a) Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including deposits with banks and financial institutions, investments, foreign exchange transactions and other financial instruments.

**Trade receivables :** Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and major customers are generally secured by obtaining security deposits/bank guarantee or other forms of credit insurance. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivable disclosed in note 12.

### b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically the Company ensures that it has sufficient cash on demand to meet expected short term operational expenses. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans/internal accruals. The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date.

Particulars	On Demand	0 to 6 Months	More than 6 months to 1 year	More than 1 years to 5 years	More than 5 years	Total
<b>As at 31 March, 2025</b>						
Borrowings -Non Current Portion	-	-	-	4,008.18	-	4,008.18
Borrowings - Current Portion	2,025.10	8,398.76	263.45	-	-	10,687.31
Trade payables	2,460.61	-	-	-	-	2,460.61
Other Current financial liabilities	38.88	641.61	-	25.25	-	705.74
Trade & Security Deposit	76.66	-	-	-	-	76.66
<b>Total</b>	<b>4,601.26</b>	<b>9,040.37</b>	<b>263.45</b>	<b>4,033.43</b>	<b>-</b>	<b>17,938.51</b>
<b>As at 31 March, 2024</b>						
Borrowings -Non Current Portion	-	-	-	1,598.16	-	1,598.16
Borrowings - Current Portion	35.41	9,876.64	471.77	-	-	10,383.82
Trade payables	5,983.89	-	-	-	-	5,983.89
Other current financial liabilities	48.17	832.32	-	40.57	-	921.06
Trade & Security Deposit	71.66	-	-	-	-	71.66
<b>Total</b>	<b>6,139.13</b>	<b>10,708.96</b>	<b>471.77</b>	<b>1,638.73</b>	<b>-</b>	<b>18,958.59</b>

### c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises four type of risks: Commodity Price Risk, Foreign Exchange Risk, Interest Rate Risk and Other Price Risk.

**Commodity Price Risk :** The Company primarily imports raw jute, stores and spare items etc. It is exposed to commodity price risk arising out of movement in prices of such commodities. Such risks are monitored by tracking of the prices and are managed by entering into fixed price contracts, where considered necessary.

**1) Foreign Currency Risk :** The Company has Foreign Currency Exchange Risk on imports of input materials, Capital Equipment(s) in foreign currency for its business. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Certain transactions of the Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies. For the remaining exposure to foreign exchange risk, the Company adopts a policy of selective hedging based on risk perception of the management using derivative, wherever required, to mitigate or eliminate the risk.

**NOTES ON FINANCIAL STATEMENTS** AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in lakhs)

- 2) The following table demonstrates the sensitivity in the US Dollars (USD); Euro (EUR) and Sterling Pound (GBP) to the Indian Rupee with all other variables held constant.

i) **Exposure to currency risk**

The Company's exposure to foreign currency risk at the end of the reporting period are as follows:

**Unhedged Foreign Currency Exposure**

Particulars	As at 31st March, 2025					
	USD	INR	EUR	INR	GBP	INR
<b>Financial Assets</b>						
Trade Receivables	4,44,513.48	380.41	1,67,661.51	154.79	11,884.40	13.16
<b>Financial Liabilities</b>						
Buyers Credits	-	-	-	-	-	-
Trade Payables & Others	39,476.88	33.78	-	-	-	-
<b>(Net Exposure)/Exposure in foreign currency</b>	<b>4,05,036.60</b>	<b>346.64</b>	<b>1,67,661.51</b>	<b>154.79</b>	<b>11,884.40</b>	<b>13.16</b>

Particulars	As at 31st March, 2024					
	USD	INR	EUR	INR	GBP	INR
<b>Financial Assets</b>						
Trade Receivables	7,60,510.43	634.04	2,93,318.48	264.63	7,513.84	8.84
<b>Financial Liabilities</b>						
Buyers Credits	-	-	-	-	-	-
Trade Payables & Others	6,69,106.24	557.83	-	-	-	-
<b>(Net Exposure)/Exposure in foreign currency</b>	<b>91,404.19</b>	<b>76.21</b>	<b>2,93,318.48</b>	<b>264.63</b>	<b>7,513.84</b>	<b>8.84</b>

**Hedged Foreign Currency Exposure**

Particulars	As at 31st March, 2025					
	USD	INR	EUR	INR	GBP	INR
<b>Derivative Assets</b>						
Forward Contract against Trade Receivable	19,42,000.00	1,693.13	-	-	-	-
<b>Derivative Liabilities</b>						
	-	-	-	-	-	-
<b>(Net Exposure)/Exposure in foreign currency</b>	<b>19,42,000.00</b>	<b>1,693.13</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Particulars	As at 31st March, 2024					
	USD	INR	EUR	INR	GBP	INR
<b>Derivative Assets</b>						
Forward Contract against Trade Receivable	20,35,000.00	1,703.85	-	-	-	-
<b>Derivative Liabilities</b>						
	-	-	-	-	-	-
<b>(Net Exposure)/Exposure in foreign currency</b>	<b>20,35,000</b>	<b>1,703.85</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Note:** The amounts in Indian Currency are represented in Lakhs, while the amounts in foreign currency are actual figures.

**Sensitivity Analysis**

The Analysis is based on assumption that the increase/decrease in foreign currency by 5% with all other variables held constant, on the unhedged foreign currency exposure.

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	31st March 2025			31st March 2024		
	Sensitivity Analysis	Impact On		Sensitivity Analysis	Impact On	
		Profit before Tax	Other Equity		Profit before Tax	Other Equity
USD Sensitivity (Increase)	5%	17.33	12.97	5%	3.81	2.85
USD Sensitivity (Decrease)	5%	(17.33)	(12.97)	5%	(3.81)	(2.85)
EUR Sensitivity (Increase)	5%	7.74	5.79	5%	13.23	9.90
EUR Sensitivity (Decrease)	5%	(7.74)	(5.79)	5%	(13.23)	(9.90)
GBP Sensitivity (Increase)	5%	0.66	0.49	5%	0.44	0.33
GBP Sensitivity (Decrease)	5%	(0.66)	(0.49)	5%	(0.44)	(0.33)

**3) Interest rate risk :** Interest rate risk : The fair value or future cash flows of a financial instrument fluctuates due to changes in market interest rates. The Company's exposure to the interest rate risk relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company is exposed to risk due to interest rate fluctuation on long term borrowings. Such borrowings are based on fixed as well as floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate. Such interest rate risk is actively evaluated and is managed through portfolio diversification and exercise of prepayment/refinancing options where considered necessary.

### Exposure to interest rate risk

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Fixed Rate Instruments</b>		
Financial Assets	13.43	3.42
Financial Liabilities	-	-
<b>Variable Rate Instruments</b>		
Financial Assets	-	-
Financial Liabilities	14,695.48	11,981.97

### Interest rate sensitivity

A change in 100 bps in interest rate in reference to loans and borrowings taken with all other variables held constant would have following impact on PBT and Other Equity :

Particulars	31st March 2025			31st March 2024		
	Sensitivity Analysis	Impact On		Sensitivity Analysis	Impact On	
		Profit before Tax	Other Equity		Profit before Tax	Other Equity
Interest Rate (Increase)	+100	(146.95)	(109.97)	+100	(119.82)	(89.66)
Interest Rate (Decrease)	-100	146.95	109.97	-100	119.82	89.66

**4) Other Price Risk :** The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the Balance Sheet at Fair Value through Profit and Loss. Having regard to the nature of securities, intrinsic worth, intent and long term nature of securities held by the Company, fluctuation in their prices are considered acceptable and do not warrant any management.

### Exposure to other market price risk

Particulars	As at 31st March, 2025	As at 31st March, 2024
Investment in Equity Instruments	11.39	14.81

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

### Sensitivity Analysis

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

Particulars	31st March 2025			31st March 2024		
	Sensitivity Analysis	Impact On		Sensitivity Analysis	Impact On	
		Profit before Tax	Other Equity		Profit before Tax	Other Equity
Market Rate (Increase)	+10%	1.14	0.85	+10%	1.48	1.11
Market Rate (Decrease)	-10%	(1.14)	(0.85)	-10%	(1.48)	(1.11)

### 49. Additional disclosures relating to the requirement of revised Schedule III

Ratio	Numerator	Denominator	For the year ended March 31,2025	For the year ended March 31,2024	Variance %	Reason for the variance
Current ratio	Current Assets	Current Liabilities	1.09	0.94	16.57%	-
Debt-equity ratio	Total Debt including lease liabilities	Total equity	0.88	0.73	20.73%	-
Debt service coverage ratio	Earning available for Debt Service = Net Profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest	Debt Service= Finance Cost + principal repayments of Lease & Borrowings	0.07	-0.00	-12298.07%	Decrease in Government order led to production cut and accordingly led to lower sales impacting the ratio adversely
Return on equity ratio	Net Profit after taxes	Average Equity	-0.06	-0.07	-13.28%	-
Inventory turnover ratio	Sales	Average inventory =(Opening + Closing balance / 2)	2.55	3.69	-30.77%	Decrease in Government order led to production cut and accordingly led to lower sales impacting the ratio adversely
Trade receivables turnover ratio	Net Sales	Average trade receivables = (Opening + Closing balance / 2)	10.24	16.18	-36.72%	Decrease in Government order led to production cut and accordingly led to lower sales impacting the ratio adversely
Trade payables turnover ratio	Total Purchases	Average Trade Payables	3.88	5.54	-29.93%	Decrease in Government order led to production cut and accordingly led to lower sales impacting the ratio adversely

## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

Ratio	Numerator	Denominator	For the year ended March 31,2025	For the year ended March 31,2024	Variance %	Reason for the variance
Net capital turnover ratio	Net Sales	Working Capital = Current assets minus current liabilities	22.35	-41.66	-153.64%	Decrease in Government order led to production cut and accordingly led to lower sales impacting the ratio adversely
Net profit ratio	Net profit after taxes	Net Sales	-0.04	-0.03	33.83%	The decrease in non-operating expenses is proportionately higher than the decline in sales.
Return on capital employed	Earning before interest and taxes (EBIT)	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	-0.01	-0.03	-77.85%	Decrease in Government order led to production cut and accordingly led to lower sales impacting the ratio adversely
Return on Investment	Income generated from invested funds	Weighted Average of Investment	-0.25	0.39	-164.93%	Due to decrease in market value of investment.

### 50 Loans or advances (repayable on demand or without specifying any terms or period of repayment) to specified persons.

During the year ended March 31, 2025 the Company did not provide any Loans or advances which remains outstanding (repayable on demand or without specifying any terms or period of repayment) to specified persons (Nil as on March 31, 2024).

### 51 Wilful Default

The Company is not declared any wilful default during the financial year to any of the Banks or financial Institutions .

### 52 As at March 31,2025, the register of charges of the Company as available in records of the Ministry of Corporate affairs (MCA) includes charges that were created / modified since the inception of the Company . There are certain charges which are historic in nature and it involves practical challenges in obtaining no-objection certificates ( NOCs) from the charge holders of such charges, despite repayment of the underlying loans. The Company is in the continuous process of filing the charge satisfaction e-form with MCA, within the timelines, as and when it receives NOCs from the respective charge holders.

### 53 Relationship with Struck off Companies

The Company did not have any transaction with companies struck off during the year ended March 31, 2025 and also for the year ended March 31, 2024.

### 54 Disclosure in relation to undisclosed income

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 ended March 31, 2025 and March 31, 2024 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)

### 55 Details of Benami Property held

The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company, during the year ended March 31, 2025 and March 31, 2024 for holding any Benami property.



## NOTES ON FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2025

**56** The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Company's act read with Companies ( Restriction on number of layers ) Rules,2017 .

**57** The Company has not filed any scheme of Arrangements in terms of sections 230 and 237 of the Companies act 2013 with any Competent authority.

### **58 Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended March 31, 2025 and March 31, 2024.

### **59 Utilisation of Borrowed Fund & Share Premium**

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.

The Company has not advanced or lent 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.

### **60 Audit Trail Compliance :**

The Company has maintained its books of account using multiple accounting and payroll softwares. This audit trail functionality was enabled and operational throughout the year for all relevant transactions recorded in the system except for its payroll management system. At the database level, audit trails were not enabled to document direct changes. Logs for the year were unavailable to demonstrate modifications in admin rights or any changes made at the database level although restrictions on database administrator accesses were implemented.

**61** Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

**62** The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India.

**63** Quarterly returns or statements of current assets filed by the Company are in agreement with the books of accounts.

### **64 Dividend**

The Board of Directors have not recommended any dividend for the financial year ended 31st, March 2025 in their meeting held on 22nd May, 2025.

**65** The company has prepared business estimates and funding plan in respect of its payment of current and non-current liabilities and based on the same the company is confident of meeting its liabilities

**66** Figures for the previous year have been re grouped / re arranged, wherever found necessary .

The Accompanying Notes are an integral part of the Financial Statements

As per our Report annexed.

For **J K V S & Co .**

Chartered Accountants

Firm registration No. 318086E

**SUPRIO GHATAK**

Partner

Membership No. 051889

5A , Nandalal Jew Road ,

Kolkata-700 026

The 22th, day of May, 2025

For and on behalf of the Board

**Ashish chandrakant Agrawal**

Managing Director

DIN -10198821

**R.K. Gupta**

Chief Financial Officer

**Anand Agarwal**

Non Executive Independent Director

DIN - 03121369

**Neha Jain**

Company Secretary

## NOTES

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## NOTES

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### **Office Address**

Kankaria Estate, 5th Floor,  
6, Little Russell Street,  
Kolkata – 700071, India.  
Ph : 91-33-2288-0064  
E : [info@ludlowjute.com](mailto:info@ludlowjute.com)

### **Mill Address**

Ludlow Jute Mills,  
Chengail Howrah -711 308  
West Bengal, India  
Ph : (033) 2642-8366